

06/2023 (Boston Area Chapter). Previous Revisions: 02/2020 (Boston Area Chapter); 04/2019 (Boston Area Chapter); 04/2017 (Boston Area Chapter); 06/2016 (Boston Area Chapter); 04/2016 (Boston Area Chapter); 12/2015 (Boston Area Chapter); 11/2015 (Boston Area Chapter); 09/2015 (Boston Area Chapter); 06/2015 (Boston Area Chapter); 11/2012 (ISPE HQ); 2/2003 (ISPE HQ); 3/2004 (Boston Area Chapter); 1/9/2007 (Boston Area Chapter); 12/2008 (ISPE HQ); 7/2009 (Boston Area Chapter); 11/2009 (ISPE HQ); 2/2010 (Boston Area Chapter); 11/2013 (Boston Area Chapter)

BYLAWS

THE BOSTON AREA CHAPTER OF ISPE, Inc.

ARTICLE I: ORGANIZATION

Section 1. Name. The name of this organization shall be the Boston Area Chapter of ISPE, Inc., a/k/a “the Boston Area Chapter” or simply the “Chapter”. Its rules must be in accordance with all rules and regulations of the International Society for Pharmaceutical Engineering (“ISPE” or “Society”).

ARTICLE II: PURPOSES

Section 1. Promote Interests. To be the leading technical organization for professionals engaged in producing quality medicines and pharmaceutical devices throughout the lifecycle. The Chapter will provide present and prospective ISPE Members with local opportunities to discuss topics of related interest with their colleagues; to hold meetings and/or workshops on a regular basis; and to promote membership in ISPE. All applications for membership are subject to review by the ISPE for qualification based on job functions. The Chapter will not solicit or promote for personal gain, products, services, or equipment.

Section 2. Education Programs. To promote and support educational programs designed to enhance competence, compliance, and professional performance and enable innovation.

Section 3. Industry Integrator. To foster relationships and provide opportunities for interaction among individual members, industry constituencies including suppliers, government and academia.

Section 4. Information. To collect and disseminate information for its members.

Section 5. Establish Profession. To enhance the image of pharmaceutical science, engineering, and technology as a profession and promote its importance within the industry.

Section 6. Not for Profit. The Chapter is an incorporated organization operating on a not-for-profit basis.

ARTICLE III: MEMBERSHIP

There shall be nine classes of ISPE membership:

1. Industry;
2. Regulatory Authority/Government;
3. Young Professional;
4. Student;
5. Academic;
6. Emerging Economy;
7. Honorary;
8. Emeritus; and
9. Hardship.

Section 1. Industry Members. Any individual engaged in producing quality medicines and pharmaceutical devices throughout the lifecycle is eligible to become an Industry Member. Industry Members are entitled to the full rights of membership including the right to vote on matters pending before the Society, hold office, and serve as volunteers on behalf of the Society. Membership in one chapter of the Society is included with each Industry membership. Industry Members have voting rights and may serve on committees and hold any office of the Chapter. Industry memberships are not transferable.

Section 2. Regulatory Authority/Government Members. Any individual employed full-time by a regulatory authority or government agency is eligible to become a Regulatory Authority/Government Member. Regulatory Authority/Government Members will have access to all materials included in the Member-restricted section of the ISPE website, may vote, hold office and serve as volunteers on behalf of the Society. Regulatory Authority/Government memberships are not transferable and will expire upon departure from the regulatory authority or government agency.

Section 3. Young Professional Members. Individuals engaged in producing quality medicines and pharmaceutical devices throughout the lifecycle are eligible to become Young Professional Members during the first four years they work in the industry. Young Professional Members are entitled to the full rights of membership including voting on matters pending before the Society, holding office, and serving as volunteers on behalf of the Society. Membership in one chapter of the Society is included with each Young Professional membership. Young Professional Members have voting rights and may serve on committees and hold any office of the Chapter. Young Professional memberships are not transferable and some benefits may be limited.

