

ACFE HYDERABAD CHAPTER BYLAWS

ARTICLE I: NAME AND USE OF TRADEMARKS

1.01 Name: The name of this organization shall be the Hyderabad Chapter of the Association of Certified Fraud Examiners (referred to as the "Chapter"). The Chapter is affiliated with the Association of Certified Fraud Examiners, Inc. (referred to as "the Corporation") and the Association of Certified Fraud Examiners (A Non-Profit Corporation)(referred to as "the Association").

1.02 Trademarks: The Corporation owns all federal and common law trademarks in the following marks: (1) "Association of Certified Fraud Examiners"; (2) "ACFE"; (3) "Certified Fraud Examiner"; (4) "CFE"; (5) the Seal of the Association of Certified Fraud Examiners; and (6) the ACFE Logo. The use of these trademarks and of any other trademarks owned by the Corporation (collectively referred to herein as "ACFE Marks") by the Chapter is governed by the Trademark License Agreement executed by the Chapter and the Corporation, the terms of which are incorporated into these Bylaws. Except as provided in the Trademark License Agreement, no other use of the Corporation's trademarks by the Chapter is permitted without the prior written permission of the Corporation.

ARTICLE II: DEFINITIONS

2.01 Accounting Year: Commencing from 1st of April of each year and ending with 31st March of following year.

2.02 Affiliates: Affiliates are those parties, regardless of their field of endeavor and membership status of ACFE, who desire to align themselves with the Chapter or any particular event or events of the Chapter.

2.03 Associate Members: Any person who is an associate member of the ACFE who is in good standing.

2.04 AGM: Annual General Meeting of the Chapter

2.05 Certified Fraud Examiners: Any Certified Fraud Examiner of the ACFE who is in good standing.

2.06 Chapter Members: Members who have taken membership of the Chapter as per the Chapter Bylaws

2.07 CPE: Continuing Professional Education

2.08 Director: Members of the Executive Committee, including Co-opted Directors.

2.09 EGM: Extraordinary General Meeting of the Chapter

2.10 Executive Committee: This is the committee elected by the members of the Chapter as per the procedure provided under ARTICLE XX: ELECTIONS and is responsible for the day to day activities of the Chapter and collectively may be referred to as "Board".

2.11 Membership Period: Same as the Accounting Year

2.12 PDM: Professional Development Meeting

ARTICLE III: PURPOSE AND OBJECTIVES

3.01 Purpose and Objectives: The Chapter is a Not-For-Profit entity whose primary purpose is to serve the community by the promotion of improved fraud detection and deterrence and through expansion of knowledge and the interaction of its members.

ARTICLE IV: MEMBERS AND PARTICIPATION

4.01 General Eligibility: All applicants are subject to approval by the Corporation and the Chapter Executive Committee. No person shall be eligible to participate in the Chapter as a member or an affiliate if that person is currently expelled or suspended from the Association or any other Chapter of the Association. All applicants must complete and submit a written application, pay applicable Chapter dues, and agree to abide by these Bylaws and the operational guidelines established by the Corporation.

4.02 Chapter Membership: There are two categories of members: (1) Certified Fraud Examiners, and (2) Associate members. Persons interested to take Chapter membership should be from any of the said two categories.

4.03 Eligibility for Affiliates of the Chapter: The Executive Committee, at its discretion, may allow other interested parties to become affiliates of the Chapter under the terms set forth below.

Affiliates of the Chapter are not required to meet all the qualifications and requirements for membership in the Chapter or the Association, but are encouraged to do so. The Executive Committee may assess appropriate dues for affiliates and may establish other requirements for participation by affiliates as it deems appropriate.

Affiliates of the Chapter shall not be, nor represent themselves to be, members of the Chapter, shall have no Chapter voting rights, and shall not be eligible to hold any Chapter office.

4.04 Dual Membership and Transfers of Membership: The Board may decide whether to allow members or affiliates from another Chapter to join as members or affiliates of its Chapter. Individual participation in one Chapter may be transferred to another Chapter, subject to the rules and regulations of both Chapters and the Corporation.

