

**BYLAWS**

**THE SOCIETY OF ACTUARIES**  
**SECTION**

**ARTICLE I – NAME**

The Section is named “The \_\_\_\_\_ Section of the Society of Actuaries.”

**ARTICLE II – PURPOSE**

The purpose of the Section within the Society of Actuaries (the “SOA”) is to \_\_\_\_\_  
\_\_\_\_\_.

**ARTICLE III – MEMBERSHIP**

**SECTION 1. Membership.** Membership in the Section is available to all interested members of the SOA.

**SECTION 2. Affiliate Status.** Individuals interested in the purposes of this Section but who are not members of the SOA may apply to join the Section. Affiliates may not vote or run for election to the Section Council. References in these bylaws to “members” means members of the Section who are members of the SOA, not affiliates of the Section.

**ARTICLE IV – SECTION COUNCIL, VOTING, OFFICERS AND COMMITTEES**

**SECTION 1. Purpose, Duties and Meetings of Section Council.** The Section Council is responsible for leading and managing the Section’s activities. The Council meets at least two times a year, in person or by teleconference. Written notice of the place, time and date of a meeting must be given to each Council member not less than 5 days before a meeting, or 24 hours before a teleconference meeting. A majority of Council members constitutes a quorum at a meeting of the Council, and the act of a majority of Council members present at a meeting at which a quorum is present is the act of the Council. Council members may vote by proxy.

**SECTION 2. Membership, Eligibility, and Term of Office for Section Council.** The Section Council is composed of at least 9 but no more than 12 individuals, all of whom must be Section members. Each year Section members elect approximately one-third of the number of Council members to serve on the Council for a term of three years. New Council members take office at the end of the SOA annual meeting of the calendar year in which they are duly elected and qualified until the close of the third succeeding SOA annual meeting thereafter. A Council member who is completing a full three-year term is not eligible for election to the Council for an additional term during the calendar year in which his or her term expires.

Subject to a maximum Council membership of 12, Sections with affiliate members may choose to appoint affiliate members as voting members of the Council on the following basis: The affiliates must be a paid member for at least 2 consecutive years. The number of affiliate appointments is tied to the proportion of affiliates in the section, counting only the affiliate

members who are paid members for at least 2 consecutive years. Sections with at least 5 percent and up to 15 percent affiliate membership, may appoint one affiliate Council member; those with at least 15 percent and up to 25 percent may appoint up to two affiliate Council members; and sections with at least 25 percent affiliate membership may appoint up to three affiliate Council members. Appointments shall be made by a majority vote of the elected Section Council members. Appointed affiliate Council members are appointed for a one year term. These appointed members can be renewed at the end of the one year term, but can not serve more than three consecutive years. The appointed members are not eligible to hold Section Council officer positions.

Any Section member is eligible for election to the Section Council unless the member is then currently a member of the SOA Board of Directors. No person may serve concurrently both as a member of the Section Council and the SOA Board of Directors.

**SECTION 3. Participation Requirements for Council Members.** Council members are expected to attend the majority of Council meetings per year. The Section Council may remove a Council member by a vote of a majority of the entire Council when it believes the removal to be in the Section's best interests.

**SECTION 4. Vacancies on Council.** If a vacancy due to any reason, including resignation, removal, or change in status, occurs in the membership of the Section Council, the Council may appoint a member to fill the vacancy until the next election. The vacancy will be filled for the unexpired term at the next regular election of Council members.

**SECTION 5. Election Process.** The Council or its designee prepares a list of nominees for election each year. All members of the Section are entitled to vote. Each Section member may cast one vote for each position to be filled by the election. The persons receiving the largest number of votes cast will be declared elected to fill the available positions on the Council. In the event of a tie, all tied candidates will serve the full term for which they are eligible, thus increasing the size of the Council for that term. The Council may establish additional guidelines consistent with those of the SOA for conducting elections.