Section 4. Student Members. Individuals enrolled full-time in pharmaceutical science, technology, engineering, mathematics or related disciplines at a recognized educational institution may enter the Society as Student Members while they are enrolled and for one year following graduation. Students attending at least half time are

eligible if their primary concentration is education, such as a combination of class work and an internship. Student Members shall be entitled to limited benefits in the Society (ISPE, local chapters including Chapter) to include serving as volunteers on behalf of the Society and voting on matters pending before ISPE. Student Members may not hold office at the local chapter or ISPE levels. Membership in one Student Chapter of the Society is included with each Student membership. Student Members have voting rights in the Student Chapter and may serve as officers, directors, and volunteers of that Student Chapter. Student memberships are not transferable.

Section 5. Academic Members. Any individual employed full-time by an educational institution that agrees to promote educational programs aimed at developing pharmaceutical science, engineering, or technology is eligible to become an Academic Member. Academic Members are entitled to the full rights of membership including voting on matters pending before the Society, holding office, and serving as volunteers on behalf of the Society. Membership in one Chapter of the Society is included with each Academic membership. Academic Members have voting rights and may serve as volunteers and hold any office of the Chapter. Academic memberships are not transferable.

Section 6. Emerging Economy Members. Individuals engaged in pharmaceutical science, engineering or technology in countries that the Society shall classify as Emerging Economies are eligible to become Emerging Economy Members of the Society. Membership in one chapter of the Society is included with each Emerging Economy membership. Emerging Economy Members are entitled to limited Society benefits, including voting on matters pending before the Society, holding office, and on behalf of the Society. Emerging Economy memberships are not transferable.

Section 7. Honorary Members. The ISPE Chairman and President may designate Honorary Members in order to accommodate those who are able to make special contributions to the Society. Honorary Members shall be entitled to limited Society benefits including voting on matters pending before the Society, holding office, and serving as a volunteer on behalf of the Society. They may become Honorary Members of the Chapter. Honorary memberships are not transferable.

Section 8. Emeritus Members. Any individual who has held membership in the Society for five consecutive years, upon full retirement from business and professional activity, shall be eligible for emeritus status with a reduced dues rate. Emeritus Members shall be entitled to limited Society benefits including voting on matters pending before the Society, holding office, and volunteering on behalf of the Society. Emeritus memberships are not transferable.

Section 9. Hardship Members. Any individual who is an active Member, upon becoming unemployed, may request reduced annual dues until employment is found. These individuals shall be entitled to limited Society benefits, including voting on matters pending before the Society, holding office, and serving as a volunteer on behalf of the Society.

ARTICLE IV: MEETINGS

Section 1. General. The Board of Directors ("Board") of the Chapter shall schedule the Chapter program year of events and Board Meetings.

Section 2. Notice. The Secretary or designee shall cause to be mailed, faxed or emailed to every Member in good standing at his/her address as it appears in the membership records of the Chapter, a notice the time and place of Chapter meetings. Such Chapter meetings may be requested by not less than ten percent (10%) of the Chapter Members, in writing, by petition to the Chapter President. In the event of such petition received, the President or his/her designee will schedule a Chapter meeting within thirty (30) days.

Section 3. Quorum. Ten percent (10%) of Chapter Members present at any Chapter meeting shall constitute a quorum, unless otherwise specified elsewhere in these Bylaws.

ARTICLE V: VOTING

Section 1. Voice Vote. At all meetings of the Chapter, issues requiring a vote for approval shall be referred to the eligible voting Chapter Members present for a voice vote. Election of Officers and Directors of the Chapter shall be conducted by ballot. Unless specified otherwise in these Bylaws, approval of votes will be by a majority of those present and voting.

Section 2. Other Voting Procedures. At any Chapter meeting, the presiding officer, typically the President, may propose other methods of voting such as by a show of hands, rising, or ballot, which method of voting must be approved by the Members.