4.05 Resignation: Any member or affiliate of the Chapter may resign at any time, but such resignation shall not become effective until accepted by the Chapter and shall not relieve the resigning individual from the payment of dues for the expired portion of the current Membership Period, if any, or give any right to rebate for dues paid, or any right to a prorated share or any other share of the assets of the Chapter. All resignations shall be in writing and shall be delivered to the Board.

4.06 Suspension and Expulsion: The Board shall have the authority to suspend or expel any member or affiliate for disciplinary reasons if it determines that the individual:

- A. Has been found guilty by a court of competent jurisdiction of a crime punishable by imprisonment for more than one year, a felony, or any crime involving moral turpitude as that term is defined in the bylaws of the Association.
- B. Has failed to abide by these Bylaws or has committed acts discreditable to the Chapter or its membership.
- C. Has been declared by a court of competent jurisdiction to be insane or to lack legal capacity.
- D. Has made material misstatements on his or her application for membership.
- E. In the case of members, has failed to abide by the Code of Professional Ethics or Code of Professional Standards of the Association, or
- F. In the case of affiliates, has inappropriately identified himself / herself as a member of the Chapter or a member of the Association of Certified Fraud Examiners.

No member or affiliate of the Chapter may be suspended or expelled unless he or she has first received written notice of the reasons for the proposed disciplinary action, which shall be delivered in person or to the individual's last known address. The notice should be delivered at least 30 days before a hearing of the Board to address the disciplinary action. The member or affiliate shall be afforded an opportunity to respond to the charges by a full hearing before a quorum of the Board before a final action is taken.

Disciplinary action under this is effective immediately upon adoption by the Board. A member who has been suspended or expelled by the Chapter may appeal the decision to the Board of Regents of the Association. The decision of the Board to suspend or expel an affiliate is final and non-appealable.

4.07 Non-payment of Dues: The Board may suspend or expel a member or affiliate who is at least 60 days' delinquent in the payment of Chapter dues or other payments owed to the Chapter without a hearing, provided that proper notice of the delinquency was sent to the individual's last known address at least 30 days prior to termination.

4.08 Reinstatement: The Board may provide the conditions and procedures under which the Chapter may reinstate a member or affiliate who has been suspended or expelled, or whose membership was otherwise terminated, provided that such reinstatement does not conflict with these Bylaws or the rules of the Association.

4.09 Report of Chapter Participation: The Chapter shall furnish annually to the Corporation, or upon request, a list containing the names, addresses, and any other contact information for all members and affiliates of the Chapter. The list shall indicate the participation category of the person, such as a Certified Fraud Examiner, associate member, or affiliate. The Chapter shall also furnish the names and addresses for guests and non-member attendees at training meetings and other events, but only if such records of attendance are maintained by the Chapter.

ARTICLE V: LIMITATIONS OF LIABILITY

5.01 Chapter Liability: The Chapter shall be fully and solely responsible for its own legal and financial affairs, and shall indemnify and hold harmless the Corporation, by reason of its affiliation, from any lawsuits, damages, other expenses or liabilities arising out of the activities of the Chapter.

5.02 Corporation Liability: The Chapter shall not be responsible nor liable for any lawsuits, damages, other expenses, or liabilities arising out of the activities of the Corporation or the Association.

5.03 Non-liability of Executive Committee members – Indemnification: Executive Committee members of the Chapter shall not be personally liable for the debts, liabilities, or other obligations of the Chapter. The Executive Committee members of the Chapter shall be indemnified by the Chapter to the fullest extent permissible under the laws of this jurisdiction.

5.04 Insurance: The Corporation may procure liability insurance for the Chapter, and the Chapter agrees to pay all reasonable premiums for such insurance.

5.05 Corporation Authority: In any disputes, the Corporation is the final authority. To the extent that these Bylaws conflict with the bylaws or rules of the Corporation or the Association, the bylaws or rules of the Corporation or the Association shall control.

