

**BYLAWS OF THE CAPITAL AREA CHAPTER OF THE AMERICAN RED CROSS  
A chartered Regional Chapter**

**Section 1. General**

**1.1 Authority.** These bylaws have been adopted this 22<sup>nd</sup> day of May, 2007 pursuant to authority delegated to the Regional Chapter by the Board of Governors of The American National Red Cross (hereinafter called the "Corporation" or the "American Red Cross").

**1.2 Certificate of Recognition.** The Board of Governors has delegated certain authority to this Regional Chapter by issuing a certificate of recognition (hereinafter called the "Charter").

**1.3 Defined Terms.** Terms used in these bylaws that are defined in the American Red Cross Congressional Charter, Bylaws, Board of Governors' Resolutions and Policies, or Chartered Unit Policies and Procedures (collectively referred to as "Corporate Regulations") shall have the respective meanings ascribed to them therein unless the context herein clearly requires another meaning.

**1.4 Conflicting Provisions to Yield.** In the event any provision of these Bylaws conflicts or is inconsistent with any provision of Corporate Regulations as now or hereinafter in effect, the conflicting or inconsistent provisions of these Bylaws shall yield to the Corporate Regulations and be of no force or effect.

**1.5 Prior Bylaws.** These Bylaws replace all previously adopted Bylaws of the Chapter.

**Section 2. Name, Jurisdiction, and Office**

**2.1 Name.** The Chapter shall be known as the Capital Area Chapter of The American National Red Cross (hereinafter called the "Regional Chapter").

**2.2 Jurisdiction.** The Regional Chapter shall have responsibilities and authorities over the jurisdiction of the Regional Chapter, which shall be called the "Chapter Jurisdiction." The Regional Chapter shall also have responsibilities and authorities over a larger regional jurisdiction or grouping (hereinafter referred to as the "Regional Jurisdiction") which includes Community Chapters and other such territory as prescribed to the Regional Chapter by the Corporation. Chapter Jurisdiction and Regional Jurisdiction shall be designated, approved and recorded by the President and Chief Executive Officer of the Corporation or his or her designee, communicated to the Regional Chapter's Board of Directors ("Chapter Board" or "Board") and attached to these Bylaws as Attachment A.

**2.3 Office.** The headquarters and principal office of the Regional Chapter shall be located at 187 Office Plaza Drive, Tallahassee, Leon County, Florida, or at such other location as may be determined by the Chapter Board.

### **Section 3. Purposes of the Regional Chapter**

The purposes of the Regional Chapter shall be to deliver American Red Cross Chapter and Disaster Services, to ensure sufficient financial support for the American Red Cross and to develop relationships with community partners within its assigned Chapter Jurisdiction; and to support and coordinate the same within its Regional Jurisdiction consistent with the American Red Cross Mission, Strategic Plan, and Corporate Regulations. These purposes shall be achieved through regional strategies and collaboration between and with Community Chapters in the Regional Jurisdiction.

### **Section 4. Membership and Membership Meetings**

**4.1 Purpose of Membership.** The American Red Cross is a membership organization. The purpose of membership is to promote community understanding, commitment and support for the American Red Cross Mission and Strategic Plan and for the services of its Chapters and Blood Services Regions.

**4.2 Members.** Membership shall be open to all persons who make a monetary contribution to the American Red Cross, perform volunteer service for the American Red Cross and/or donate blood to the American Red Cross. Members of the American Red Cross are eligible to vote at membership meetings of the Regional Chapter.

**4.3 Annual Meetings.** The Regional Chapter shall have an annual membership meeting in the last quarter of the fiscal year, at a convenient location within the Regional Jurisdiction, for the purpose of holding elections of nominees to the Board of Directors and, pursuant to Section 13 herein, for delegates to the Annual Meeting of the Corporation, considering reports, and transacting such other business as may properly come before the meeting. The Regional Chapter's annual meeting may be held in conjunction with the annual meeting of any of its Community Chapters.

