

**BY-LAWS OF THE GOLDEN GATE CHAPTER OF
THE SOCIETY OF CHARTERED PROPERTY
CASUALTY UNDERWRITERS, INC.
(A NON-PROFIT CORPORATION)**

Article I - Membership

Section 1

Any person certified by the American Institute for Chartered Property Casualty Underwriters as authorized to use the CPCU designation and is a member in good standing of the CPCU Society shall be eligible for membership in the Golden Gate Chapter of the CPCU Society.

Section 2

There shall be no other classes of membership.

Section 3

Membership may be terminated:

- I. By resignation of the member.
- II. By reason of suspension or expulsion from the Society of Chartered Property Casualty Underwriters.
- III. If a member shall fail to pay the dues of the Society and the Golden Gate Chapter prior to March 1 of any fiscal year, privileges as a member shall be suspended. After being suspended for nonpayment of dues, privileges may be restored for the fiscal year by payment of dues to the Golden Gate Chapter of the Society of Chartered Property Casualty Underwriters and the payment of all dues.

Article II - Location of Office

The principal office is in San Francisco County, but may be changed from time to time by the Board of Directors.

Article III - Officers and Directors

Section 1

The officers of the organization shall be a president, a president-elect, a secretary, and a treasurer, each to serve for a term of one (1) year or until his or her successor is elected and

installed in office. The offices of secretary and treasurer may be held by one (1) person. The Board of Directors shall decide whether the two (2) offices are to be combined or different persons are to be nominated and elected to each office.

Section 2

The Board of Directors shall consist of the officers and

- I. Six (6) outside elected directors.
- II. Ex officio members as desired, including the immediate past president.

Section 3

The president and vice president shall not serve more than two (2) full terms in succession in the same office.

Section 4

If an officer or other director shall cease to maintain a legal address within the geographical area comprising this chapter area, the president shall declare a vacancy to exist.

Section 5

The Outside Directors shall be members of the Chapter who are not elected or appointed officers. Each Outside Director shall serve for a term of three (3) years or until his or her successor is elected and installed in office.

Section 6

Ex-officio members of the Board of Directors shall have no voting power and shall serve in an advisory capacity. These shall include:

- I. The Immediate Past President of the Chapter who shall remain on the Board for a period of one (1) year following his/her retirement from the office of President, and
- II. Other individuals as deemed appropriate by majority vote of the Board of Directors.

Article IV - Nominations and Elections

Section 1

The Board of Directors will appoint a nominating committee.

There will be seven (7) members consisting of the President-Elect, (as chair of the committee), Immediate Past President, one (1) other elected officer (President, Secretary or Treasurer), and

four (4) other CPCUs (only one (1) of whom may be a member of the Board of Directors and none may be an appointed officer). All committee members, except the President-Elect and the Immediate Past President, shall be appointed by the majority of the Board of Directors.

Nominating committee will be dues-paying CPCUs, members of the Chapter for at least three (3) years with involvement in current Chapter affairs and familiar with active Chapter members.

For the purpose of dues-paying qualifications, a partial year membership in the Chapter for which a full year's dues have been paid suffices.

For purposes of years of service, full years are required.

The nominating committee will issue a notice of nomination and solicit responses from the Chapter membership. The members interested in becoming candidates for office must complete a form prepared by the nominating committee. In case there are no candidates, the Board may nominate a candidate.

The nominating committee will review the qualifications, conduct interviews as it deems appropriate, and select final candidates.

The nominating committee will present a slate of candidates, including qualifications in typewritten form, to the Board.

The President-Elect will prepare ballots, stating the names of nominees and the office to which each has been nominated. The ballot shall contain a provision for write-in candidates.

Section 2

The ballots must be postmarked no later than March 20, and returned to the Executive Secretary.

By April 1, the votes will be counted by the President-Elect, and validated by the Chapter President. The results will be announced immediately.

The President, if up for election, the President-Elect, the Secretary and the Treasurer will be elected by a plurality of the Chapter members in good standing.

In the event of a tie of any elected officer, the winner will be selected by a majority vote of the Board of Directors.

The officers will be elected and installed into office effective June 1 for a term of one (1) year.

Section 3

Qualifications for Officers and Board Members:

President-Elect and President, dues-paying CPCUs in good standing in the Chapter for three (3) years and with one (1) year's service on the executive committee within the last three (3) years, with any exception to this minimum to be approved by the Board. These qualifications may be amended at the discretion of the Board of Directors.

Treasurer and Secretary - dues-paying CPCU in good standing in the Chapter for one (1) year.

Members of the Board of Directors - dues-paying CPCU in good standing in the Chapter for five (5) years. Involvement in Chapter affairs and familiar with active Chapter members.

Section 4

A secret ballot will be mailed to all dues-paying Chapter members in good standing. The ballot will include a return envelope with a space for the required signature.

The number of candidates on the ballot for each office will not be less than two (2). There will be a provision for write-in candidates for each office.