ARTICLE VI: FINANCES

6.01 Chapter Subscription Fees: Chapter Subscription fees shall be decided by the Board, by a majority vote, during the meeting any time before the AGM of the Chapter and shall be billed on a financial year basis. Subscription fee details shall be communicated to the members during the first month of Financial Year, The Chapter Treasurer shall be empowered to assess and collect said dues. Any other Membership dues for Certified Fraud Examiners and associate members, as well as participation fees for affiliates of the Chapter and for all other types of Chapter activities held may be set at different rates at the discretion of the Board

6.02 Sponsorship and Donations: Board may decide to collect sponsorship or donations for conducting any events for the benefit of Chapter Members. However, such sponsorship or donations shall be collected only from the Members, Associates and Affiliates of the Chapter as per these Bylaws.

ARTICLE VII: EXECUTIVE COMMITTEE

7.01 Authority and Number: The affairs of the Chapter shall be managed by an Executive Committee, consisting of an odd number of no fewer than seven (7) Certified Fraud Examiners, each of whom shall be a member of the Chapter. The number of committee members may be increased or decreased from time to time by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. The Executive Committee shall be elected in accordance with ARTICLE VIII: ELECTIONS of these Chapter Bylaws.

7.02 The following are the various positions in the Executive Committee, for which election shall be held directly for the position in accordance with the Chapter Bylaws

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer
- E. Membership Director
- F. Program Director
- G. Academic Director

7.02 President: Only a Certified Fraud Examiners in good standing may hold the office of President. The President shall be the chief executive officer of the Chapter, and when present, shall preside at all meetings of the Chapter.

He or she shall exercise general supervision and management of the affairs of the Chapter; shall consult with and inform other Executive Committee members and directors, members, and the Corporation of significant events; and shall perform other duties prescribed by the Executive Committee as well as all duties incident to the office of President and chief executive officer.

7.03 Vice President: The Vice President shall report to the President and shall assume the duties of the President in his or her absence. When the Vice President acts in place of the President, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall be responsible for other duties that President, or the Executive Committee shall delegate from time to time. The Vice President shall be a Certified Fraud Examiner of the Association of Certified

Fraud Examiners in good standing. Notwithstanding the forgoing, if the office of President becomes vacant before the expiration of the term, the Vice President may assume that position for the unexpired term.

7.04 Secretary: The Secretary shall report to the President and shall keep the minutes of the meetings of the members and of the Executive Committee; see that all notices are given in accordance with the provisions of these Bylaws or as may be required by law; be custodian of the corporate records and of the seal of the Chapter and see that the seal of the Chapter is affixed to all documents as authorized; shall make an annual report to the members of the Chapter and the Corporation in coordination with the President; maintain the membership records of the Chapter in coordination with Membership Director, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Executive Committee. The Secretary shall be a Certified Fraud Examiner of the Association of Certified Fraud Examiners in good standing.

7.05 Treasurer: The Treasurer shall report to the President and shall be responsible for all financial records maintained by the Chapter. All moneys received by the Chapter as well as disbursements therefrom, shall be the responsibility of the Treasurer. He or she will ensure that any funds received are properly deposited for safekeeping to the credit of the Chapter; that all disbursements are properly approved; that the Board is kept advised of the status of the accounting of funds; and otherwise perform appropriate duties to see that the assets of the Chapter are properly safeguarded. The Treasurer shall produce annual financial statements of the Chapter and submit them to the Board and the Corporation within three months of the end of the Chapter's Membership Period, and in general shall perform such other duties as from time to time may be assigned by the President or by the Executive Committee. The Treasurer shall be a Certified Fraud Examiner of the Association of Certified Fraud Examiners in good standing.

7.06 Membership Director: The Membership Director shall report to the President and shall be responsible for all member related communications by the Chapter. He or she will ensure that all member-related communications are made through the official or designated email of the Chapter and coordinate with the Secretary in maintaining membership records of the Chapter. He also shall ensure the maintenance of CPE records of the members with regard to events and training conducted by the Chapter. The Membership Director shall be a Certified Fraud Examiner of the Association of Certified Fraud Examiners in good standing.