**4.4 Special Meetings.** Special membership meetings may be called at any time by the Chapter Board. The Chair of the Chapter Board shall call a membership meeting upon the written request of a majority of the voting members of the Board or not less than 20 members.

**4.5 Notice of Meetings.** Notice of any membership meeting shall be announced in one or more newspapers or other public media of general circulation within the Chapter Jurisdiction at least three days in advance of the meeting. In addition, notice may also be given through announcements on the Regional Chapter's website and through other means intended to notify all members in the Chapter Jurisdiction of the meeting. The notice shall outline, as far as practicable, the matters to be considered at the meeting, including specific notice as to any elections to be conducted.

**4.6 Quorum.** At any annual or special membership meeting, 20 members shall be a quorum, but in the absence of a quorum, a lesser number may adjourn the meeting.

**4.7 Voting.** At every membership meeting each member shall be entitled to one vote. Voting by proxy shall not be permitted. Decisions on any question shall be by majority vote of members present and voting.

**4.8 Termination of Membership.** The Board may terminate an individual's membership in the American Red Cross for conduct deemed detrimental to the Regional Chapter or the American Red Cross, as a whole or any one of its chartered units, subject to such individual's right of appeal to the Corporation.

## **Section 5. Qualifications for Board Membership and Ethical Standards for the American Red Cross**

**5.1 Independence.** All members of the Board shall be persons determined by the Board to be independent. The Board's determination of independence shall be made on the basis of (1) information gathered during the Board's nominations process; (2) the results of the executed certifications referred to in Section 5.2; and (3) any other information presented by management or another source to the Board regarding the independence of a Board member for purposes of such determination.

**5.2 Code of Business Ethics and Conduct.** All members of the Board and any committee shall be provided with a copy of the American Red Cross Code of Business Ethics and Conduct and shall annually execute a certification which discloses any actual or potential conflicts of interest and asserts an agreement to comply with the Code of Business Ethics and Conduct during the course of the person's relationship with the American Red Cross.

**5.3 Board Membership.** Board members may only serve on one Red Cross governance board at a time.

**5.4 Conflicts of Interest.** The Board must address any known conflicts of interest involving Board members. No individual compensated directly or indirectly by the American Red Cross may serve as a Board member or member of any Board committee. Any Regional Chapter staff member supporting the Board or any of its committees is not considered a member of the Board or the committee.

- a. A directly compensated individual shall mean an employee of any Chapter, Blood Services Region or the Corporation or any individual who received direct remuneration from the American Red Cross or any unit for work performed by such individual on behalf of the American Red Cross, through any unit.
- b. An indirectly compensated individual shall mean any person who is an immediate family member, including but not limited to a spouse, partner, parent, sibling, child, in-law or other person who shares the home of any directly compensated individual.

An actual conflict of interest or the appearance of a conflict of interest may also exist

where the Red Cross unit has a contractual arrangement with a business with which a Board member is affiliated. To avoid even the appearance of a conflict, work rendered under the contract should not be provided directly by the Board member, no direct benefit under the contract should be received by the Board member, including financial benefit, and, if the Board member is aware of such arrangements it must be disclosed by the Board member and he or she must recuse himself or herself from any discussion or decisions by the Board or any committee regarding the matter.

## **Section 6. Board of Directors**

**6.1 Board of Directors.** The Chapter shall have a Board of Directors, numbering not fewer than 9 nor more than 35 voting members, each of whom shall serve without compensation for his or her services as such. The Board shall have such powers as are set forth in these Bylaws and delegated to it by the Board of Governors.

