GEORGIA CHAPTER OF THE ACFE BYLAWS

ARTICLE I: NAME AND USE OF TRADEMARKS

Section 1.01 Name. The name of this organization shall be the Georgia Chapter of the Association of Certified Fraud Examiners (referred to as the “Chapter”). The Chapter is affiliated with the Association of Certified Fraud Examiners, Inc. (referred to as “the Corporation”) and the Association of Certified Fraud Examiners (A Non-Profit Corporation) (referred to as “the Association”).

Section 1.02 Trademarks. The Corporation owns all federal and common law trademarks in the following marks: (1) “Association of Certified Fraud Examiners”; (2) “ACFE”; (3) “Certified Fraud Examiner”; (4) “CFE”; (5) the Seal of the Association of Certified Fraud Examiners; and (6) the ACFE Logo. The use of these trademarks and of any other trademarks owned by the Corporation (collectively referred to herein as “ACFE Marks”) by the Chapter is governed by the Trademark License Agreement executed by the Chapter and the Corporation, the terms of which are incorporated into these Bylaws. Except as provided in the Trademark License Agreement, no other use of the Corporation’s trademarks by the Chapter is permitted without the prior written permission of the Corporation.

ARTICLE II: PURPOSE AND OBJECTIVES

Section 2.01 Purpose and Objectives. The Chapter is a not-for-profit entity whose primary purpose is to serve the community by the promotion of improved fraud detection and deterrence and through expansion of knowledge and the interaction of its members.

ARTICLE III: MEMBERSHIP AND PARTICIPATION

Section 3.01 General Eligibility. All applicants are subject to approval by the Corporation and the Chapter Board of Directors. No person shall be eligible to participate in the Chapter as a member or an affiliate if that person is currently expelled or suspended from the Association or any other Chapter of the Association. All applicants must complete and submit a written application, pay applicable Chapter dues, and agree to abide by these Bylaws and the operational guidelines established by the Corporation.

Section 3.02 Qualifications for Membership. There are two categories of members: (1) Certified Fraud Examiners, and (2) associate members.

Section 3.03 Certified Fraud Examiners. Any Certified Fraud Examiner of the Association who is in good standing may be a member of the Chapter under the terms set forth in these Bylaws. Certified Fraud Examiners may hold any Chapter office and shall have voting rights. Only Certified Fraud Examiners may hold the office of president or serve as training director. If deemed appropriate, the Board of Directors may allow one Certified Fraud Examiner to hold both of these positions.

Section 3.04 Associate Members. Any person who is an associate member of the Association in good standing may be a member of the Chapter under the terms set forth in these Bylaws. Associate members may be granted Chapter voting rights and the right to hold Chapter offices other than president.

Section 3.05 Eligibility for Affiliates of the Chapter. The Chapter Board of Directors, at its discretion, may allow other interested parties to become affiliates of the Chapter under the terms set forth.
below. Affiliates are those parties, regardless of their field of endeavor, who desire to align themselves with the Chapter.

Affiliates of the Chapter are not required to meet all the qualifications and requirements for membership in the Chapter or the Association, but are encouraged to do so. The Chapter Board of Directors may assess appropriate dues for affiliates and may establish other requirements for participation by affiliates as it deems appropriate.

Affiliates of the Chapter shall not be, nor represent themselves to be, members of the Chapter, shall have no Chapter voting rights, and shall not be eligible to hold any Chapter office.

Section 3.06 Dual Membership and Transfers of Membership. The Board of Directors may decide whether to allow members or affiliates from another Chapter to join as members or affiliates of its Chapter. Individual participation in one Chapter may be transferred to another Chapter, subject to the rules and regulations of both Chapters and the Corporation.

Section 3.07 Resignation. Any member or affiliate of the Chapter may resign at any time, but such resignation shall not become effective until accepted by the Chapter, and shall not relieve the resigning individual from the payment of dues for the expired portion of the current fiscal year, or give any right to rebate for dues paid, or any right to a prorated share or any other share of the assets of the Chapter. All resignations shall be in writing and shall be delivered to the Board of Directors.

