

**LAMBDA ALPHA INTERNATIONAL
AMENDED AND RESTATED BYLAWS**

November 17th, 2022

Orange County, California Chapter

LAMBDA ALPHA INTERNATIONAL

AMENDED AND RESTATED BYLAWS ORANGE COUNTY CHAPTER

ARTICLE I PURPOSE

Lambda Alpha International is a not-for-profit corporation organized under the laws of the State of Illinois, United States of America, formed and operated for the purposes set forth in Article II of its Constitution. The Constitution of LAMBDA ALPHA grants to the International Board of Governors of LAMBDA ALPHA the right to establish such local chapters as it may deem necessary or desirable to afford members of LAMBDA ALPHA in local areas a suitable instrumentality for close cooperation to achieve the basic objectives of LAMBDA ALPHA. The rules governing the establishment, alteration, dissolution, composition, powers and duties of this Chapter are set forth in:

- (i) the Constitution of LAMBDA ALPHA, as may be amended from time to time; and,
- (ii) these Bylaws, as may be amended from time to time.

ARTICLE II DEFINITIONS

As used in these Bylaws, the following terms shall have the following meanings unless the context clearly indicates that another meaning is intended:

The term "LAMBDA ALPHA" means Lambda Alpha International, an Illinois not for profit corporation.

The term "local chapter" means any one of the local chapters of LAMBDA ALPHA that has been established by the International Board of Governors of LAMBDA ALPHA.

The term "Member" means any individual who has been given membership status in LAMBDA ALPHA and has not resigned from membership.

The term "this Chapter" means the Orange County Chapter of LAMBDA ALPHA.

ARTICLE III ESTABLISHMENT, ALTERATION AND DISSOLUTION OF THIS CHAPTER

Section 1. Establishment of This Chapter. This Chapter has been created by and exists solely by reason of the charter granted to it by the International Board of Governors of LAMBDA ALPHA.

Section 2. Alteration of Territorial Jurisdiction. The International Board of Governors of LAMBDA ALPHA may, after study and recommendation of the Chapter, alter the territorial jurisdiction of this Chapter in accordance with the provisions of the Constitution of LAMBDA ALPHA.

Section 3. Dissolution of This Chapter. *The International Board of Governors of LAMBDA ALPHA may, in its sole discretion, revoke the charter of this Chapter after having given repeated warnings and reasonable time to correct.*

Section 4. Assignment of Name. This Chapter established by the International Board of Governors of LAMBDA ALPHA has been given the identifying name Orange County Chapter to indicate the jurisdiction of this Chapter.

Section 5. Conflict. Any bylaw contained herein which conflicts or is inconsistency with the Constitution of LAMBDA ALPHA or the standard chapter bylaws of LAMBDA ALPHA shall be void and of no force or effect.

ARTICLE IV MEMBERSHIP

Section 1. Qualifications for Membership. The selection of new Members of this Chapter shall be made in accordance with the provisions of Section 1 of Article V of the Constitution of LAMBDA ALPHA and shall, therefore, be conferred upon persons who have made an outstanding or noteworthy contribution to the advancement of the science of land economics, or to a better understanding of the principles of land economics or to the practical application of such principles in the development, redevelopment, preservation or better utilization of the world's land resources. Membership in LAMBDA ALPHA is open to men and women of every race, creed and color and this Chapter shall not adopt an Operating Regulation or policy that restricts membership on the basis of race, creed or color. Each initiation to membership in LAMBDA ALPHA shall be made in accordance with the requirements of Section 5 of Article V of the Constitution of LAMBDA ALPHA.

Section 2. When Membership in This Chapter is Required. Each Member of LAMBDA ALPHA whose principal place of business is located within the territorial jurisdiction of this Chapter must be a Member of this Chapter; provided, however, that for good cause shown and upon compliance with the requirements hereinafter set forth, a Member in good standing whose principal place of business is located within the territorial jurisdiction of another local chapter may transfer his or her membership to this Chapter if this Chapter's territorial jurisdiction is contiguous to that of the other local chapter having jurisdiction of such Member's principal place of business.