7.07 Academic Director: The Academic Director shall report to the President and shall be responsible for communication with various educational and training institutions to make necessary arrangements enabling fraud and related awareness training sessions to the students of the respective entities. The Academic Director shall be a Certified Fraud Examiner of the Association of Certified Fraud Examiners in good standing.

7.08 Co-opted Directors: In addition to the elected board, the Executive Committee may co-opt additional members to the Board for a period ending with the next AGM for carrying out one or more of the following responsibilities:

- a) Government & Industry Liaison Director
- b) Research Liaison Director

- c) Communications Director
- d) Student Liaison Director

7.09 Alumni Board: Any Director in good standing upon their departure from the Board may be asked to join an Alumni Board. The purpose of the Alumni Board is to provide advice and guidance to the current Board, to serve on a Board committee, and/or to provide other support and help to the Board as may be needed. Alumni Directors, except Chief Alumni Officer, will have no voting privileges and will not attend regular board meetings.

7.10 Chief Alumni Officer (CAO): Considering the importance of consistent and constant growth of a Chapter, the first President of the Chapter, if he or she is not re-elected during the subsequent elections, shall continue as CAO of the Chapter for initial twelve (12) years and shall be guiding the President of the Chapter in performing his job role and will be part of Board Meetings along with voting rights.

7.11 Training Director: The Executive Committee may appoint a Training director who is responsible for the CPE of Chapter members and affiliates of the Chapter. The Training Director shall report to the President. Only a Certified Fraud Examiner who is in good standing may hold the position of training director.

In this regard, the Chapter is authorized and encouraged to provide continuing professional education and other training presentations to the community in its geographical area. All Chapter training must be coordinated with and approved by the Corporation to ensure that Chapter training does not compete with training conducted by the Corporation. Approval of training is granted automatically if there is no apparent conflict with the training schedule of the Association of Certified Fraud Examiners. If a conflict is found to exist, the Association and the Chapter will work together to resolve the differences in training schedules.

7.12 Terms of Office: Executive Committee members shall serve three-year terms and shall hold office until their successors are duly appointed or elected and qualified.

The terms of Executive Committee member shall be staggered so that the terms of two directors, not holding the positions of President, Vice President, Secretary and Treasurer, expire once every two years; Directors in good standing may be elected to no more than two (2) consecutive three-year term; However, at the discretion of Board, director may serve one (1) additional two-year term only as follows:

- (i) in order to complete a term as the President, Vice-President, Secretary;
- (ii) if the Board is unable to find a replacement for the Director; or
- (iii) for any other reason, for the benefit of Chapter, subject to approval of entire Board.

7.13 Vacancies: If any vacancy occurs in the Executive Committee for any reason, the current Board shall elect a person to fill the vacancy. A director elected to fill a vacancy shall be elected for the remaining unexpired term of office. Vacancies reducing the number of directors to less than seven (7) shall be filled before the Board conducts any other business. The same person may hold any two or more offices of the Executive Committee, and may simultaneously serve, provided that such is the requirement to perform the Chapter's activities without obstacles.

7.14 Duties and Responsibilities of the Executive Committee: The Board shall be the governing body of the Chapter and its actions shall be final, unless otherwise specifically provided for in these Bylaws. The Board shall perform any and all duties imposed on them collectively or individually by law, the

Articles of Incorporation, the Chapter Handbook, or these Bylaws. The Board shall supervise all Executive Committee members, agents, and members of the Chapter to assure that their duties for the Chapter are performed properly. The Board shall make available all financial records of the Chapter to any member, to the Corporation, or to the Association upon reasonable request.

7.15 Meetings of the Executive Committee: The Board shall meet at least twice a year at such times and places as it may choose. A special meeting may be called by the President, or by any two directors. At meetings of the Executive Committee, a majority of the total number of directors fixed by these Bylaws, subject to minimum of three (3), shall constitute a quorum for the transaction of business. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board. The meetings shall be conducted as per the general procedure followed by Societies under the rules and regulations of Societies Registration Act, 1860 unless those rules are in conflict with the Bylaws, in which case these Bylaws shall take precedence. Each director shall receive at least three (3) days' notice of the time and date of each meeting.