Section 3. Inspectors of Election. The presiding officer at Chapter meetings shall appoint, and the Members must approve, one or more Member(s) or other person(s) to act as "Teller(s)" for elections and voting. The Teller's responsibility is to implement elections and to report the results of voting taken, especially by ballot, to the presiding officer and for the Members. The Reports of the voting results, provided by the Teller(s), are to be included with the minutes of the Chapter meetings in which the voting takes place.

Section 4. Teller Conflict. No Teller shall be a candidate for office or shall be personally interested more so than other Members, or have any clear, likely or apparent conflict of interest, in the question being voted upon.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. Board Organization. The Board of Directors ("Board") shall be composed of no fewer than three (3) currently dues-paid-up Society Members including the Officers and Directors of the Chapter. Directors shall serve staggered terms to balance continuity with

new perspective. Upon implementation of this section, half of the returning Board shall be elected to a one-year term, and the other half shall be elected to a two-year term. Thereafter, board members shall be elected annually and shall serve for a term of two (2) years, or until their successors have been elected. These terms are renewable, but no person shall serve more than three (3) consecutive full terms, unless the person has been elected to serve in an Officer position, in which case, they may serve up to two (2) additional terms for a total of five (5) consecutive full terms.

Section 1.1 The elections of the Directors by the membership shall be held no later than August 1 of each election year. Directors shall take office immediately following the election or August 1, whichever is later.

Section 1.2 Members who have served previously on the Board are eligible to be re-elected to the Board after a one (1) year hiatus.

Section 1.3 Immediate Past President: In the event that the term limit of the individual who is Immediate Past President shall have expired, the Board of Directors shall have the authority to retain this individual as a voting member of the Board, in the position of Immediate Past President, until such a time as another individual holds said office.

Section 2. Function. The Board shall govern the affairs and business of the Chapter. The Board shall only act in the name of the Chapter when it is convened or when assigned to do so by the Chapter President or as otherwise authorized by the Board.

Section 3. Board Meetings. A majority of the members of the Board shall constitute a quorum. The act of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws. Directors may attend a meeting by telephonic or similar equipment by means of which all members participating can hear each other. Meetings of the Board shall be held not less than four (4) times during the Chapter's fiscal year. Notice for each meeting of the Board shall be issued not less than thirty (30) days prior to the meeting.

Section 4. Vacancies. A Director may resign at any time by filing a written resignation with the President of the Board. If a Director resigns mid-term, the Board may appoint a replacement to serve out the remainder of the departed member's term. Fulfilling an incomplete term is not considered part of the term limit.

Vacancies in the Board may be filled by a vote of the majority of the remaining members of the Board for the balance of the unexpired term. Officer vacancies are expected to be filled by the Board from among the most qualified Directors willing to serve.

Section 5. Removal. A Director may be removed when improper conduct constituting sufficient cause exists for such removal. The Board may entertain charges against any Director accused of improper conduct, a failure to carry out his/her duties as Director (or Officer) properly, or otherwise engaged in conduct that puts, or appears to

put, Chapter and/or ISPE in an unacceptably unfavorable light. Removal must be effected by not less than two-thirds (2/3) of the Board, provided that the Director (or Officer) charged with improper conduct (or "sufficient cause" for removal) has been provided by the President (or by another Officer if it is the President who has been so charged) with a written notice of the allegations including essential facts, circumstances and/or other particulars of the alleged improper conduct charged, the Director (or Officer) charged has had an opportunity to defend himself/herself before the Board, and any removal has been approved by not less than a two-thirds (2/3) vote by ballot of the Board.

Section 6. Board Votes. Each Director shall have one vote, and voting shall not be done by proxy. Should the President deem a special vote of the Board to be necessary between meetings of the Board, with approval by the Board, such vote may be cast by telephone, facsimile, e-mail or by mail. The results of such vote will be included in the minutes of the next regularly scheduled meeting of the Board.