**6.2 Accountability and Governance.** The Board of Directors has responsibility for:

- a. Strategic planning to include:
  - (i) supporting implementation of the national Strategic Plan;
  - (ii) developing, in coordination with the Community Chapters in their Regional Jurisdiction, and then approving and overseeing regional strategies including service delivery, communications, partnerships, fundraising, fiscal performance and building presence throughout the Regional Jurisdiction that are in alignment with national strategies and goals; and
  - (iii) approving and overseeing the Regional Chapter's Strategic Plan that is in alignment with regional and national strategies and goals.
- b. Reviewing and approving the annual budgets for (1) the Regional Chapter and (2) the Community Chapters within the Regional Jurisdiction to ensure these are in alignment with regional and national fiscal strategies and goals.
- c. Providing oversight of the financial stability of (1) the Regional Chapter and (2) the Community Chapters within the Regional Jurisdiction by reviewing the bi-monthly financial statements.
- d. Oversee the qualifications and independence of the Regional Chapter's independent auditors and the performance of those independent auditors.
- e. Proposing the hiring, evaluation, compensation and retention of the Regional Chapter Executive in coordination with the Service Area Executive; however, no action can be taken until approval on the hiring, evaluation, compensation, and retention of the Regional Chapter Executive is given by the Service Area Executive.
- f. Review and approve capital expenditures, acquisitions and divestitures and other

transactions that, as determined by the Board in its discretion, are significant to the Regional Chapter, in accordance with policies that may be established by the Board from time to time.

- g. Identifying, cultivating and soliciting donor support for the American Red Cross such that adequate funds are raised in accordance with the Regional Chapter's budget and regional and national fiscal strategies and goals.
- h. Identifying and developing relationships with community partners to advance the Mission and purposes of the American Red Cross and the strategic goals for the Chapter Jurisdiction, as well as the Regional Jurisdiction.
- i. Providing oversight of the legal and ethical conduct of the Regional Chapter, including compliance by the Regional Chapter with Corporate Regulations.
- j. Identifying, evaluating and developing volunteer leadership for Board and committee membership.
- k. Implementing organizational performance improvement plans.

**6.3 Election of Directors.** Directors shall be members of the American Red Cross. Directors shall be elected at the Regional Chapter's annual membership meeting with terms to commence on July 1. Directors shall serve for terms of up to three years. Approximately one third of the Directors shall be elected annually.

**6.4 Nonvoting Classes of Directorship.** The Board may create nonvoting classes of directorship (such as advisory, honorary, or life directors) and may elect or appoint persons to serve in such capacities.

**6.5 Rotation.** Any voting member of the Board who has served as such for six consecutive years shall be ineligible to serve as a voting board member for a period of one year thereafter; provided, however, the Board membership of the Chair may be extended for up to two additional years following which such person shall be ineligible to serve as a voting board member for a period of one year.

**6.6 Vacancies.** Any vacancy among the voting Directors may be filled temporarily by the Board. A person so appointed shall serve until the Regional Chapter's next annual meeting, at which time a successor shall be elected to fill the vacancy for the remainder, if any, of the unexpired term. Vacancies in nonvoting directorships may be filled at the discretion of, and for terms as determined by, the Board.

**6.7 Regular Meetings.** Regular meetings of the Board shall be held no less than four times per year, according to a schedule determined by the Board.

- a. Participation by teleconference or other electronic means is permissible provided all persons participating in the meeting can simultaneously hear or read each

other's communications during the meeting.

- b. Participation by teleconference or other electronic means shall constitute presence in person at the meeting and shall entitle the member to vote.
- c. Any regular or special meeting of the Board may be held entirely by teleconference or other electronic equipment provided, however, a majority of the Board's regular meetings must be held in person, with face-to-face participation.

**6.8 Special Meetings.** Special meetings of the Board may be called by the Chair and shall be called upon the written request of one-third of the voting Directors.

**6.9 Notice.** Notice of all meetings of the Board shall be given by any means reasonably calculated to notify the Directors at least 7 days before the meeting. Notice may be waived in a writing signed or returned by electronic communication by any Director entitled to said notice, and may be waived before or after the fact. Notice is deemed waived by any Director attending the meeting who has not expressed any objection to the notice. Notices of special meetings shall advise Board members of the general nature of business to be transacted at such meeting.

