

director may be called with notice to the Board members. The notice of the meeting shall state that the issue of possible removal of the director will be on the agenda. A director may be removed by the affirmative vote of a majority of the Board of Directors.

ARTICLE VII: OFFICERS

Section 7.01 Officer Positions and Qualifications. The officers of the Chapter shall consist of a President, Vice President, Secretary, and Treasurer. The Board of Directors may create additional officer positions and define the authority and duties of each position. The same person may hold any two or more offices, and may simultaneously serve as an officer and director, provided that such is permitted by the laws of the jurisdiction in which the Chapter operates. The Board of Directors shall have the option to allow associate members to hold office, subject to the restrictions in these Bylaws.

Section 7.02 Election. Officers shall be elected at the same time and in the same manner as the Board of Directors.

Section 7.03 Term of Office. Officers shall serve two-year terms and shall hold office until their successors are duly appointed or elected and qualified. At the discretion of the Chapter Board of Directors: (1) The terms of officers may be staggered so that the terms of one-half of the officers expire each year; and/or, (2) Officers may be re-elected to successive terms in either the same or different office.

Section 7.04 Removal. The Board of Directors may vote to remove an officer at any time with or without good cause, including but not limited to violation of these Bylaws or the bylaws or rules of the Association. A meeting to consider the removal of an officer may be called with notice to the Board members and the officer in question. The notice of the meeting shall state that the issue of possible removal of the officer will be on the agenda. An officer may be removed by the affirmative vote of a majority of the Board of Directors.

Section 7.05 Vacancies. If a vacancy occurs in any office for any reason, the Board of Directors may elect a person to fill the vacancy. An officer elected to fill a vacancy shall be appointed for the remaining unexpired term in office.

Section 7.06 Compensation. Officers shall not receive any compensation for their services, but shall be entitled to reimbursement for reasonable expenses incurred by them in connection with the usual performance of their duties. Any such expenditures shall be presented for approval and payment by the Treasurer, failing which, by a majority of the Board.

Section 7.07 President. Only a Certified Fraud Examiner in good standing may hold the office of President. The President shall be the chief executive officer of the Chapter, and when present, shall preside at all meetings of the Chapter. He or she shall exercise general supervision and management of the affairs of the Chapter; shall consult with and inform other officers and directors, members, and the Corporation of significant events; shall make an annual report to the members of the Chapter and the Corporation; and shall perform other duties prescribed by the Board of Directors as well as all duties incident to the office of President and chief executive officer.

Section 7.08 Vice President. The Vice President shall report to the President and shall assume the duties of the President in his or her absence. When the Vice President acts in place of the President, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall be responsible for other duties that President or the Board of Directors shall delegate from time to time. The Vice President shall be a member of the Association of Certified Fraud Examiners in good standing. The Board may vote to allow associate members to hold the office of Vice President.

Notwithstanding the forgoing, if the office of President becomes vacant before the expiration of the term, the Vice President may not assume that position for the unexpired term unless the Vice President is a Certified Fraud Examiner in good standing. If the Vice President is an associate member, the Chapter Board of Directors, at its discretion, may either: (1) appoint a Certified Fraud Examiner who is in good

standing to complete the unexpired term; or, (2) hold a special election to elect a new President who is a Certified Fraud Examiner in good standing to complete the unexpired term.

Section 7.09 Secretary. The Secretary shall report to the President and shall keep the minutes of the meetings of the members and of the Board of Directors; see that all notices are given in accordance with the provisions of these Bylaws or as may be required by law; be custodian of the corporate records and of the seal of the Chapter and see that the seal of the Chapter is affixed to all documents as authorized; maintain the membership records of the Chapter, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Secretary shall be a member of the Association of Certified Fraud Examiners in good standing.

Section 7.10 Treasurer. The Treasurer shall report to the President and shall be responsible for all financial records maintained by the Chapter. All moneys received by the Chapter as well as disbursements therefrom, shall be the responsibility of the Treasurer. He or she will ensure that any funds received are properly deposited for safekeeping to the credit of the Chapter; that all disbursements are properly approved; that the Board is kept advised of the status of the accounting of funds; and otherwise perform appropriate duties to see that the assets of the Chapter are properly safeguarded. The Treasurer shall produce annual financial statements of the Chapter and submit them to the Board and the Corporation within three months of the end of the Chapter's fiscal year, and in general shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors. The Treasurer shall be a member of the Association of Certified Fraud Examiners in good standing.

ARTICLE VIII: COMMITTEES

Section 8.01 Establishment of Committees. The Board of Directors may adopt a resolution establishing one or more committees, establishing qualifications for membership on a committee, delegating specified authority to a committee, or appointing or removing members of a committee. The Board of Directors may delegate to the President its power to appoint and remove members of a committee.

Section 8.02 Committee Participation. Members of each committee shall be members of the Chapter in good standing.