**SECTION 6. Officers and Committees.** Each year the Section Council elects a Chairperson, a Vice-Chairperson, and a Secretary/Treasurer from among the Council members after the election results are known. The Council may appoint working groups to carry out the Section's activities and accomplish its purposes consistent with SOA policy and procedures.

## **ARTICLE V – DUTIES OF OFFICERS**

**SECTION 1. Chairperson.** The Section Chairperson leads the Council to set objectives and priorities. The Chairperson has partnership responsibilities; presides over meetings of the Section Council and special meetings of the Section; monitors progress against established goals of the Section; and seeks support to carry out the purposes of the Section. The Chairperson participates in the Council of Section Chairpersons. The Section Chairperson may approve payment of invoices for Section expenditures.

**SECTION 2. Vice-Chairperson.** The Section Vice-Chairperson acts in the absence or inability of the Section Chairperson to act and performs for that time the duties of the Chairperson, with

all the powers of the Chairperson. The Vice-Chairperson also has the duties that the Chairperson or Council assigns.

**SECTION 3. Secretary/Treasurer.** The Secretary/Treasurer records decisions and assignments of the Council, distributes records, provides notice required under the Bylaws, prepares budgets, reviews Section financial statements for accuracy and completeness, approves payment of invoices for Section expenditures, and generally performs all customary duties of the office of Secretary/Treasurer and other duties that the Section Chairperson or Section Council assigns. The duties of the Secretary/Treasurer may be performed by the SOA staff members working with the Section.

All funds of the Section are held and managed by the SOA, in accordance with the broad fiscal policies of the SOA. Members of the SOA staff make all approved disbursements from Section funds with appropriate authority as established from time to time by the SOA Board of Directors.

## **ARTICLE VI – SCOPE OF ACTIVITIES**

**SECTION 1. Relationship to the SOA.** The Section is authorized by the SOA Board of Directors to engage in appropriate activities in accordance with the Section’s Bylaws, the Bylaws and policies of the SOA, and the limits of the Section’s authority as a part of the SOA. The Section’s activities and conduct of its business are subject to any review the SOA Board of Directors deems appropriate.

**SECTION 2. Reporting.** The Section must provide at least yearly written reports of its goals, activities and finances to the Section membership, affiliates, and the SOA Board of Directors.

**SECTION 3. Section Activities.** In general, the Section engages in activities that are appropriate to, and consistent with, the following areas of undertaking in a way that aligns with its purposes: providing community, environmental scanning, publishing, setting objectives and priorities, communication and advocacy, basic and continuing education, research and experience studies, relationships with other organizations, and providing thought leadership.

## **ARTICLE VII – PUBLIC EXPRESSIONS OF PROFESSIONAL OPINION**

The Section, or any committee established by the Section Council, may make a public expression of professional opinion consistent with the SOA’s Bylaws and policies.

## **ARTICLE VIII – FINANCES**

The Section conducts activities and provides services as a separate budgeting center of the SOA. The Section is not authorized to enter into contracts on its own behalf.

Each Section member and affiliate must pay dues, if any, established by the Section Council for each year of participation. Dues are based on the actual or expected experience of the Section in providing its services, and are subject to review and approval by the SOA Board of Directors or an officer or officers designated by the Board. If a member fails to pay any required Section dues, he or she will no longer be a member of the Section pursuant to rules that the Section Council establishes and the SOA Board of Directors approves.

**ARTICLE IX – TERMINATION**

The Section may be terminated at the discretion of the SOA Board of Directors or upon a majority vote of Section members. The SOA Board of Directors will determine the disposition of funds upon the Section’s termination.

**ARTICLE X – AMENDMENTS TO BYLAWS**

Amendments to the Bylaws may be recommended by the Section and may be made only in accordance with SOA policies and upon the approval of the SOA Board of Directors.

**ARTICLE XI – USE OF ELECTRONIC COMMUNICATION**

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

*Adopted:* \_\_\_\_\_