**6.10 Action Without Meeting.** Any action required or permitted to be taken by the Board or a committee may be taken without a meeting if all members of the Board or the committee shall individually or collectively consent in writing to that action, including written consent by facsimile or electronically. Such action by written consent shall have the same force and effect as a unanimous vote of the Board or the committee, as applicable. Such written consent or consents shall be filed with the minutes of the proceedings of the Board or committee.

**6.11 Quorum.** Thirty-three percent of the voting membership of the Board shall constitute a quorum, but a lesser number may adjourn the meeting.

**6.12 Voting.** Except as otherwise specifically prescribed in these Bylaws, all decisions at any meeting of the Board or a committee shall be by majority vote of those present and voting. Each member shall have one vote, and no voting by proxy shall be permitted.

**6.13 Removal of Directors.** The Board may remove any Director for conduct deemed detrimental to the Regional Chapter or the American Red Cross.

**6.14 Attendance.** Each Director shall attend no less than fifty percent of the regular meetings of the Board. In the event that a Director has been absent from fifty percent of the regular meetings of the Board, then that individual shall automatically be removed from the Board.

## **Section 7. Committees**

**7.1 Executive Committee.** There shall be an Executive Committee of the Board,

consisting of up to 15 voting Directors. The Executive Committee shall be composed of the officers of the Board and the chairs of the Governance and Nominating, the Audit, the Finance, the Financial Development, and the Volunteer Committees. The Board may appoint at large members, including the immediate past Chair who may serve as an *ex officio* non-voting member if no longer eligible for Board membership. The members of the Executive Committee shall serve for a period of one year or until their successors are elected and qualified.

**7.1.1** The Executive Committee shall:

- a. Have and may exercise all of the powers and responsibilities of the Board when a matter requires the Board's immediate attention and due to the nature of the situation the Board is unable to meet.
- b. Oversee the Regional Chapter's personnel and compensation policies, including the Regional Chapter's benefit programs, policies for the development of paid and volunteer staff, for addressing staff grievances, and for alignment with national policies/plans.
- c. Conduct the annual performance evaluation of the Chief Executive Officer, in conjunction with the Service Area Executive. The review shall be discussed with the full Board.
- d. Have such other authority and perform such other duties as may be delegated to it by the Board.

**7.1.2** In its conduct of meetings, the Executive Committee shall:

- a. Meet at such times and upon call as the Executive Committee shall prescribe.
- b. Report all actions of the Executive Committee at the next regularly scheduled meeting of the Board.
- c. Require a quorum of 33% of the members of the Executive Committee, but a lesser number may adjourn the meeting.

**7.2 Governance and Nominating Committee.** The Board Chair shall appoint a Governance and Nominating Committee subject to approval by the Board. The Governance and Nominating Committee shall include only voting Board members.

**7.2.1** The Governance and Nominating Committee shall:

- a. Recommend for Board approval procedures for the nomination and election of Directors consistent with democratic principles and Corporate Regulations.
- b. Identify, recruit and evaluate candidates who represent the cultural profile and

diversity of the community the Regional Chapter serves and who have the skills and competencies for board membership and meet the requirements of Section 5 above.

- c. Recommend candidates for the Board who shall be elected by the membership at the annual meeting and recommend candidates for officer positions who shall be elected by the Board.
- d. Oversee the Board self-evaluation, the orientation of new Board members and board development activities.
- e. Oversee the annual execution of the Code of Business Ethics and Conduct by all members of the Board and its Committees.

**7.2.2** The Governance and Nominating Committee shall have such other authority and perform such other duties as may be delegated to it by the Board. Unless otherwise authorized by the Board, the Governance and Nominating Committee shall not have power to act on behalf of the Board, but shall present its recommendations to the Board for action.

**7.3 Finance Committee.** The Board Chair shall appoint a Finance Committee subject to approval by the Board. The Finance Committee shall include only voting Board members.