The Member desiring such transfer shall file with the International Secretary of LAMBDA ALPHA a written request setting forth the reasons that such Member desires to make such transfer. The International Secretary of LAMBDA ALPHA shall transmit this written request to the President of the local chapter having jurisdiction of the Member's principal place of business and to the President of this Chapter. If both chapters approve the request, the membership shall be transferred as requested. If either chapter shall refuse to consent, the Member desiring to transfer may appeal the denial of such request to the International President of LAMBDA ALPHA. The decision of the International President of LAMBDA ALPHA with respect to such request for transfer shall be final unless changed by the International Executive Committee of LAMBDA ALPHA at its next meeting.

Section 3. Classification of Membership. Section 3 of Article V of the Constitution of LAMBDA ALPHA divides the membership of LAMBDA ALPHA into two classifications: Active Members and Inactive Members. Section 4 of Article V of the Constitution of LAMBDA ALPHA divides all active Members of LAMBDA ALPHA into two classifications, Regular Member and Member-at-Large. The membership classification of each Member of this Chapter shall be determined by, and shall correspond to, the classification of such Member under the Constitution of LAMBDA ALPHA.

Section 4. Loss of Active Membership. Members who have not paid International and/or local chapter dues for two (2) annual billing cycles and who are not Emeritus, Honorary or International Fellow LAI Members shall be and are hereby moved into the category of an “Inactive Member” of LAI.

Section 5. Resignation from Membership. Although an individual is admitted to membership in Lambda Alpha for Life, a member may terminate such membership by submitting his or her resignation in writing to the International Executive Director, directly or through the local chapter executive.

An “Inactive Chapter Member” may be reinstated upon payment of current year International and Local dues.

ARTICLE V ATTACHMENT OF MEMBERS TO THIS CHAPTER

Section 1. Attachment of Members to This Chapter. Although a member whose principal place of business is not located within the territorial jurisdiction of any local chapter need not be a Member of any local chapter, any such Member may be attached by the International President of LAMBDA ALPHA to this Chapter for certain administrative purposes.

Section 2. Attachment of Members to This Chapter. The rules governing the attachment to this Chapter of a Member whose principal place of business is not located within the territorial jurisdiction of this Chapter shall be determined in accordance with the rules adopted from time to time by the International Board of Governors of LAMBDA ALPHA.

ARTICLE VI CHAPTER ROSTER

Section 1. Preparation of Roster. This Chapter shall prepare and maintain a chapter roster which shall include the name, email, telephone and postal address of each Member of this Chapter. The roster shall also set forth the name of each member of this Chapter’s Board of Directors, the name of each officer of this Chapter and the name of the chairperson and the members of each committee of this Chapter.

Section 2. Publication and Distribution of Roster. This Chapter shall publish its roster annually by April 30th and shall distribute by email a copy thereof to each Member of this Chapter and to the International Executive Director of LAMBDA ALPHA.

ARTICLE VII CHAPTER MEETINGS AND QUORUMS

Section 1. Regular Business Meetings of the Membership. In each calendar year, this Chapter shall: (i) schedule a regular monthly business meeting of the Members except for July and August. (ii) including a regular business meeting of the Members within 45 days prior to the Annual Meeting of the International Board of Governors of LAMBDA ALPHA (which is usually held in the Fall of the year).

Not less than ten days prior to each regular business meeting of the Members of this Chapter, the (Exec. Administrator) Secretary of this Chapter shall send an email notice of each regular business meeting to each Member of this Chapter by electronic mail. All regular business meetings of the Members of this Chapter shall be open to all Members of this Chapter.

Section 2. Special Business Meetings of the Members. A special business meeting of the Members of this Chapter shall be called by the Secretary upon receipt of a written or electronic request for such special business meeting signed either by the President of this Chapter or by at least ten percent of the Members of this Chapter. Such business meeting may be conducted as a video conference.

Within seven days after receipt of any such written request, the Secretary shall schedule a special business meeting of the Members and email a notice thereof to all Members. The written notice shall include a link to join an electronic meeting and specify the date and time of such special business meeting. The date selected by the Secretary for such special business meeting shall not be less than seven nor more than fourteen days from the date of the mailing of said notice.

All special business meetings of the Members of this Chapter shall be open to all Members of this Chapter.

Section 3. Quorum Requirements. A quorum for any regular or special business meeting of the Members of this Chapter shall consist of fifteen percent of the Members of this Chapter in good standing, or five Members of this Chapter in good standing, whichever is greater.

