Changes to Model Chapter ByLaws

ARTICLE VII
Chapter Board of Directors

Section 7.1 General Powers, Number and Tenure: The governing body of this Chapter shall be the Board of Directors. The Chapter Board of Directors will manage, supervise, control and direct the affairs of the Chapter; will actively pursue the objectives of the Chapter; and will supervise the receipt and the disbursement of funds. Each Director will be an active member of FPA and of the Chapter in good standing. The Chapter Board of Directors may delegate areas of its authority as it deems appropriate provided such delegation complies with state law. The minimum number of Directors will be five (5). No decrease in the number of Directors will have the effect of shortening the term of any incumbent Director.

At least 75% of the voting members of the Chapter Board of Directors will be CERTIFIED FINANCIAL PLANNER™ (“CFP”) certificants and a majority of the voting members of the Board of Directors will be CFP certificants who hold themselves out as financial planners.

All Officers of the Chapter and the Chair of the Board will be Directors.

Section 7.2 Election of Chapter Board of Directors:

NOTE: Directors and/or Officers may either be elected by the membership or by the Board of Directors. The following provisions are offered as alternatives. The Chapter Board of Directors must decide on Option #1 or Option #2.

OPTION #1 (Election by Membership)
The Directors [and Officers] shall be elected at the annual meeting of the members, and each director may serve staggered terms up to three (3) years. (Staggered in this case means that there is overlap or alternating service on the board. Every year some director’s roll off the board and new ones come onto the board.) Directors may return to the board following a break of one year. Director [and Officer] elected shall hold office for a period of one (1) year beginning on January 1st of each year or until a successor is elected and qualified. Directors [and Officers] may only serve two consecutive terms in each position. Directors [and Officers] may not serve additional terms for a period of five years after the end of their last term in office.

Any current director in good standing is eligible for election as President-elect.

Total service on the board as a director may not exceed three (3) consecutive years.

Any former director in good standing is eligible for election as President-elect provided that they have had at least a one year break from board service.

Not less than 60 days prior to the elections, the President will convene a Nominating Committee consisting of not less than five members. This committee
will present a full slate of names for the Directors [and Officers] to be elected at the annual membership meeting. Any person nominated must be a member in good standing of FPA and the Chapter and must give his or her consent to being nominated for such office.

Not less than 30 days prior to the annual meeting, the nominating committee will submit nominations for Directors [and Officers] to the members. Additional nominations from the floor may be accepted at the annual meeting, provided the nominee agrees. If a member is nominated for office from the floor in absentia, the nominee must have first accepted the nomination in writing. Such acceptance will be presented to the Chair of the Annual Meeting at the time of the nomination.

**OPTION #2 (Election by Chapter Board of Directors)**

The Chapter Directors [and Officers] will be elected by the current Chapter Board of Directors at the Annual Meeting of the Board and each director elected may serve staggered terms up to three (3) years. (Staggered in this case means that there is overlap or alternating service on the board. Every year some directors roll off the board and new ones come onto the board.) Directors may return to the board following a break of one year. Each director will hold office for a period of one (1) year, beginning on January 1st of each year or until a successor is elected and qualified. Directors [and Officers] may only serve two consecutive terms in each position. Directors [and Officers] may not serve additional terms for a period of five years after the end of their last term in office.

Any current director in good standing is eligible for election as President-elect. Total service on the board as a director may not exceed three (3) consecutive years.

Any former director in good standing is eligible for election as President-elect provided that they have had at least a one year break from board service.

Not less than 60 days prior to the elections, the President will convene a Nominating Committee consisting of not less than five members. This committee will present a full slate of names for the Directors to be elected at the annual meeting of the Board of Directors. Any person nominated must be a member in good standing of FPA and the Chapter and must give his or her consent to being nominated for such office.

Not less than 30 days prior to the annual meeting, the nominating committee will submit nominations for Directors to the Board of Directors. Additional nominations from the floor may be accepted at the annual meeting, provided the nominee agrees. If a member is nominated for office from the floor in absentia, the nominee must have first accepted the nomination in writing. Such acceptance will be presented to the Chair of the Annual Meeting at the time of the nomination.

**Comment [11]:** NOTE: These two paragraphs have been included to provide a process for directors to be elected by the board. There is already a process for directors being elected by the membership in Option #1.
ARTICLE VIII
Officers

Section 8.1 Designations: The Officers of the Chapter will be elected by [the members] OR [the Chapter Board of Directors]. Each Officer will be an active member of the FPA and of the Chapter in good standing and must be a volunteer member of the Chapter (not a paid administrator). The officers of the chapter will be: President, President-Elect, Secretary, Treasurer, and such other Officers and agents that the Board of Directors shall deem necessary or appropriate.

Any current director in good standing is eligible for election as President-elect. Total service on the board as a director may not exceed three (3) consecutive years.

Any former director in good standing is eligible for election as President-elect provided that they have had at least a one year break from board service.

The Past President/Chair, President and President-Elect, shall hold office for a term of one year or until a successor is duly elected and qualified. Such term of office shall commence concurrently with the calendar year. At the end of their terms, the President shall become the Past President/Chair and the President-elect shall become the President.

Any member in good standing is eligible for election as Secretary and/or Treasurer, and may hold office for up to three (3) years. The Board of Directors has the authority to extend the service of the Secretary and/or Treasurer up to three additional (3) years, as long as the total consecutive time served on the board does not exceed a total of 6 years.

Total service on the board as a director and officer shall not exceed six consecutive (6) years.