**7.3.1** The Finance Committee shall:

- a. Review and recommend approval by the Board of the annual budgets of the Regional Chapter, the Community Chapters and for the consolidated grouping.
- b. Review the administration, collection and disbursement of the financial resources of the Regional Chapter.
- c. Advise the Board with respect to making significant financial decisions, including but not limited to investments, real estate transactions and the incurrence of debt.
- d. Work with the Chief Executive Officer to promote the Regional Chapter's financial stability. This includes assisting the Regional Chapter Executive in such areas as financial performance, real estate transactions, business plans for new initiatives or contracts and budgeting.
- e. Oversee chapter financial performance by reviewing, at least quarterly, financial statements.

**7.3.2** The Finance Committee shall have such other authority and perform such other duties as may be delegated to it by the Board. Unless otherwise authorized by the Board, the Finance Committee shall not have power to act on behalf of the Board, but

shall present its recommendations to the Board for action.

**7.4 Audit Committee.** The Board Chair shall appoint an Audit Committee subject to the approval of the Board. The Audit Committee shall include only voting Board members.

**7.4.1** The Audit Committee shall:

- a. Review and recommend for acceptance by the Board the annual financial statements of the Regional Chapter, including its Community Chapters, and other official financial information provided to the public.
- b. Review the systems of internal controls, including overseeing the Regional Chapter management's compliance with applicable Corporate Regulations and business risk management (e.g. annually reviewing whether the Regional Chapter meets Chapter Performance Standards).
- c. Oversee the annual independent audit process, including recommending the engagement of the independent certified public accountants (CPA), overseeing the work of the independent CPA and receiving all reports from the independent CPA.
- d. Review with the independent CPA and Community Chapter management the audits of Community Chapters for appropriate controls, compliance and associated action plans.

**7.4.2** The Audit Committee shall have such other authority and perform such other duties as may be delegated to it by the Board. Unless otherwise authorized by the Board, the Audit Committee shall not have power to act on behalf of the Board, but shall present its recommendations to the Board for action.

**7.5 Financial Development Committee.** The Board Chair shall appoint a Financial Development Committee subject to the approval of the Board. The Financial Development Committee shall include Board members and may include non-Board members.

**7.5.1** The Financial Development Committee shall:

- a. Consider policy matters related to fundraising, fund development, and relationships with donors consistent with Corporate Regulations.
- b. Work with Regional Chapter staff to establish a fundraising plan that incorporates a variety of fundraising vehicles and to assist with the execution of the fundraising plan.
- c. Work with the Board Chair to actively engage the Board in activities to ensure that the Regional Chapter has an appropriate level of fiscal resources.

- d. Monitor the fundraising efforts to ensure ethical practices are in place, that fundraising activities are conducted in accordance with Corporate Regulations, and that fundraising activities are cost effective.
- e. Work in partnership with the Community Chapter Board(s) and Executive(s) to develop and implement fundraising plans to ensure adequate financial resources are raised to support regional fiscal strategies.

**7.5.2** The Financial Development Committee shall have such other authority and perform such other duties as may be delegated to it by the Board. Unless otherwise authorized by the Board, the Financial Development Committee shall not have power to act on behalf of the Board, but shall present its recommendations to the Board for action.

**7.6 Volunteer Committee.** The Board Chair shall appoint a Volunteer Committee subject to approval by the Board.

**7.6.1** The Volunteer Committee shall:

- a. Work with the Chief Executive Officer to identify, recruit, retain, and evaluate Regional Chapter volunteers.
- b. Consider policy matters related to the Regional Chapter's administration of volunteers and volunteer policies.
- c. Organize the Regional Chapter's annual volunteer recognition event.

**7.6.2** The Volunteer Committee shall have such other authority and perform such other duties as may be delegated to it by the Board. Unless otherwise authorized by the Board, the Volunteer Committee shall not have power to act on behalf of the Board, but shall present its recommendations to the Board for action.

**7.7 Additional Committees and Task Forces.** The Board may appoint or provide for the appointment of such additional standing or other committees, task forces or councils as it sees fit and shall determine their duties, functions, and authorities.

**7.8 Authority of Committees.** Any/each committee may exercise any subordinate power, authority, or function delegated to it by the Board or these bylaws.