ARTICLE VIII CHAPTER DUES AND FEES

Section 1. Annual Chapter Dues. This Chapter may require its Active Members to pay annual Chapter dues in an amount set by the Board of Directors of this Chapter. Inactive Members shall not be required to pay Chapter dues.

Section 2. Dues Payment Date. Chapter dues for each calendar year shall be due and payable on or before March 31 of such calendar year. A surcharge of 10% shall be assessed on dues paid after that date.

Section 3. Dues of New Members. Chapter dues of a new Member admitted to membership after September 1st in the calendar year in which he or she is admitted to membership shall be waived provided the new Member's dues for the coming year are paid in full.

Section 4. Waiver of Dues Payment. The Board of Directors of this Chapter may from time to time suspend or waive, in whole or in part, the payment of annual Chapter dues by any Member of this Chapter whose circumstances have become such as to make it difficult or impossible for such Member to pay such dues.

Section 5. Chapter Special Assessments. This Chapter may levy special assessments upon its Members.

Section 6. Chapter Initiation Fees. This Chapter may charge an initiation fee to a new Member of this Chapter.

Strike Section 7 in its entirety related to meal charges included in chapter dues.

ARTICLE IX CHAPTER BOARD OF DIRECTORS

Section 1. General Authority. The government of this Chapter shall be vested in a Board of Directors which shall exercise all of the power delegated to this Chapter by these Chapter Bylaws, subject, however, to the restrictions upon such powers set forth herein.

Section 2. Composition of The Board of Directors. The Board of Directors shall consist of elected members and ex officio members.

The following members of this Chapter shall be ex officio members of the Board of Directors: past Presidents of this Chapter and each member of the International Board of Governors of LAMBDA ALPHA who is a member of this Chapter shall be ex officio members of the Board of Directors, unless duly elected as a current member of the Board of Directors.

The elected members of the Board of Directors shall be elected to office in accordance with the provisions of these Chapter Bylaws. The number of elected members of the Board of Directors shall be no more than twenty-five 25, but in no event shall the total number of elected members of the Board of Directors be less than five.

The elected members of the Board of Directors shall be elected by the Active Members of this Chapter and each shall serve for a term of two years, but not more than three years or less than one year.

Section 3. Eligibility. Any Active Member of this Chapter may serve upon the Board of Directors and shall be eligible for re-election provided he or she remains an active member.

Section 4. Vacancies. In the event that a vacancy occurs among the elected members of the Board of Directors, the Members of this Chapter shall fill such vacancy for the remainder of the unexpired term by an election at the next regular business meeting of the Members of this Chapter or at a special business meeting of the Members of this Chapter called for that purpose.

Section 5. Meetings. In each calendar year, the Board of Directors shall schedule a regular business meeting of the Board of Directors monthly except for July and August and within a period of 45 days immediately prior to the Annual Meeting of the International Board of Governors of LAMBDA ALPHA.

Section 6. Notice of Meetings. The Secretary shall send a written notice of each meeting of the Board of Directors to each member of the Board of Directors not less than seven days prior to such meeting by U.S. mail or electronic mail. Chapter Board Meetings will be held electronically unless directed otherwise by the President or Secretary.

Section 7. Quorum. A quorum for any business or electronic meeting of the Board of Directors shall consist of fifty one percent of the members of the Board of Directors.

ARTICLE X

Standing Rules are set aside in the ByLaws so they are permitted to be changed by decision of the Board of Directors:

CHAPTER OFFICERS

Section 1. General. The officers of this Chapter shall include a President, Vice President of Programs, Vice President of Membership, Secretary, Treasurer (or Secretary-Treasurer), Scribe, Historian, Electronic Information Officer, together with such additional officers as may be deemed appropriate by recommendation of the President and majority vote of the Board of Directors.

The Candidates for officer positions of this Chapter shall be nominated by ~~past Presidents~~ a Nominating Committee of Past Presidents and presented to the Board. Additional nominations may be made by Board members. The election of officers may occur at the October Board meeting but no later than the November Board meeting of each Calendar Year.

Section 2. Election of Officers. The officers of this Chapter for each calendar year shall be elected annually in October or November and begin their term January 1st of the new year.

Section 3. Eligibility. The officers of this Chapter shall be Active Members of this Chapter.