Section 3.08 Suspension and Expulsion. The Board of Directors shall have the authority to suspend or expel any member or affiliate for disciplinary reasons if it determines that the individual:

A. Has been found guilty by a court of competent jurisdiction of a crime punishable by imprisonment for more than one year, a felony, or any crime involving moral turpitude as that term is defined in the bylaws of the Association;
B. Has failed to abide by these Bylaws or has committed acts discreditable to the Chapter or its membership;
C. Has been declared by a court of competent jurisdiction to be insane or to lack legal capacity;
D. Has made material misstatements on his or her application for membership;
E. In the case of members, has failed to abide by the Code of Professional Ethics or Code of Professional Standards of the Association; or
F. In the case of affiliates, has inappropriately identified himself/herself as a member of the Chapter or a member of the Association of Certified Fraud Examiners.

No member or affiliate of the Chapter may be suspended or expelled unless he or she has first received written notice of the reasons for the proposed disciplinary action, which shall be delivered in person or to the individual’s last known address. The notice shall be delivered at least 30 days before a hearing of the Board of Directors to address the disciplinary action. The member or affiliate shall be afforded an opportunity to respond to the charges by a full hearing before a quorum of the Board of Directors before a final action is taken.

A disciplinary action under this section is effective immediately upon adoption by the Chapter Board of Directors. A member who has been suspended or expelled by the Chapter may appeal the decision to the Board of Regents of the Association. The decision of the Chapter Board of Directors to suspend or expel an affiliate is final and non-appealable.

Section 3.09 Non-payment of Dues. The Board of Directors may suspend or expel a member or affiliate who is at least 60 days’ delinquent in the payment of Chapter dues or other payments owed to the Chapter without a hearing, provided that proper notice of the delinquency was sent to the individual’s last known address at least 30 days prior to termination.

Section 3.10 Reinstatement. The Board of Directors may provide the conditions and procedures under which the Chapter may reinstate a member or affiliate who has been suspended or expelled, or whose membership was otherwise terminated, provided that such reinstatement does not conflict with these Bylaws or the rules of the Association.
Section 3.11 Report of Chapter Participation. The Chapter shall furnish annually to the Corporation, or upon request, a list containing the names, addresses, and any other contact information for all members and affiliates of the Chapter. The list shall indicate the participation category of the person, such as a Certified Fraud Examiner, associate member, or affiliate. The Chapter shall also furnish the names and addresses for guests and non-member attendees at training meetings and other events, but only if such records of attendance are maintained by the Chapter.

Section 3.12 Training. The Board of Directors of each Chapter shall appoint a training director who is responsible for the continuing professional education (CPE) of Chapter members and affiliates of the Chapter. Only a Certified Fraud Examiner who is in good standing may hold the position of training director.

The Chapter is authorized and encouraged to provide continuing professional education and other training presentations to the community in its geographical area. All Chapter training must be coordinated with and approved by the Corporation to ensure that Chapter training does not compete with training conducted by the Corporation.

ARTICLE IV: LIMITATIONS OF LIABILITY

Section 4.01 Chapter Liability. The Chapter shall be fully and solely responsible for its own legal and financial affairs, and shall indemnify and hold harmless the Corporation, by reason of its affiliation, from any lawsuits, damages, other expenses or liabilities arising out of the activities of the Chapter.

Section 4.02 Corporation Liability. The Chapter shall not be responsible nor liable for any lawsuits, damages, other expenses, or liabilities arising out of the activities of the Corporation or the Association.

Section 4.03 Non-liability of Directors and Officers; Indemnification. The directors and officers of the Chapter shall not be personally liable for the debts, liabilities, or other obligations of the Chapter. The Chapter Board of Directors and officers of the Chapter shall be indemnified by the Chapter to the fullest extent permissible under the laws of this jurisdiction.