**7.9 Committee Chairs.** The Chair of each of the standing committees shall be appointed by the Chair of the Board from among the Directors; such appointments shall be subject to Board approval.

## **Section 8. Procedures in the Event of an Emergency**

**8.1 National or Local Emergency.** A national or local emergency exists for purposes of this Section when a catastrophic event, such as attack on the United States, a nuclear or atomic disaster, or a severe natural or man-made disaster, requires immediate action of the Board.

**8.2 Emergency Meeting.** In the event of a national or local emergency and upon the direction of the Chairman or the written or electronic request of four Board members, the Chairman shall call an emergency meeting of the Board. Emergency meetings may be held at such time and place or manner as the Chairman may prescribe.

**8.3 Notice of Emergency Meetings.** Notice of an emergency Board meeting shall be given to each member at least 24 hours before such meeting. Notice shall be given by written or electronic means, and, will include as far as practicable, an outline of the matters to be considered.

**8.4 Quorum.** One-third of the Board shall constitute a quorum of the Board for any emergency meeting.

## **Section 9. Officers**

**9.1 Officers.** The officers of the Regional Chapter shall be the Chair, a Chair-Elect, a Secretary, a Treasurer, and such additional officers as the Board may choose. Officers shall receive no compensation from the Regional Chapter for their services as such.

**9.2 Election and Terms of Officers.** Elections for officer positions shall occur after the Annual Meeting with officer terms commencing July 1. The term of the Chair may be two consecutive years. The term of other volunteer officer positions shall be for one year and limited to three consecutive years. Extensions for officer term limits may be granted by the President and Chief Executive Officer of the Corporation, or his or her designee.

**9.3 Chair.** The Chair shall preside at all meetings of the membership, the Board of Directors, and the Executive Committee. The Chair shall be a member, *ex-officio* of all other committees of the Board except the Audit Committee. He or she shall be the senior volunteer officer of the Regional Chapter and shall perform such other duties as may be assigned to him or her by the Board or the Corporation.

**9.4 Chair-Elect.** At the request of the Chair, or at the request of the Executive Committee in the event of the Chair's absence or disability, the Chair-Elect shall perform any and all duties of the Chair. The Chair-Elect shall perform such other duties as the Board may assign.

**9.5 Secretary.** The Secretary shall provide for the keeping of the minutes of all meetings of the membership, the Board, and the Executive Committee and other committees. He or she shall cause to be issued notices of all meetings of the membership and of the Board and shall, in general, perform all the duties incident of the

office of the Secretary, subject to the control of the Board.

**9.5.1** The Board may appoint a Regional Chapter employee to carry out some or all of the duties and functions of the Secretary, who shall be designated as an Assistant Secretary while acting in such capacity, but such an employee shall be neither a member of the Board nor officer of the Regional Chapter.

**9.6 Treasurer.** The Treasurer shall oversee the care and custody of all of the Regional Chapter funds and the preparation of the Regional Chapter's financial statements as required in Corporate Regulations and by the Board.

**9.6.1** The Board may appoint a Regional Chapter employee to carry out some or all of the duties and functions of the Treasurer, who shall be designated as an Assistant Treasurer while acting in such capacity, but such an employee shall be neither a member of the Board nor officer of the Regional Chapter.

**9.7 Officer Vacancies.** In the event of death or resignation of any officer prior to the expiration of the annual term for which such officer was elected, the Board may fill the vacancy.

**9.8 Removal of Officers.** The Board may remove any officer for conduct deemed detrimental to the Regional Chapter or the American Red Cross.

## **Section 10. Regional Chapter Executive**

The Regional Chapter shall have a Chief Executive Officer, either employee or volunteer, who shall be separate from and be directly accountable to the Board and the Service Area Executive. The Chief Executive Officer shall have responsibility and authority to conduct the business and affairs of the Regional Chapter, to oversee the business and affairs of the Regional Jurisdiction, and the Community Chapters within that jurisdiction to carry into effect Corporate Regulations and the policies and programs adopted or approved by the Board and/or the Service Area and such other powers, authorities, responsibilities and accountabilities as set forth in these Bylaws and as determined from time to time by the Board and/or the Service Area Executive.