ARTICLE VII: OFFICERS

The primary responsibility of each Officer shall be to manage the affairs, funds and property of the Chapter, while advancing ISPE's intent to be the leading technical organization for professionals engaged in producing quality medicines and pharmaceutical devices throughout the lifecycle. The Officers of the organization shall be as follows:

1. President;
2. Vice President;
3. Secretary; and
4. Treasurer.

The outgoing Board shall nominate and elect the Officers for the incoming Board. Officers shall be drawn from among the returning members of the Board. The election of Officers shall be held at the last meeting of the outgoing Board. The newly elected Officers shall take office immediately following the close of the meeting at which they are elected and the term of office shall be one (1) year, or until their successors have been elected.

No single individual may be elected for more than 4 consecutive one (1) year terms for any office(s).

In cases of temporary absence, the succession shall be Vice President, Secretary, and then Treasurer. In the event that the elected President is unable to fulfill his/her term, the Vice President shall become President. The office of vice president is expected to succeed to the office of president.

Section 1. President. The President is normally expected to preside at all Board and Chapter meetings. (S)he is expected to preside over strategic planning for the Chapter and to produce an annual business plan for the Chapter with input and approval from the Board. The business plan should be completed by the first Board meeting of the new Chapter fiscal year. The President is expected to appoint chairpersons of all committees, temporary or permanent, with the approval of the Board. (S)he shall

assure that all books, reports and certificates, as required by law, are properly kept or filed. (S)he is normally one of the Officers who may sign the checks and drafts of the Chapter. (S)he is expected to be a member of the Finance Committee and Technical Article Review Board. (S)he will normally have powers as may be reasonably construed as belonging to the president of the board of any comparable organization.

Section 2. Vice President. (S)he shall perform the duties of the Chapter President in the President's absence and is expected to succeed the President in the event that the President is unable to complete his/her tenure of office. (S)he may be one of the Officers authorized to sign checks and drafts of the Chapter. (S)he is expected to be a member of the Finance Committee and Technical Article Review Board. (S)he is normally expected to move up to the position of President at the completion of the current President's term.

Section 3. Secretary. The Secretary is expected to keep the minutes and records of the Board and the Chapter. The Secretary is expected to file any certificate required by federal or state statute; give and serve all notices to members of the Chapter; and act as the official custodian of the records of the Chapter. (S)he is expected to attend to all Chapter correspondence and submit to the Board any communications addressed to him/her as Secretary and is expected to exercise all duties incident to the office of Secretary. The Secretary may delegate any or all of the duties specified above to an administrative staff member. (S)he may be one of the Officers authorized to sign checks and drafts of the Chapter. (S)he is normally expected to be a member of the Technical Article Review Board

Section 4. Treasurer. The Treasurer is expected to monitor the collection and disbursement of all monies belonging to the Chapter. (S)he is expected to cause to be deposited in an insured financial institution the funds of the Chapter. (S)he may be one of the Officers who may sign checks or drafts of the Chapter. (S)he shall provide a report of the finances of the Chapter at intervals determined by the Board; this report shall be presented at a Board meeting and affixed to the minutes of such meeting. The Treasurer shall prepare for the Board's approval an annual operating budget covering the forthcoming Chapter fiscal year. The budget is expected to be prepared in time for review and approval by the Board. (S)he is normally expected to chair the Finance Committee and be a member of the Technical Article Review Board. (S)he is expected to exercise all duties incident to the office of Treasurer.

Section 5. Director Compensation. No elected Director shall by reason of his/her office be entitled to receive any salary or compensation. Reasonable expenses incurred by an Officer/Director of the Chapter while conducting business for the Chapter will be reimbursed. Approval by the Board, and in advance of expenditures as much as reasonably possible, is necessary.

ARTICLE VIII: COMMITTEES AND OTHER VOLUNTEER GROUPS

The committee chairpersons of the Chapter shall be appointed by the President, with approval by the Board. Their terms of office are normally expected to be for a period of one (1) Chapter fiscal year, or until their successors are appointed. Committees, Councils, Teams, Forums and Communities of Practice (“CoP”) may be established as deemed necessary by the President, and as may be approved or created by the Chapter Board.