Section 4.04 Insurance. The Corporation may procure liability insurance for the Chapter, and the Chapter agrees to pay all reasonable premiums for such insurance.

Section 4.05 Corporation Authority. In any disputes, the Corporation is the final authority. To the extent that these Bylaws conflict with the bylaws or rules of the Corporation or the Association, the bylaws or rules of the Corporation or the Association shall control.

ARTICLE V: FINANCES

Section 5.01 Fiscal Year. The fiscal year for the Chapter shall be established by the Board of Directors.

Section 5.02 Chapter Dues and Fees. Chapter dues and fees will be established by the Board of Directors. Dues and fees shall be billed on a periodic basis as established by the Board of Directors. The Chapter Treasurer shall be empowered to assess and collect said dues. Membership dues for Certified Fraud Examiners and associate members, as well as participation fees for affiliates of the Chapter and for all other types of Chapter activities held may be set at different rates at the discretion of the Board of Directors. The Board of Directors shall decide, by a majority vote, the membership dues and participation fees as it deems appropriate.
ARTICLE VI: BOARD OF DIRECTORS

Section 6.01 Authority and Number. The affairs of the Chapter shall be managed by a Board of Directors, consisting of an odd number of no fewer than three (3) members, each of whom shall be a member of the Chapter. The number of directors may be increased or decreased from time to time by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. The Board of Directors may provide that the holder of any office shall automatically be a director by virtue of holding such office. The Board shall be elected in accordance with these Bylaws.

Section 6.02 Elections. Elections for open positions on the Board of Directors shall be held annually before the first meeting of the Board. Each member who is entitled to vote under the provisions of these Bylaws shall receive at least thirty (30) days' notice of the election. The candidate(s) receiving the most votes shall be elected. The results of the election will be certified to the Corporation by the current Board of Directors, or by a committee appointed by them.

Section 6.03 Terms of Office. Directors 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 directors may be staggered so that the terms of one-half of the directors expire each year; and/or, (2) Directors may be re-elected to successive terms.

Section 6.04 Vacancies. If any vacancy occurs in the Board of Directors for any reason, the current Board of Directors shall elect a person to fill the vacancy. A director elected to fill a vacancy shall be elected for the remaining unexpired term of office. Vacancies reducing the number of directors to less than three (3) shall be filled before the Board of Directors conducts any other business.

Section 6.05 Chair and Vice-Chair. The Board of Directors shall elect its own chair and vice-chair from among the voting members of the Board. The chair shall preside at all meetings of the Board and shall otherwise have such powers and shall perform such duties as shall be designated by the Board of Directors. 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. The chair and vice-chair shall serve two-year terms, but may be removed at any time by the affirmative vote of a majority of the Board of Directors. A director may serve more than one term as chair or vice-chair.

Section 6.06 Duties and Responsibilities of the Board of Directors. The Board shall be the governing body of the Chapter and its actions shall be final, unless otherwise specifically provided for in these Bylaws. The Board shall perform any and all duties imposed on them collectively or individually by law, the Articles of Incorporation, the Chapter Handbook, or these Bylaws. The Board shall supervise all officers, agents, and members of the Chapter to assure that their duties for the Chapter are performed properly. The Board shall make available all financial records of the Chapter to any member, to the Corporation, or to the Association upon reasonable request.

Section 6.07 Meetings of the Board of Directors. The Board shall meet at least twice a year at such times and places as it may choose. A special meeting may be called by the President, or by any two directors. At meetings of the Board of Directors, a majority of the total number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. The meetings shall be conducted under the rules contained in Robert's Rules of Order as revised unless those rules are in conflict with the Bylaws, in which case these Bylaws shall take precedence. Each director shall receive at least three (3) days notice of the time and date of each meeting.

Section 6.08 Compensation. Directors 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 6.09 Removal. The Board of Directors may vote to remove a director at any time with or without good cause, including but not limited to violation of these Bylaws, violation of the rules or Bylaws of the Association, or nonattendance of Board meetings. A meeting to consider the removal of a