All Officers of the Chapter will exercise the powers and perform the duties as determined by the Chapter Board of Directors. Any number of offices may be held by the same person, unless state law, the Articles of Incorporation, or these Bylaws provide otherwise. A Chapter will not be required to have any officers other than a President, President-Elect, Secretary and Treasurer.

Section 8.2 Term, Removal and Resignation from Office: An officer will hold office for a period of one (1) year beginning on January 1st of each year or until a successor is elected and qualified. An officer may only serve two consecutive terms. An officer may not serve any additional terms for a period of five years after the end of their last term in office. Officers may not serve on the board for a period of three (3) years after the end of their last year in office.

Any Officer may be removed, with or without cause, at any time by the affirmative vote of two-thirds (2/3rds) of the Chapter Board of Directors. If any vacancy occurs in any office because an officer is unable to complete the term of office for any reason, the President will appoint a successor, with the approval of the Chapter Board of Directors, for the remainder of the term. An Officer may resign at any time by giving written notice to the
Chapter Board of Directors, the President or Secretary of the Chapter. Unless otherwise specified in such written notice, a resignation will take effect upon delivery to the Chapter Board of Directors or the designated Officer. It is not necessary for a resignation to be accepted before it becomes effective.
Change to Affiliation Agreement

Language in original Model Affiliation Agreement

If the Chapter elects to use a web site, FPA will provide a web template and grant a non-exclusive, royalty-free license to the Chapter to use said template. This web site template cannot be altered or customized by the Chapter without FPA approval.

Revised Language
FPA makes available to chapters a “chapter Web site template” that offers basic Web site functionality and upholds FPA's design and branding guidelines. If the chapter elects to use this template, it will be required to adhere to site management requirements outlined in the chapter policies and procedures manual. If the chapter elects to develop and maintain its Web site on its own, it will be required to adhere to the design and branding specifications for chapter Web sites as provided in the chapter policies and procedures manual.
Chapter Dissolution – New Policy

FPA Chapter Policies and Procedures Manual
Chapter Relations
Last Updated: September 2009

Procedure for Voluntary Chapter Dissolution

Chapters interested in dissolving their FPA chapter will follow these guidelines in order to be in compliance with their FPA chapter affiliation agreement.

The FPA Chapter Relations Department must be notified as soon as conversations are initiated regarding the desire to dissolve. FPA will set up a conference call to discuss the dissolution with the senior chapter board officers (president, president elect), the CLRC (chapter leadership resource council) liaison(s) and FPA Chapter Relations staff. The purpose of the call will be to discuss the reasons for the dissolution and the requirements associated.

Once the dissolution decision has been confirmed, the following steps must be taken within sixty (60) days:

1. Chapter leadership must ensure that all creditors have been paid.

2. Return any remaining assets to FPA National. All financial accounts (savings, checking and investment) will need to be closed and a final statement, along with the funds, sent to FPA National.

3. Contact the Secretary of State to obtain and complete the necessary forms to dissolve the organization. If the chapter has employees, the Employment Division must also be notified of the dissolution. Lastly, a final IRS Form 990 will need to be filed with the IRS. The “termination” box on the IRS Form 990 will need to be checked the “articles of dissolution” from the Secretary of State attached when submitted.

4. Copies of all required filings with state agencies and the Internal Revenue Service must be sent to FPA National.

FPA National will distribute a letter explaining to all members of the chapter. The affiliation of all members will be managed by FPA National and the member’s choice of new affiliation will be honored where appropriate.

Once members have been affiliated with the new chapter, FPA National will redistribute the pro-rata share of current member’s reimbursements and add-on assessments (if any) based on the reimbursement guidelines in the Policies and Procedures Manual.
Chapter Dissolution – New Policy

FPA Chapter Policies and Procedures Manual
Chapter Relations
Last Updated: September 2009

Procedure for Involuntary Chapter Dissolution

Chapters subject to involuntary dissolution of their FPA chapter will follow these guidelines in order to be in compliance with their FPA chapter affiliation agreement.

Involuntary dissolution is the result of a chapter being out of compliance in one or more of the following ways:

- Failure to submit required up to date governing documents (Chapter bylaws, Affiliation Agreement and Articles of Incorporation – current and in compliance with state law).
- Failure to comply with requirements for maintaining chapter status as outlined in FPA’s Policy and Procedure Manual.

The FPA Chapter Relations Department will notify the chapter of the intent to dissolve the chapter. FPA will set up a conference call to discuss the dissolution with the senior chapter board officers (president, president elect), the CLRC (chapter leadership resource council) liaison(s) and Component Relations staff of FPA. The purpose of the call will be to discuss the reasons for the dissolution and the requirements associated.

Once the dissolution decision has been confirmed, the following steps must be taken within sixty (60) days:

5. Chapter leadership must ensure that all creditors have been paid.

6. Return any remaining assets to FPA National. All financial accounts (savings, checking and investment) will need to be closed and a final statement, along with the funds, sent to FPA National.

7. Contact the Secretary of State to obtain and complete the necessary forms to dissolve the organization. If the chapter has employees, the Employment Division must also be notified of the dissolution. Lastly, a final IRS Form 990 will need to be filed with the IRS. The “termination” box on the IRS Form 990 will need to be checked the “articles of dissolution” from the Secretary of State attached when submitted.

8. Copies of all required filings with state agencies and the Internal Revenue Service must be sent to FPA National.

FPA National will distribute a letter explaining to all members of the chapter. The affiliation of all members will be managed by FPA National and the member’s choice of new affiliation will be honored where appropriate.

Once members have been affiliated with the new chapter, FPA National will redistribute
the pro-rata share of current member’s reimbursements and add-on assessments (if any) based on the reimbursement guidelines in the Policies and Procedures Manual.