Section 4. Vacancies. In the event that a vacancy occurs in any office of this Chapter (other than a vacancy in the office of the President), the President-Elect of this Chapter shall fulfill the unexpired term.

Section 5. Duties of the President. The President shall preside at all regular and special business meetings of the Members of this Chapter and at all meetings of the Board of Directors. The President shall be the chief executive officer of this Chapter and shall carry out the policies and programs adopted and approved by the Board of Directors. The President shall also make appointments to Chapter committees in accordance with the rules set forth in Article XII of these Chapter Bylaws. The President shall serve on Lambda Alpha International's Board of Governors and be authorized to attend the LAI Biennial Congress. In the event the President is unable to attend Lambda Alpha International meetings, the President-Elect or another officer approved by the Board shall attend. Compensation for expense to attend LAI annual business meetings is limited to transportation and registration fees unless additional expense is approved by vote of the Board.

Section 6. Vice President-Programs- President Elect

The Vice President-Programs, together with members of the Board, shall be responsible for obtaining meeting speakers to address the Chapter at regular business meetings. The Vice President-Program's duties include contact with chosen speakers prior to meetings to confirm their attendance and provide requested sound and visual equipment.

The Vice President-Programs is also President-Elect and shall succeed as the next Chapter President after the current President's term of office or in the event of the President's resignation or death.

Section 7. Vice President-Membership

The Vice President-Membership shall be responsible for accepting all nominations for membership and bringing such nominations to the attention of the Board of Directors for approval and performing such other duties as may be assigned by the Board of Directors or the President.

Section 8. Duties of the Secretary. The Secretary shall keep an accurate record of the proceedings at all business meetings of the Members. The records of this Chapter relating to Members' meetings shall be available for inspection by any Member of this Chapter except personal information submitted by candidates for membership.

In the event the Secretary (and any Assistant Secretaries appointed by the President) shall be absent from any regular or special business meeting of the Members or of any regular or special business meeting of the Board of Directors, the President or other presiding officer shall appoint an alternate to serve as Secretary pro tem.

At the expiration of his or her term of office, the Secretary shall turn over to his or her successor this Chapter's Charter, seal and minutes book and all files and records of this Chapter in the custody or control of the Secretary whose term is expiring.

Section 9. Duties of the Treasurer. The Treasurer shall prepare and maintain this Chapter's roster. The Secretary shall have custody of the Chapter's charter, seal, minute book, and nonfinancial records and shall perform such other duties as may be prescribed by the Board of Directors or the President. Prior to the regular meeting of January or February of each year, the Treasurer shall prepare and submit to the Board of Directors a financial statement as of the close of the prior year and a proposed operating budget for the current year. The Treasurer shall receive all monies collected by this Chapter or by any officer or other party on behalf of this Chapter and shall deposit such monies in a bank or other financial institution

designated by the Board of Directors. The Treasurer shall also make disbursements of monies received by the Treasurer upon receipt of vouchers properly signed and countersigned. If the office of Secretary and the office of Treasurer are not combined, vouchers shall be signed by the President and countersigned by the Secretary of this Chapter. If the offices of Secretary and Treasurer are combined, vouchers shall be signed by the President and countersigned by such other officer as may be designated by the Operating Regulations. Prior to the issuance of any voucher for the expenditure of funds greater than \$500, such expenditure shall be authorized by a majority vote of the Board of Directors present at any regular or special business meeting. For the purposes of this section, an expenditure authorized by a duly approved Chapter Budget shall be deemed to have been approved by a majority vote of the Board of Directors at a regular or special business meeting.

The Treasurer shall, through the Executive Director, give written notice to the Active Members of this Chapter concerning the payment of their Chapter dues.

Immediately after the expiration of his or her term of office, the Treasurer shall turn over to his or her successor all bank accounts, funds, assets, books of account and other financial records of this Chapter in the custody or control of the Treasurer whose term is expiring.

Section 10. Scribe. The Scribe shall be responsible for the public relations activities of, this Chapter and all newsletters and other communications concerning its activities and the activities of the members. The Scribe shall act as this Chapter's liaison with the International Scribe of LAMBDA ALPHA and shall perform such other duties as may be assigned by the Board of Directors or the President. The Chapter may elect to combine the role of the Scribe and Historian.