The ballot will be mailed by the Executive Secretary with candidates' qualifications for each candidate nominated by the committee.

The response envelopes will be checked by the President-Elect to verify signatures of dues-paying members of the Chapter.

The Nominating Committee will verify to the Board of Directors that the candidates meet all the qualifications outlined in the by-laws.

Article V - The Board of Directors

Section 1

The Board of Directors shall meet at least two (2) times each year, once between November 1 and November 30, and once between March 1 and March 30. It shall also meet formally at such other times and places as may be determined by its own actions, by call of the Chairperson or by written request of three (3) members of the Board. A notice of the time and place of all formal meetings of the Board of Directors will be conveyed to the each Director by the Chairperson, not less than two (2) weeks prior to said meeting. An outside Director who misses two (2) meetings of the Board during a fiscal year may be considered resigned by a vote of the Board of Directors.

Section 2

A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at a formal meeting.

Section 3

The Board of Directors may also transact business upon specific proposals mailed to each Director at the direction of the Executive Committee. All votes received upon such mailed proposals shall be recorded by the Secretary and ballots shall be produced at the next formal meeting of the Board before being destroyed.

All votes to be valid must be signed by the voting Director and mailed back within ten (10) days from the date mailed. The affirmative approval of a majority of the total voting membership of the Board shall be required for adoption of any such mailed proposal.

Section 4

Subject to the ultimate authority which vests in the membership of the Golden Gate Chapter, the Board of Directors shall define the policies and shall have full administrative direction of the Chapter. The Board may appoint an Executive Secretary, or other administrative officer, to execute the business of the chapter. The Board may delegate such powers as it deems desirable to any officer or to the Executive Committee.

Section 5

Upon the resignation of an Outside Director, the remaining members of the Board of Directors shall appoint a temporary Director from the membership to serve until a replacement Director can be elected at the next regular election. Upon election, the replacement Director will serve the remainder of the resigned Director's term.

Section 6

Seven (7) members of the Board of Directors shall constitute a quorum for the transaction of business at a formal meeting.

(A tie vote shall be considered a "no" vote.)

Section 7

Between formal meetings of the Board of Directors, its policies shall be executed by an Executive Committee of the Board, consisting of the President, Immediate Past President, President-Elect, Treasurer, Secretary, and such other members of the Chapter as the President shall appoint with the approval of a majority of the Board of Directors. Their function shall embrace the handling of such matters as extend beyond the scope of the responsibility of any officer acting alone, but shall be limited within the powers vested in the Executive Committee, and by such additional powers as may be delegated to the Committee by the Board of Directors.

At least seven (7) voting members of the Executive Committee shall constitute a quorum for the transaction of business. All acts of Executive Committee shall be subject to ratification by the Board at its next formal meeting.

Section 8

The Board of Directors may also transact business upon specific proposals mailed to each Director at the direction of the Executive Committee. All votes received from mailed proposals shall be recorded by the Secretary with the ballots being retained until the next formal meeting of the Board of Directors. In order to be valid, a vote must be signed by a voting Director and returned within ten (10) days of the date sent. The approval of a two-thirds (2/3) majority of the total voting membership of the Board is required for the adoption of any mailed proposal.

Section 9

Subject to the ultimate authority vested in the membership of the Chapter, the Board of Directors shall define the policies and shall have full administrative direction of the Chapter. The Board may appoint an Executive Vice President or other administrative officer to execute the business of the Chapter. The Board may also delegate such powers as it deems desirable to any officer or to the Executive Committee.

At the first meeting of the fiscal year, the Board of Directors shall elect one (1) of its members, including the ex-officio members, to serve as Chairperson for the remainder of the fiscal year.

Section 10

Members of the Board may participate in a meeting through use of conference telephone equipment. Participation in a meeting through the use of conference telephone equipment constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another.

Article VI - Duties of Officers

Section 1 - The President

The President shall preside at all Executive Committee meetings of the Chapter and act as Chairperson of the Executive Committee. The President shall serve as chief executive officer, exercising general supervision over the work and activities of the Chapter, and perform duties as usually pertain to the office of President.

Section 2 - The President-Elect

In the absence or incapacity of the President, the President Elect shall perform the duties of, and have the same authority as, the President. The President-Elect shall also perform such other duties as designated by the President.

The President-Elect becomes President the year following his/her term as President-Elect without standing election. If the office of the President shall become vacant during the term for any reason, the President-Elect shall immediately succeed to the office. In the event of resignation of both President and President-Elect, the Board of Directors will appoint an acting President.

Section 3 - The Secretary

The Secretary shall act as secretary at all meetings of the Golden Gate Chapter, the Board of Directors and the Executive Committee, and keep a permanent record of their proceedings. The Secretary shall also perform such other duties as usually pertain to the office of secretary.