Rules for Committees. At least fifty percent (50%) of committee Members shall constitute a quorum for transaction of committee business. Only Members may be appointed to serve on committees, and all must sign ISPE’s Volunteer Code of Conduct in order to be eligible to serve. Committee chairpersons are expected to ensure that minutes are taken for all committee meetings and distributed to the Chapter President, and will be available for the Board.

The Chapter committees shall be as follows:

1. Advisory Board;
2. Bylaws and Policy;
3. Communications;
4. Educational Program;
5. Emerging Leaders;
6. Ethnocultural Diversity, Equity, and Inclusion
7. Finance;
8. Geographic Outreach;
9. Membership;
10. Nominating;
11. Past Presidents;
12. Product Show;
13. Social Committee;
14. Student Development; and
15. Women in Pharma®.

Section 1. Advisory Board. At the option of the Board, this committee will be formed to oversee the selection and formal interaction with an industry advisory board (“IAB”) as may be established or recommended by ISPE, or the Chapter, and approved by the Board to be established and/or maintained. This committee will recommend representatives of the local life sciences community to be the members of the IAB, and present them to the Chapter’s Board for approval on an annual basis. This committee will also determine the number and format of IAB meetings held each year. The Chapter’s Immediate Past President will normally chair this committee. This committee, in conjunction with the appropriate Chapter Officers, will help organize and execute IAB meetings.

Section 2. Bylaws and Policy. At the option of the Chapter Board, this committee shall be formed to develop long-range plans and policies for the Chapter and make recommendations for such to the Board. This committee is expected to review the Bylaws of the Chapter, recommending any changes, additions or deletions to the Chapter Board.

Section 3. Communications. This committee shall be responsible for transfer of all information to the Chapter membership and ISPE regarding Chapter activities, ISPE activities and regional industry facts. This committee is expected to schedule and produce a bimonthly newsletter and any other communication vehicle(s) necessary or otherwise chosen for this purpose. This committee is responsible for designing and updating the Chapter website. It is expected to develop programs to increase revenue for the Chapter through advertising in the newsletter and website, and through other vehicles as may be chosen.

Section 4. Educational Program. This committee shall be responsible for the planning and execution of all Chapter educational meetings. It is expected to research and engage speakers for all programs. It is expected to work directly with ISPE on any cooperative or collaborative programs being considered. It is expected to be responsible for the setup, reception and registration of all participants at each function in conjunction with the Chapter's Membership Committee and Chapter staff.

Section 5. Emerging Leaders. This committee ("ELC") shall oversee the activities and programs designed for emerging leaders, and will coordinate its efforts with those of the Student Development Committee and other Chapter committees, as appropriate. The Student Development Committee will retain responsibility for the formation of any Student Chapters and oversight of the annual student poster competition, and will work together with the ELC to coordinate activities with emerging leaders and students at Chapter and ISPE events. Social functions should also provide a service to the community. A Member of the ELC will represent the Chapter on the ISPE Emerging Leaders Committee or its designated subcommittees.

Section 6. Ethnocultural Diversity, Equity, and Inclusion. This committee ("EDEI") shall be responsible for the planning and forming of activities, programs, events and partnerships that drive professional development, networking, and career advancement with a focus on people from underrepresented ethnocultural backgrounds working in the pharmaceutical industry, but inclusive of all industry professionals so as to effectively empower connectivity, leverage synergies across committees, and promote strategic allyships across the pharmaceutical industry and within relevant academic and community-based spaces.

Section 7. Finance. This committee shall be responsible for monitoring the Chapter's finances and advising the Treasurer and Board regarding the Chapter's finances. It is expected to be composed of the President, Vice President, Treasurer, Chapter Immediate Past President, and up to two (2) more members to be appointed by

the President from among the Board of Directors. Unless decided otherwise by the Board of Directors, this committee is normally expected to be chaired by the Chapter Treasurer who is expected to report to the Board. In the event that one (or more) of the committee members is (are) unable or unwilling to serve, the Board shall appoint a replacement(s) from among the Board for the remainder of the term, or in the case of the Immediate Past President, from among the other Past Presidents if possible.

