

Annex 2

ADDITIONAL BRANCH OPERATING PROCEDURES AND INTERPRETATIONS OF CERTAIN BYLAW PROVISIONS

The Board of Directors implements the following operating procedures and interpretations to supplement and clarify the aforesated Bylaws of the Chartered Institute of Arbitrators (North America), Inc.:

BRANCH TERRITORY

1. To conform to the actions of the Special Member's Board of Trustees, the definition of "Branch Territory" is clarified to exclude Canada and the New York metropolitan area, *i.e.*, rephrased to be "Cayman Islands, Mexico, and the United States of America except for the States of New York, Connecticut, and New Jersey."

REQUIRED OFFICERS AND COMMITTEES

2. Bylaw 34(1) shall be supplemented to provide explicitly for four vice chair positions and certain committees responsible for the Branch's essential functions, *i.e.*, to state, "The Board shall elect from its Members:
 - (i) a Chair;
 - (ii) a Vice Chair for Programs, whose duties shall include chairing the Branch's Program Committee, which Committee is to be composed of Members as well as Directors;
 - (iii) a Vice Chair for Communications, whose duties shall include chairing the Branch's Communications Committee, which Committee is to be composed of Members as well as Directors;
 - (iv) a Vice Chair for Membership, whose duties shall include chairing the Branch's Membership Committee, which Committee is to be composed of Members as well as Directors;
 - (v) a Vice Chair for Training, whose duties shall include chairing the Branch's Training Committee, which Committee is to be composed of Members as well as Directors;
 - (vi) a Secretary; and

- (vii) a Treasurer, whose duties shall include chairing the Branch’s Budget & Finance Committee, which Committee is to be composed of Members as well as Directors.

3. Bylaw 34 is supplemented to memorialize a delegation by the Board pursuant to Bylaw 37:

“(5) The Officers of the Board shall comprise the Executive Committee, which shall exercise the powers and authority of the Board during intervals between meetings of the Board and which shall be subject to the direction and control of the Board.”

LENGTH AND ROTATION OF DIRECTOR TERMS

4. To resolve ambiguity in interpretation as well as difficulties in insuring proportional rotation on the Board each year, Bylaws 30 (1)-(3) are to be interpreted as though stated thusly:

“ 30. (1) The election of Elected Directors shall occur at each Annual General Meeting.

(2) The terms of Elected Directors shall be three years, staggered so that one-third (or as close as possible to one-third if the number of Directors determined by the Board is not divisible by three) of the Elected Director seats are subject to election in successive years. If the Board determines the number of Elected Directors to be the maximum authorized by these Bylaws, that means that six, five, and five of the sixteen Elected Director seats are subject to election in successive years.

(3) [Reserved]”

5. To insure healthy turnover of Directors and encourage more expansive participation of Members in the leadership of the Branch, Bylaw 30(4) shall be applied as though the Branch has 500 or more Members, regardless of the actual number of Members, thus limiting Elected Directors to two (2) consecutive terms.

6. To preserve the premediated staggering of Director terms contemplated by the Bylaws, Bylaw 31(2) shall be interpreted as though stated thusly:

“31(2). The term of an individual appointed as a Director under Bylaw 31 shall be the remainder of the term of the Director who vacated the seat. The term of an individual appointed as a Director under Bylaw 31(1)(ii) shall expire at the next Annual General Meeting.”

YOUNG MEMBER GROUP SEAT ON BOARD OF DIRECTORS

7. To insure early-career representation on the Board and to acknowledge the Special Member’s treatment of a YMG as a *de facto* chapter of a host branch, Bylaws 28 and 30(9) shall be implemented as though they contained the following sentence: “Notwithstanding this or any

other provision of these Bylaws, one of the five Chapter Chair seats on the Board shall be reserved for and held by the chair of the Branch's Young Members Group."

METHOD OF CONDUCTING ELECTIONS AND VOTES OF THE MEMBERS

8. To clarify ambiguous language as well as to facilitate expeditious, efficient, and reliable administration of elections and other votes, any Bylaw which sets forth a mechanism for distributing, marking, returning, or casting ballots, or otherwise conducting votes of the Members or Directors, shall be deemed to authorize electronic ballots, electronic notices, and electronic transmission of votes.

ANNUAL MEETING AND BUDGET YEAR

9. The Branch shall operate on a calendar year for budgetary and financial purposes.
10. To enhance operational efficiencies and ensure smooth leadership transitions, the Branch shall conduct the election of Directors and Officers near the end of the Fourth Quarter of each year with their terms deemed to commence on January 1st, notwithstanding prior interpretation of certain language in Bylaws 11, 13, and 30(1) to require such elections closer to April 30. If the Special Member specifically instructs that the Branch's Annual General Meeting be held in April, the Branch shall conduct elections by means of a General Meeting near the end of the Fourth Quarter and shall hold an Annual General Meeting in April for all other purposes specified in the Bylaws.

GENDER NEUTRAL TITLES

11. Wherever stated in the Bylaws, "Chairman" and "Vice Chairman" shall be read as "Chair" and "Vice Chair," respectively, and the latter terms and their plural forms shall be used in the Branch's correspondence, internal communications, and public communications and marketing.

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