7.16 Compensation: Directors shall not receive any compensation for their services, but shall be entitled to reimbursement for reasonable expenses incurred by them in connection with the usual performance of their duties. Any such expenditures shall be presented for approval and payment by the Treasurer, failing which, by a majority of the Board.

7.17 Removal: The Executive Committee may vote to remove a director at any time with or without good cause, including but not limited to violation of these Bylaws, violation of the rules or Bylaws of the Association, or nonattendance of Board meetings. A meeting to consider the removal of a director may be called with notice to the Board members. The notice of the meeting shall state that the issue of the possible removal of the director will be on the agenda. A director may be removed by an affirmative vote of a majority of the Executive Committee.

ARTICLE VIII: ELECTIONS

8.01 Election Procedure: Elections for open positions on the Executive Committee shall be held immediately after the AGM of the Chapter under the provisions of these Bylaws. Chapter Members shall receive at least fourteen (14) days' notice of the election.

The results of the election will be certified to the Corporation by the current Executive Committee, or by a committee appointed by them.

8.02 Election Committee: Election committee consisting of two members of the Chapter shall be elected by the Board during any of their Board meeting, but before the last board meeting prior to elections. Members of the Election committee shall not be from the Executive Committee.

Election Committee shall call for applications for electing various positions of Executive Committee and the names of applicants for the election shall be communicated to the members of the Chapter at least two (2) days prior to the AGM. In case nominations are not received for any of the positions of Executive Committee, then Election Committee can accept nominations at the AGM.

Rules for conducting the elections, including mode of conducting election, shall be framed by the Election Committee in accordance with the Chapter Bylaws with a whole purpose of identifying and encouraging members to join the Executive Committee and shall be placed before the Board for its approval.

ARTICLE IX: OTHER COMMITTEES

9.01 Establishment of Committees: In addition to the Election Committee, the Executive Committee may adopt a resolution establishing one or more committees, establishing qualifications for membership on a committee, delegating specified authority to a committee, or appointing or removing members of a committee. The Executive Committee may delegate to the President its power to appoint and remove members of a committee, with a special resolution at the Board Meeting.

9.02 Committee Participation: Members of each committee shall be members of the Chapter in good standing.

9.03 Term of Office: Each member of a committee shall continue to serve on the committee until a successor is appointed or the committee is terminated. However, the term of a committee member may terminate earlier if the committee is terminated or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

9.04 Removal of Committee Members: Any committee member may be removed by the person or persons authorized to appoint such member with or without cause whenever in their judgment the best interests of the Chapter will be served by such removal.

9.05 Chair and Vice-Chair: One member of each committee shall be designated as the chair of the committee and another member of each committee shall be designated as the vice-chair. The chair and vice-chair shall be elected by the members of the committee or appointed by the Executive Committee or the President of the Chapter. The chair shall call and preside over all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

9.06 Notice of Meetings: The Committee chair shall give reasonable notice to all committee members of the place, day, time, and purpose or purposes for any committee meeting. Meetings may be conducted in person or by conference call.

9.07 Quorum: Unless otherwise provided in the resolution of the Executive Committee designating a committee, a majority of the number of members of a committee shall constitute a quorum when business is conducted at any meeting of the committee.

9.08 Compensation: Committee members shall not receive any compensation for their services, but shall be entitled to reimbursement for reasonable expenses incurred by them in connection with the usual performance of their duties. Any such expenditures shall be presented for approval and payment by the Treasurer, failing which, by a majority of the Board.

9.09 Rules: Each committee may adopt rules for its own operation not inconsistent with the Bylaws or with rules adopted by the Executive Committee.

ARTICLE X: AGM AND EGM

10.01 Purpose: The AGM shall be held for the purpose of electing and/or announcing the results of the election of Executive Committee members and directors; installing the Executive Committee members and directors; presenting the annual financial statements; and transacting such other business as may be deemed appropriate by the Executive Committee.