Section 11. Historian. The Historian shall preserve and keep all matters of historical interest to this Chapter, retain copies of all addresses delivered before this Chapter, act as librarian and shall perform such other duties in connection therewith as may be assigned to him or her by the Board of Directors or the President. The Historian shall also be this Chapter's representative on the International Archives Committee of LAMBDA ALPHA, which gathers literary materials authored by Members.

If the same person holds the offices of both the Historian and the Scribe, such person shall perform the duties set forth above for both such officers.

Section 12. ULI Liaison. The Board of Directors shall each year nominate a member who is also a member of the Urban Land Institute to serve as liaison between the two organizations and provide periodic updates of activities of ULI to this Chapter and its Board of Directors.

Section 13. Executive Director. The Chapter President and Treasurer, upon vote of the Board are authorized to interview candidates and hire an Executive Director to work with the officers and candidates as needed, including contact with LAI, to assure timely processing of new member applications, Board approval and fulfillment of requirements for membership. Duties include: Email notices of regular and special meetings to Board and chapter members; reserve meeting room and select the menu for luncheon meetings; arrange for setup of sound, computer and projector equipment for meetings; staff desk at luncheon meetings; and assist the President and other officers as necessary to perform their duties.

Section 13. Other Officers. If appointed by the President during his/her term, such other officers shall perform such duties as may be prescribed by this Chapter. Such officers shall only hold office during the term of the President by whom they were appointed unless continued by vote of the Board or succeeding President.

**ARTICLE XI
CHAPTER NOMINATIONS AND ELECTIONS**

Section 1. Composition of Nominating Committee. The Nominating Committee shall consist of the past Presidents of this Chapter. The chair of the Nominating Committee shall be the immediate past President of this Chapter, who shall serve as chairperson of the Nominating Committee and shall be a voting member.

Section 2. Duties of Nominating Committee. Each year the Nominating Committee of this Chapter for the current calendar year shall prepare a slate consisting of:

- (a) At least one candidate for each office of this Chapter that needs to be filled for the succeeding calendar year;
- (b) At least one candidate for each vacancy upon the Board of Directors to be filled for the succeeding calendar year; and,
- (c) The position of President, Vice President-Membership, and Vice President-Programs shall be elected on a staggered basis, with a term of two years each.

Section 3. Report of Nominating Committee. Each year, the Nominating Committee of this Chapter for the current calendar year shall make its selections, prepare an appropriate report and forward this report to the Secretary of this Chapter not less than twenty days prior to the business meeting of this Chapter at which the election is to be held. A copy of the report of the Nominating Committee shall be mailed by the Secretary to each Member of this Chapter not less than ten days prior to the date of the business meeting of this Chapter at which the election is to be held.

Section 4. Additional Nominations. Additional nominations for membership upon the Board of Directors and additional nominations for any of this Chapter's offices may be made by the timely filing of a petition signed by either five percent of the total membership of this Chapter, or three Members of this Chapter, whichever is the greater. To be effective, each such nominating petition must be submitted to the Secretary of this Chapter at (or prior to) the business meeting of the Members at which the election is to be held.

Section 5. Election of Officers and Directors. At the business meeting of the membership at which the election is to be held, the Members of this Chapter shall receive the report of the Nominating Committee and any petitions making additional nominations for any office or additional nominations for a vacancy upon the Board of Directors.

Except as hereinafter provided in this Section, the Members shall then proceed to elect:

- (i) The officers of this Chapter for the available offices; and,
- (ii) The elected Members of the Board of Directors whose terms are to commence in the succeeding calendar year.

Section 6. Notification. Immediately after the completion of the annual election of officers and directors, the Secretary of this Chapter shall notify the Members of this Chapter and the International Executive Secretary of LAMBDA ALPHA of the name and address of each officer and director of this Chapter for the ensuing calendar year.

**ARTICLE XII
CHAPTER COMMITTEES**

Section 1. Nominating Committee. This Chapter shall create and maintain a Nominating Committee in accordance with the rules set forth in Article XI of these Chapter Bylaws.

Section 2. Standing Committees. This Chapter shall create the two standing committees hereinafter described and shall take all steps necessary to maintain such committees in accordance with the rules set forth in these Chapter Bylaws. This Chapter may also create and maintain such other committees as it shall deem appropriate.

The two required standing committees of this Chapter shall be:

- (a) Chapter Membership Committee; and,
- (b) Chapter Programs Committee.