Section 4 - The Treasurer

Periodic financial statements shall be submitted to the Board of Directors and members. Books and accounts of the Treasurer shall at all times be open to the inspection of any member and of any authorized auditor. The Treasurer shall also perform such other duties as usually pertain to the office of treasurer.

Section 5

All officers shall perform such other duties as may be assigned to them by the Board of Directors.

Article VII - Committees

Section 1

The President may appoint Committees as deemed advisable, or as required by the Executive Committee or the Board of Directors.

Article VIII - Annual Business Meeting

Section 1

The annual business meeting of the Golden Gate Chapter shall be held at a time and place to be determined by the Board of Directors, and due notice shall be mailed to each member of the Chapter not less than ten (10) days prior to the date of the meeting.

Section 2

The order of business at the annual business meeting shall be as follows:

- I. Call to order.
- II. Reading of the minutes of the last meeting.
- III. Presentation of reports by officers.
- IV. Report of special committee.

- V. Report of the Chairperson of the Board of Directors.
- VI. Ratification of acts of the Board of Directors.
- VII. Reports of committees.
- VIII. Unfinished business.
- IX. New business.
- X. Election of Board Chairperson.
- XI. Presentation of resolutions.
- XII. Adjournment.

This order of business may be changed or suspended by a majority vote of the members present at the annual business meeting.

Section 3 - Special Meetings

Special meetings of the members may be called by the President, the Board of Directors or not less than the greater of five (5) percent of the voting membership or twenty-five (25) members.

Section 4

Robert's Rules of Order shall govern in all cases not provided for within these By-laws.

Article IX - Fiscal

Section 1

The fiscal year shall coincide with the chapter officers' term unless designated by the Board of Directors.

Section 2

Dues of the Golden Gate Chapter shall be determined by the Board of Directors, except in the case of a retiree, where the Chapter will follow the Society's policy - for a lifetime membership, a retiree will pay three (3) times annual chapter dues; on a yearly basis, a retiree will pay one-half (1/2) of the annual dues.

Section 3

The Society office individually invoices and collects both Society and Chapter dues, remitting local dues periodically to the Chapter Treasurer.

Section 4

The Board of Directors shall be vested with discretion and authority to waive for valid cause the Chapter dues of any member. The Chapter Board of Directors may recommend similar action to the Society's Board of Directors.

Section 5

Funds of this Chapter shall be deposited in institutions designated by the Board of Directors.

Section 6

The President shall, prior to the beginning of each fiscal year, prepare an annual budget for the approval of the Board of Directors at its first business meeting each fiscal year.

Section 7

All disbursements shall be made by voucher check, showing the payee, the item of service rendered or materials purchased, and the amount of payment. All checks shall be signed by the President, Past President, Secretary or Treasurer. Check in excess of \$500 shall be signed by two (2) such members. In case of the absence or incapacity of the persons authorized to sign checks, the Board of Directors shall designate the substitutes.

Section 8

Aggregate disbursements in any fiscal year shall not exceed the gross amount of the sum of Chapter's annual budget and available discretionary funds, unless authorized by the affirmative vote of a majority of the voting members of the Board of Directors.

Section 9

The Board of Directors shall direct the investment of the assets of the Chapter.

Article X - Amendments and Ratifications

Section 1

The constitution and by-laws of the Chapter may be amended in the following manner:

- I. Any proposed amendment must first be approved by two-thirds (2/3) of the voting membership of the Board of Directors or by a petition signed by at least one-third (1/3) of the entire membership.
- II. Upon such approval or petition filed with the Secretary, a copy of the proposed amendment shall be mailed to the membership with a return mailer addressed to the Secretary.
- III. Members shall express their desire to ratify or reject such proposed amendment by personally signed vote, which must be returned within four weeks (4) of the date on which the proposed amendment was mailed to the membership.

- IV. At the end of the four-week period specified above, the proposed amendment shall be deemed ratified by the membership only in the event that at least two-thirds (2/3) of the members voting shall cast affirmative ballots.
- V. When the Golden Gate Chapter amends its constitution or by-laws as approved by the Board of Directors of the CPCU Society, the Chapter shall file within thirty (30) days a revised copy with the Secretary at the national office, the CPCU Society.

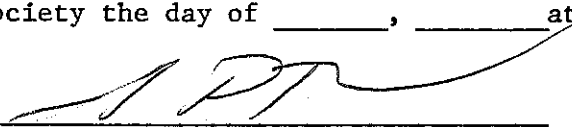
Any such amendments shall not be effective until approved by the Board of Directors of the CPCU Society.

Section 2

In the event a court of competent jurisdiction shall hold a portion of these by-laws to be invalid, the remainder of the by-laws not so held invalid shall be considered in full force and effect.

Revised March 1999

Bylaws of the _____ Chapter are
hereby approved by action of the Board of Directors of the
CPCU Society the day of _____, _____ at _____.

A handwritten signature in black ink, appearing to be 'A.P.T.', written over a horizontal line.

Secretary/Treasurer
CPCU Society