The Finance Committee is charged with the following responsibilities:

- Oversee the Chapter's finances and budgeting process;
- Assess and advise the Board as to improvements to the Chapter's financial processes;
- Develop and maintain an investment policy utilizing a risk assessment/management process for consideration by the Board;
- Advise the Board as to specific investment and management strategies in keeping with the investment policy; and
- Review and advise the Board as to changes to the Chapter's financial and tax status and related matters.

Section 8. Geographic Outreach. At the option of the Chapter's Board, this committee shall be formed to bring educational and networking activities to locations throughout the Chapter's region beyond the Boston metro area. This committee is expected to oversee the formation and ongoing operation of all Hub locations. This committee is expected to work with the Educational Committee, Membership, and Social committees to bring appropriate content and events to the Chapter's hub locations.

Section 9. Membership. This committee shall be responsible for Chapter's membership growth and retention. It is expected to work with the Chapter Officers, the Chapter Board and ISPE to develop methods for attracting and retaining Chapter Members.

Section 10. Nominating.

This committee has one function: to identify and nominate a slate of candidates to replace Directors whose terms are expiring. Candidates may include Directors who have not reached the term limits described in Article 6.

To the extent practicable, the Nominating Committee shall be composed of Boston Area Chapter members with no personal involvement in the election and be comprised current chair of the Past Presidents Committee and active past presidents. The current chair of the Past Presidents Committee who declares he/she is not going to be on the ballot for any position will form the Nominating Committee and act as chairperson. If the current chair of the Past Presidents Committee intends to run for a board or officer position, (s)he will recuse themselves.

The Nominating Committee will develop a formal nomination process, and will evaluate the nominees through the process with the results of the interviews along with a rubric analysis and resumes provided to the Board with the final recommendations. As part of the process,

the Nominating Committee will thoroughly review the active Chapter membership list in recommending a final slate. Consideration will be made to select members based on an appropriate mix of demographics and qualifications. The Nominating Committee will consult with current board members, committee chairpersons, or other active members for recommendations of potential nominees. The proposed candidates will be contacted by the Nominating Committee to determine their interest and have their responsibilities explained.

The Nominating Committee will prepare a written analysis of the recommended slate with supporting backup documentation for the Board. The final list of nominees will then be presented to the Board for final approval. The Board at its sole discretion may amend the list of nominees prior to being voted on by the full membership by August 1st each year. No change may be made to the slate of nominees once it has been approved by the Board without full consent of the Board.

Section 11. Past Presidents. This committee will be responsible for advising and supporting the activities of the Chapter. The intent of this committee is to leverage the experience of active past presidents to support and mentor the Chapter's Board. Members of this committee shall be invited to participate in the activities of the Chapter in a manner similar to that of the Board. They shall not, however, routinely participate in Board meetings nor vote as members of the Board. This committee will consist of active Chapter past presidents and will normally be chaired by the immediate past president. The committee chair will be elected by the committee members.

Section 12. Product Show. This committee shall be responsible for planning and executing an annual exhibits event known as the "Product Show," subject to review and approval by the Chapter Board. The committee chair will normally serve a two (2)-year term. In his/her second year, the chair is normally expected to train a successor, who is normally expected in turn to serve a two (2)-year term.

Section 13. Social. This committee shall be responsible for the planning and execution of all Chapter social functions, with the exception of those planned by the Young Professionals Committee ("YPC"). The primary goal of Chapter social functions is to promote networking and interaction among Chapter Members and guests. This committee is expected to design activities that attract employees of operating companies. Examples of social functions include, but are not limited to, the following: ski trip, golf tournament, end of summer party, and holiday party. Social functions can provide a service to the community by raising money for charitable purposes including, but not limited to, the Joel Goldenberg Memorial Scholarship.

Section 14. Student Development. This committee shall oversee the formation and ongoing operation of all Student Chapters. It is expected to work with the YPC and with Student Chapter leaders and advisors to coordinate student-related activities including, but not limited to, the annual student poster competition and activities at the annual Product Show.