Section 3. Special Committees. The President of this Chapter may create such additional special committees as he or she may deem appropriate. In making any appointment to a special committee, the President shall specify both the tenure of the members and the duties to be performed. The tenure of the members of a special committee may not exceed the term of the president who appoints such members.

Section 4. Subcommittees. Each committee of this Chapter may have one or more subcommittees which shall report to it.

Section 5. Chapter Membership Committee. The Membership Committee shall consist of the Vice President-Membership, who shall act as its chairperson and two or more other members.

The chairperson and other members of the Membership Committee shall be appointed by the President of this Chapter with the approval of the Board of Directors. The size of the Committee and the tenure of its members shall be determined by the Operating Regulations of this Chapter.

Section 6. Chapter Programs Committee. The Chapter Programs Committee shall consist of the Vice President-Programs, who shall serve as its chairperson and two or more other members.

The chairperson and other members of the Chapter Education Committee shall be appointed by the President of this Chapter with the approval of the Board of Directors. The size of the committee and the tenure of its members shall be determined by the Operating Regulations of this Chapter.

It shall be the duty of the Programs Committee to formulate and submit to the Board of Directors, at or prior to the regular meeting of the Board of Directors in January or February of each calendar year, a general plan for the educational activities of this Chapter for such year. The Chapter Programs Committee shall select the general subject matter of speeches, discussion, seminars and other programs, select speakers and discussion leaders, and take all other steps necessary to prepare and conduct the educational activities of this Chapter.

ARTICLE XIII
RESTRICTION UPON THE POWERS OF THIS CHAPTER

Section 1. General Limitation Upon This Chapter's Powers. All actions taken by this Chapter that are not required, authorized or permitted by the express terms of these Chapter Bylaws shall be voidable by the International Board of Governors of LAMBDA ALPHA.

Section 2. Restriction Upon Committing LAMBDA ALPHA. This Chapter shall not commit LAMBDA ALPHA to any financial obligation or to any other obligation whatsoever unless such commitment is authorized in advance by the International Board of Governors or the International Executive Committee of LAMBDA ALPHA.

Section 3. Restriction Upon Speaking for or Acting in the Name of LAMBDA ALPHA. This Chapter shall not speak for or act in the name of LAMBDA ALPHA without the prior approval of the International Board of Governors or the International Executive Committee of LAMBDA ALPHA.

Section 4. Restrictions Upon Speaking for or Acting in the Name of This Chapter. Since LAMBDA ALPHA is a not-for-profit corporation that has been classified by the Internal Revenue Service in a certain manner, it is imperative that neither LAMBDA ALPHA nor any of its local chapters act in a manner that will jeopardize its status for tax purposes. Therefore, this Chapter shall not publicly take a position with respect to any political or policy issue except in strict conformity with these Chapter Bylaws.

Section 5. Restriction Upon Use of This Chapter's Funds. All funds of this Chapter shall be used to carry out the purposes of this Chapter as set forth in Article 1 of these Chapter Bylaws and no funds of this Chapter shall be diverted from such purposes for the personal benefit of any Member or other individual. In the event of the dissolution of this Chapter, all funds of this Chapter shall immediately be transmitted to LAMBDA ALPHA. In such event, all such funds shall first be used to retire any indebtedness of this dissolved Chapter and the balance of such funds shall then be retained by LAMBDA ALPHA and used for its corporate purposes.

Section 6. Restriction Upon Right to Incorporate. This Chapter shall not cause or permit itself to be incorporated under any state or federal law.

Section 7. Restriction Upon This Chapter's Letterheads, Banners and Public Relations Materials. All of this Chapter's letterheads, banners and public relations materials which use a logo shall incorporate the LAMBDA ALPHA key which has been adopted as the official logo of LAMBDA ALPHA.

ARTICLE XIV
ESTABLISHMENT OF CHAPTER BUDGETS AND CHAPTER OPERATING AND SPECIAL RESERVE FUNDS

Section 1. Annual Budget. At its regular meeting in January or February each year, the Board of Directors shall consider the proposed operating budget prepared by the Treasurer and adopt an operating budget for the current year.

Section 2. Chapter Operating Fund. This Chapter shall establish and maintain an operating fund that is sufficient, in its judgment, to cover the operating budget of this Chapter.