The EGM shall be held for the purpose of modifying Chapter Bylaws; on dissolution of the entire Board; and transacting any business as may be deemed appropriate by the Executive Committee, which cannot be postponed up to the AGM.

10.02 Time and Place: The AGM shall be held each year at a time and place specified by the Executive Committee. The EGM shall be held at a place specified by the Executive Committee.

10.03 Notice of Meeting: All Chapter members in good standing and eligible to vote shall be notified in writing no less than ten (10) days in advance of the AGM or EGM.

10.04 Voting: All Chapter members in good standing and eligible to vote may participate in the AGM or EGM. A quorum for AGM shall be constituted by at least 10% of the Chapter members who are eligible to vote and a quorum for EGM shall be constituted by at least 25% of the Chapter members who are eligible to vote. All business coming before the members shall be approved by a majority of those present unless otherwise required by these Bylaws.

ARTICLE XI: BOOKS AND RECORDS

11.01 Books and Records: The Chapter will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, Executive Committee, and other committees, and will keep a record giving the names of the members entitled to vote. All books and records of the Chapter may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

11.02 Auditors: Board shall invite proposals for appointment as Auditors and on considering the proposals received, shall appoint the Auditors in the first meeting of the Board after the AGM.

ARTICLE XII: DISSOLUTION

12.01 Vote to Dissolve: The vote to dissolve the Chapter must be by written ballot and must be approved by a two-thirds majority of the Chapter members eligible to vote. The Corporation must be notified at least thirty (30) days prior to the vote and must be notified of the results immediately thereafter.

12.02 Distribution of Assets: Upon dissolution of the Chapter, its assets remaining after payment, or provision for payment, of all debts and liabilities shall be distributed to the Ritchie- Jennings Scholarship Fund (formerly the CFE Scholarship Fund).

12.03 Non-Use of ACFE Marks and Report to Corporation: Upon dissolution, the Chapter shall destroy all letterhead, stationery, or other items bearing, in any form, the name "Association of Certified Fraud Examiners" or any other ACFE Marks, and the Chapter shall immediately and permanently cease to use, in any manner, the ACFE Marks for any purpose unless such use is approved in writing, in advance, by the Corporation. The Chapter shall also provide the Corporation with a list of Chapter members at the time of dissolution, a report detailing the distribution of the assets of the Chapter, and a copy of the Certificate of Dissolution issued by the state.

ARTICLE XIII: MISCELLANEOUS PROVISIONS

13.01 Chapter Handbook: The Chapter and its members, Executive Committee members, and directors agree to abide by the provisions of the Chapter Handbook and such other rules or regulations which may from time to time be instituted by the Corporation.

13.02 Meeting by Electronic Means: The Executive Committee, and any committee of the Chapter, may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can hear each other. The notice of a meeting by electronic means must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a meeting by electronic means constitutes presence of that person at the meeting.

13.03 Amendments to Bylaws: The Executive Committee may alter, amend, repeal, or enact new Bylaws, subject to the limitations of the articles of incorporation, these Bylaws, and the laws of the jurisdiction under which the Chapter operates. All amendments are subject to the written approval of the Corporation and no amendment shall be given effect until such approval has been granted.

13.04 Legal Construction: If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

13.05 Principal Office: The Principal of the Chapter shall be at a place designated by the Executive Committee.

13.06 Effective Date: These Bylaws shall be effective on the date they are adopted by the Executive Committee

CERTIFICATE OF SECRETARY

I, Vijay Srinivas Kothapalli, the undersigned, certify that I am the presently elected and acting Secretary of the Chapter, and the above Bylaws, consisting of 10 pages, are the Bylaws of the Hyderabad Chapter of the Association of Certified Fraud Examiners as adopted by the Extraordinary General Meeting on 21st January 2023 and replace any Bylaws adopted previous to this date.

Attest:

A handwritten signature in blue ink, appearing to read 'K. Srinivas', with a horizontal line drawn underneath it.

Secretary

Date: 21st January 2023