Section 8.03 Term of Office. Each member of a committee shall continue to serve on the committee until a successor is appointed or the committee is terminated. However, the term of a committee member may terminate earlier if the committee is terminated or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

Section 8.04 Removal of Committee Members. Any committee member may be removed by the person or persons authorized to appoint such member with or without cause whenever in their judgment the best interests of the Chapter will be served by such removal.

Section 8.05 Chair and Vice-Chair. One member of each committee shall be designated as the chair of the committee and another member of each committee shall be designated as the vice-chair. The chair and vice-chair shall be elected by the members of the committee or appointed by the Board of Directors or the President of the Chapter. The chair shall call and preside at all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

Section 8.06 Notice of Meetings. The Committee chair shall give reasonable notice to all committee members of the place, day, time, and purpose or purposes for any committee meeting. Meetings may be conducted in person or by conference call.

Section 8.07 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the number of members of a committee shall constitute a quorum when business is conducted at any meeting of the committee.

Section 8.08 Compensation. Committee members shall not receive any compensation for their services, but shall be entitled to reimbursement for reasonable expenses incurred by them in connection with the usual performance of their duties. Any such expenditures shall be presented for approval and payment by the Treasurer, failing which, by a majority of the Board.

Section 8.09 Rules. Each committee may adopt rules for its own operation not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

ARTICLE IX: ANNUAL MEETING

Section 9.01 Purpose. The annual meeting shall be held for the purpose of electing and/or announcing the results of the election of officers and directors; installing the officers and directors; presenting the annual financial statements; and transacting such other business as may be deemed appropriate by the Board of Directors.

Section 9.02 Time and Place. The annual meeting shall be held each year at a time and place specified by the Board of Directors.

Section 9.03 Notice of Meeting. All Chapter members in good standing and eligible to vote shall be notified in writing no less than ten (10) days in advance of the annual meeting.

Section 9.04 Voting. All Chapter members in good standing and eligible to vote may participate in elections at the annual meeting. A quorum shall be constituted by at least 10% of the Chapter members eligible to vote. All business coming before the members shall be approved by a majority of those present unless otherwise required by these Bylaws.

ARTICLE X: BOOKS AND RECORDS

Section 10.01 Books and Records. The Chapter will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and will keep a record giving the names of the members entitled to vote. All books and records of the Chapter may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XI: DISSOLUTION

Section 11.01 Vote to Dissolve. The vote to dissolve the Chapter must be by written ballot and must be approved by a two-thirds majority of the Chapter members eligible to vote. The Corporation must be notified at least thirty (30) days prior to the vote and must be notified of the results immediately thereafter.

Section 11.02 Distribution of Assets. Upon dissolution of the Chapter, its assets remaining after payment, or provision for payment, of all debts and liabilities shall be distributed to the Ritchie-Jennings Scholarship Fund (formerly the CFE Scholarship Fund).

Section 11.03 Non-Use of ACFE Marks and Report to Corporation. Upon dissolution, the Chapter shall destroy all letterhead, stationery, or other items bearing, in any form, the name "Association of Certified Fraud Examiners" or any other ACFE Marks, and the Chapter shall immediately and permanently cease to use, in any manner, the ACFE Marks for any purpose unless such use is approved in writing, in advance, by the Corporation. The Chapter shall also provide the Corporation with a list of Chapter members at the time of dissolution, a report detailing the distribution of the assets of the Chapter, and a copy of the Certificate of Dissolution issued by the state.

ARTICLE XII: MISCELLANEOUS PROVISIONS

Section 12.01 Chapter Handbook. The Chapter and its members, officers, and directors agree to abide by the provisions of the Chapter Handbook and such other rules or regulations which may from time to time be instituted by the Corporation.

Section 12.02 Meeting by Electronic Means. The Board of Directors, and any committee of the Chapter, may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can hear each other. The notice of a meeting by electronic means must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a meeting by electronic means constitutes presence of that person at the meeting.

Section 12.03 Amendments to Bylaws. The Board of Directors may alter, amend, repeal, or enact new Bylaws, subject to the limitations of the articles of incorporation, these Bylaws, and the laws of the jurisdiction under which the Chapter operates. All amendments are subject to the written approval of the Corporation and no amendment shall be given effect until such approval has been granted.

Section 12.04 Legal Construction. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

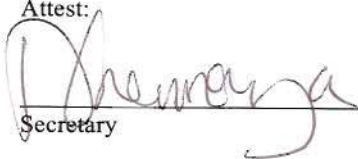
Section 12.05 Principal Office. The Principal of the Chapter shall be at a place designated by the Board of Directors.

Section 12.06 Effective Date. These Bylaws shall be effective on the date they are adopted by the Board of Directors.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the Chapter, and the above Bylaws, consisting of 8 pages, are the Bylaws of the Georgia Chapter of the Association of Certified Fraud Examiners as adopted by the meeting on September 4, 2015 and replace any Bylaws adopted previous to this date.

Attest:


Secretary

September 4, 2015
Date