Section 3. Special Funds. This Chapter may segregate on its books a portion(s) of the Chapter treasury for such purpose(s) as it may deem appropriate.

ARTICLE XV
CHAPTER OPERATING REGULATIONS

Section 1. Establishment of Local Chapter Operating Regulations. This Chapter shall, at its first regular business meeting following the adoption of these Chapter Bylaws, adopt Chapter Operating Regulations that set forth the make-up of its Board of Directors, the number and functions of its officers, the number and functions of its committees, the manner of conducting elections, the amount of its annual dues and the manner in which Chapter business (other than and not inconsistent with Chapter business regulated by these Chapter Bylaws) is conducted.

The Operating Regulations of this Chapter shall be such as the Members of this Chapter deem appropriate, provided, however, that such Operating Regulations are not in conflict with the Constitution of LAMBDA ALPHA or these Chapter Bylaws. Immediately after their adoption, a copy of the Operating Regulations adopted by this Chapter shall be forwarded to the International Executive Secretary of LAMBDA ALPHA by the Secretary of this Chapter.

Section 2. Amendment of Chapter Operating Regulations. This Chapter may, at any regular business meeting or special business meeting called for this purpose, amend its Operating Regulations in such manner as it may deem appropriate; provided, however, that such amended Operating Regulations are not in conflict with the Constitution of LAMBDA ALPHA or these Chapter Bylaws. Immediately after the adoption of any amendment to the Operating Regulations of this Chapter, a copy of such amendment shall be forwarded to the International Executive Secretary of LAMBDA ALPHA by the Secretary of this Chapter.

Section 3. Automatic Modification. If the Members of LAMBDA ALPHA shall amend the Constitution of LAMBDA ALPHA, or if the International Board of Governors of LAMBDA ALPHA shall amend its standard chapter bylaws and such action of the membership or the International Board of Governors of LAMBDA ALPHA results in an amended Constitution or amended standard chapter bylaws that conflict or are inconsistent with all or any part of the Operating Regulations of this Chapter, then and in such event the Operating Regulations of this Chapter shall be deemed to have been automatically amended so that such Operating Regulations will not conflict or be inconsistent with the amended Constitution or amended standard chapter bylaws of LAMBDA ALPHA, subject to written notification by LAMBDA ALPHA to this Chapter.

Section 4. Waiver of Notice and Waiver of Meeting May be Permitted. The Operating Regulations of this Chapter may, but need not, permit the Members of this Chapter, the Board of Directors and the committees of this Chapter to operate by unanimous consent and to waive both notice of a meeting and the meeting itself.

ARTICLE XVI
AMENDMENT TO THE CHAPTER BYLAWS

Section 1. Requests to Amend Chapter Bylaws. This Chapter may, at any regular business meeting or special business meeting called for this purpose, request the International Board of Governors to amend these Bylaws, after approval by this Chapter's Board of Directors.

Section 2. Request for Local Chapter Variations to the Chapter Bylaws. This Chapter may, at any regular business meeting or special business meeting called for this purpose, request International Board of Governors to grant this Chapter a specific local chapter variance from these Bylaws.

Section 3. Authorization. The International Board of Governors of LAMBDA ALPHA may, at any regular or special business meeting of the Board, alter, amend or repeal local Chapter Bylaws, or new Chapter Bylaws, subject to the approval of this Chapter's Board of Directors.

If any of the foregoing are initiated by the Board of Governors, written notice of proposed action shall be given to the affected Chapter at least thirty days prior to the date such action is considered by the Board of Governors. In such case, this Chapter shall thereafter meet and determine whether to accept these changes or disassociate from LAMBDA ALPHA.

CERTIFICATE OF SECRETARY

The undersigned does hereby certify that:

1. I am the duly elected and acting Secretary of the Orange County Chapter of Lambda Alpha International;
2. The foregoing Amended and Restated Bylaws, comprising 12 pages, constitute the Bylaws of said Chapter as duly adopted by action of the Members of said Chapter duly taken November 17th, 2022.
3. To the best of my knowledge, the foregoing Amended and Restated Bylaws comply with the standard Bylaws of Lambda Alpha International, as the same may be amended, except for variances awarded by the International Board of Governors of Lambda Alpha International.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 17th day of November, 2022.



Secretary