

**NATIONAL INVESTOR RELATIONS INSTITUTE
ATLANTA CHAPTER BY-LAWS
APRIL 1984
REVISED MAY 2004**

The following by-laws and regulations govern the conduct of the affairs of the Atlanta Chapter of the National Investor Relations Institute (the Chapter).

ARTICLE I: PURPOSE

NIRI-Atlanta is a non-profit professional organization functioning as a chapter of the National Investor Relations Institute. Its purpose is to promote the common interests of persons engaged in the profession of investor relations in accordance with the objectives of the National Institute. The Chapter will support and adhere to the objectives, code of ethics, and other standards established by the National Institute.

ARTICLE II: MEMBERSHIP

- A. Membership in the Atlanta chapter is limited to members in good standing of the National Institute who are in compliance with its rules and regulations and who have paid membership dues to the Atlanta chapter. If the National Institute revokes or suspends membership in accordance with the provisions of its bylaws, revocation or suspension of membership in the Atlanta chapter automatically follows.
- B. Lapsed membership – Members may participate in Chapter activities for up to three months from the issuance date of a dues invoice.
- C. Individual Memberships – Chapter memberships are held in the name of the individual. Memberships are transferable to another company should the person move during the membership year.

Termination of Membership. Membership may be terminated as follows:

- A. Members of the Chapter who are not engaged in any aspect of investor relations or cease to be a member of the National Institute for any reason are not entitled to membership in the chapter, unless such membership is continued by specific action of the Membership Committee, subject to approval by a majority of the Board.
- B. The Board of Directors may suspend or withdraw membership in the Chapter or take other appropriate disciplinary action with regard to a member provided that such action is approved by three-fourths of the members of the Board of Directors.
- C. Dues must be paid within ninety days of the date on the membership dues invoice for a members to remain “in good standing.” Default in payment of dues by more than ninety days will cause the member to forfeit membership. Membership may be reinstated by paying the annual dues of the year in which membership was terminated, plus dues for the year in which membership is reinstated.

ARTICLE III: ELECTION OF BOARD OF DIRECTORS AND OFFICERS

Board of Directors. There shall be a Board of Directors consisting of five Chapter officers and as many Directors at Large as the Board deems necessary. All are elected to annual terms of office. No Board member may serve for more than four consecutive years; no officer may serve for more than two consecutive years in the same Board position. The Board should make a good faith effort to recruit new people onto the Board each year, with the objective of having three positions held by people new to the Board.

Officers. The officers of the Chapter shall be President, Vice President-Programs, Vice President-Membership, Secretary and Treasurer. These officers shall be elected by the members of the Chapter to serve for a one-year term beginning June 1. The individual serving as President may be elected to that office for two successive terms. The President must have served as a Board member for at least one year before being eligible for that officer position.

Election of Officers. A Nominating Committee consisting of five members shall be appointed annually by the President, subject to approval by the Board, to nominate candidates for the Board of Directors and candidates for election as officers for the ensuing fiscal year. The Nominating Committee is headed by the President or his/her designee, who must be a Chapter director.

The Secretary conducts a call-for-nominations electronically among the membership for two weeks beginning on a date set by the Nominating Committee, and submits any names received to the Nominating Committee. The Nominating Committee, provides the Secretary a list of nominees for election as directors and officers. The Secretary distributes this list to the membership for electronic vote. Candidates receiving a majority of the votes cast are deemed elected.

Annual Meeting. In lieu of an annual meeting, the President will issue a report to the membership no later than September 15 each year. This report will address, at minimum, the financial condition of the Chapter, and may include any other information the President wishes to share. This might encompass a description of the President's goals for the ensuing year, a re-cap of the prior year's highlights/achievements, a list of Chapter officers and their duties, Board activities/concerns that will be addressed during the year, and a call for membership participation in Chapter activities.

Vote. Each member of the Chapter in good standing is entitled to vote electronically, in person or by proxy at all meetings.

Quorum. Four directors present in person or by proxy constitute a quorum for transaction of business at directors' meetings.

Vacancies. If a director or officer of the Chapter cannot complete the term of office, the Board of Directors elects a successor to serve until the term expires.

Removal of Officers or Directors. Any officer or director of the Chapter may be removed at any time with or without cause by a two-thirds vote (present or by proxy) of other members of the Board of Directors at any meeting of the Board, provided that notice of the proposed removal is contained in the meeting notice.

ARTICLE IV: Duties of Officers

Officers of the Chapter have the following duties and responsibilities:

1. President: The President is the senior executive officer of the chapter and is responsible for providing overall leadership and direction for chapter affairs. The President is principally responsible for assuring continuing chapter leadership development and orderly officer succession. The President presides over Board meetings, is responsible for development and maintenance of the chapter's bylaws, presides over chapter meetings, and coordinates activities of chapter officers. The President is the principal representative of the chapter in all matters related to its dealings with the National Institute.
2. Vice President – Programs: The Vice President – Programs is responsible for planning, developing and executing all chapter programs, including monthly meetings and any special seminars and events. He or she, in conjunction with the Board, determines program topics, arranges for speakers and program publicity, arranges the format of the meetings, coordinates with the chapter Treasurer regarding arrangements (speaker, subject, time, place, et.) and prepares and disseminates the chapter meeting notice, prior to the meeting. Some or all of these tasks may be handled by program committee members or other Board members.
3. Vice President – Membership: The Vice President – Membership strives to increase awareness of NIRI within the community and is responsible for developing and executing ongoing programs relating to membership retention and new member recruitment. Additional responsibilities include:
 - A. Mailing information packets to potential members and soliciting their membership.
 - B. Coordinating with the chapter Treasurer to maintain a current membership list and a mailing list of potential members.
 - C. Publishing and distributing annually a chapter membership directory.
 - D. Creating nametags for new chapter members.
4. Secretary: The Secretary takes minutes at all Board meetings, conducts membership surveys as the Board determines necessary, and prepares award submissions.
5. Treasurer: The Treasurer is responsible for keeping the Board apprised of the financial position of the Chapter and for receipt and disbursement of Chapter

funds. The Treasurer maintains bank records and provides financial reports at Board meetings. The Treasurer and the President of the Chapter are authorized to sign checks and otherwise disburse Chapter funds. Additional responsibilities include:

- A. Advising the host facility of number of attendees in accordance with the host's requirements.
- B. Furnishing nametags to attendees at each chapter meeting.
- C. Collecting fees for regular Chapter meetings.
- D. Following-up and collecting meeting fees from non-attendees who had confirmed attendance.
- E. Coordinating the collection of local chapter dues with the National Institute and Vice President – Membership as appropriate.
- F. Selecting the site and making reservations for Chapter meetings, with advice and guidance from the Board.

To the extent any of these tasks are performed by a paid chapter administrator, the Treasurer oversees these activities.

- 6. Director(s) at Large: Director(s) at Large provide support for chapter officers and/or chapter activities on an ad hoc basis, at the request of the President or Board. They may be responsible for on-going special projects.

The Board will define other duties and responsibilities of all Chapter officers as necessary.

ARTICLE V: DUES

The Board of Directors establishes annual dues for membership and communicates that information to the membership. Payment is required coincident with payment of membership dues to the National Institute. In addition, the Board will set fees to members for all regular and special meetings, as it deems necessary.

ARTICLE VI: AMENDMENT OF BY-LAWS

These by-laws may be amended by majority vote (present or proxy) of the Board of Directors at any meeting of the Board and will become effective when ratified by a majority of the on-line votes cast by Chapter members.