Section 15. Women in Pharma®. This committee (“WIP”) shall be responsible for planning activities and programs designed to provide forums for connecting and collaborating on technical topics, professional development and career advancement with a focus on women working in the pharmaceutical industry, but inclusive of all industry professionals so as to effectively leverage a network of mentors, role models and resources across all levels of the pharmaceutical industry. The local WIP committee will communicate regularly with the International WIP committee to align goals and expectations.

Section 16. ISPE Boston Area Chapter and the ISPE Boston Area Chapter Foundation Relationship. ISPE and the Foundation shall be organized and operated at all times in a manner to be fully consistent and compliant with the terms and conditions contained in the Memorandum of Understanding (MOU) between the organizations, as amended from time to time, except as otherwise provided in these Bylaws. The Immediate Past President is normally expected to be a member of the Foundation Board of Directors and Chapter Board Liaison for the term of one year.

ARTICLE IX: AMENDMENTS

Section 1. Bylaws. These Bylaws may not be amended or repealed by the Chapter without the Chapter’s forwarding them to ISPE for the Society’s input and recommendations. Any such input and recommendations will be considered by the Chapter.

The Bylaws may be made, altered, or rescinded with approval by a two-thirds (2/3) vote by the Chapter Board present and voting at any regular meeting or special meeting duly called for said purpose.

Section 2. Articles of Incorporation. The Chapter Articles of Organization (“Articles”) may not be amended or repealed without the Chapter’s forwarding them to ISPE for the Society’s input and recommendations. Any such input and recommendations will be considered by the Chapter.

Approval by the Chapter of any proposed amendment or repeal of the Articles would require a two-thirds (2/3) vote by the Chapters’ Members present and voting, or a greater vote requirement if, at the time the vote was conducted, such was then required by the law in the Commonwealth of Massachusetts.

Section 3. Chapter Charter. In the event that ISPE determines not to renew the Chapter’s Charter, and provides written notice to the Chapter of that determination, the Chapter will as quickly as practical: (1) return to ISPE all ISPE-provided materials including the Chapter’s then-current list of Members; (2) make no further use of the ISPE name and logo; and (3) take all necessary action to dissolve its legal entity which then exists.

ARTICLE X: INDEMNIFICATION

Section 1. Every Officer, Director, employee of the Chapter and such others as specified by the Board, if any, may be indemnified by the Chapter against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved. That is by reason of being or having been an Officer, Director or employee of the Chapter, or any settlement thereof, whether the person is an Officer, Director or employee at the time such expenses were or are incurred. That would be except in such cases wherein the Officer, Director or employee has engaged, or appears to have engaged, in willful misfeasance, malfeasance or nonfeasance, or may otherwise have engaged in gross negligence, in the performance of duties for the Chapter. The foregoing right of indemnification shall be in addition to and not exclusive of all rights to which the indemnified may be entitled.

Section 2. The Board shall have the power to purchase and maintain, at the Chapter's expense, insurance on behalf of the Chapter and on behalf of others such as the Chapter's Officers, Directors and employees, insofar as power to do so had been or may be granted by statute or other law, and to give other indemnification to the extent not prohibited by law.

ARTICLE XI: GENDER

Section 1. Language. Whenever used in these bylaws, the singular shall include the plural, the plural shall include the singular, and pronouns shall be read as masculine, feminine or neuter as the context requires.

ARTICLE XII: FISCAL YEAR

The fiscal year of the Chapter shall be January 1 through December 31, and to the extent practical for, and as solely determined by, the Chapter, to coincide with that of ISPE.

ARTICLE XIII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised [RONR (11th ed) 2011] shall provide the parliamentary authority and rules of procedure for the Chapter, to the extent that they are not inconsistent with the Chapter's Articles of Organization, these Bylaws, or otherwise in violation of any other controlling law. In turn, the Parliamentary Authority would include the Chapter's own interpretation, implementation and use of its Bylaws to facilitate the Chapter's carrying out its stated purposes, conducting its business, and protecting the rights of its Officers, Directors, and Members at all times, e.g. in meetings for voting and discipline.