## **Section 11. Finance and Audits**

**11.1 Fiscal Year.** The fiscal year of the American Red Cross commences on July 1 and ends on June 30 of the following year.

**11.2 Audits/Reviews.** The Regional Chapter shall engage the necessary services, as required by Corporate Regulations, to conduct audits of its annual financial statements. All such reports shall be delivered, as required by Corporate Regulations, to the Board of Directors, the Regional Chapter Executive, Audit Committee, and Service Area Office.

**11.3 Funds.** All funds and property received by or coming into the custody of the

Regional Chapter and/or its Community Chapters belong to the Corporation and are entrusted to the particular Chapter to be expended only in accordance with, and for purposes authorized by, Corporate Regulations. Acceptance, reporting, and transmittal of proceeds of gifts made by will, trusts, or similar instruments will be in accordance with the Corporate Regulations.

Third parties having access to or custody of American Red Cross funds, e.g. a telemarketer, credit card processor for web-based contributions, payroll company or accountant, must provide evidence of a fidelity bond or a crime insurance policy.

The financial statements of the Regional Chapter and its Community Chapters must include all funds and property received by or coming into the custody of the Regional Chapter and its Community Chapters. Such statements shall be prepared in accordance with generally accepted accounting principles or as allowed by Corporate Regulations. The records shall be kept in such a manner to readily show the accurate financial condition of the Regional Chapter and its Community Chapters and to facilitate the preparation of periodic reports as required or requested by the Board, the Service Area, or the Red Cross National Headquarters.

No person is authorized to commit funds of the Corporation or otherwise to obligate the Corporation, except in accordance with Corporate Regulations and to the extent funds are available to the Regional Chapter or its Community Chapters for discharging such commitment.

**11.4 Deposits and Withdrawals.** All funds received by or for the account of the Regional Chapter shall be properly receipted and deposited timely in banks or depositories in the name of the Regional Chapter as a division of the Corporation (e.g., Capital Area Chapter, the American Red Cross). The authorization for any expenditure, whether the withdrawal of funds shall be by check, electronic transfer or other means, must be approved by two of the following: any Regional Chapter officer, Regional Chapter Executive, or other Board designee or handled in accordance with a Board resolution detailing the authorized signatories and their signature authority. All such resolutions shall be reviewed at least annually, and such reviews shall be documented in the Board's official minutes.

Funds shall be kept in depositories as specified in Corporate Regulations.

## **Section 12. Indemnification**

The American Red Cross shall offer indemnification to the extent and under those conditions permitted by Corporate Regulations.

## **Section 13. Chapter Delegates to Annual Meeting of the Corporation**

The Board will ensure that the entire membership is provided an opportunity to participate in the election of delegates to the Annual Meeting of the Corporation,

however, the members may, by appropriate resolution, authorize the Board to appoint such delegates on their behalf.

#### **Section 14. Dissolution**

**14.1 Voluntary Dissolution.** After written notice to and subject to approval by the Board of Governors, the Regional Chapter may be voluntarily dissolved by a vote of the Regional Chapter Board.

**14.2 Dissolution by Revocation.** The Regional Chapter shall also be deemed dissolved when its Charter is revoked by the Board of Governors in accordance with the procedures specified in Corporate Regulations.

**14.3 Disposition of Funds and Property Upon Dissolution of the Regional Chapter.** Upon dissolution of the Regional Chapter, all funds and property in its custody or control, its books and records, and its Charter shall be transferred and delivered promptly into the custody of the Service Area Executive or his or her designee.

#### **Section 15. Amendments**

Any amendments to these bylaws must be consistent with Corporate Regulations. Any amendments inconsistent with Corporate Regulations are subject to the approval of the Office of the General Counsel or its designee. Amendments shall be adopted by a majority vote of the Board at any meeting expressly called for that purpose. Amendments required by the Board of Governors shall be adopted promptly by the Board.