**CHANCELLOR**

**POLICY: A Policies and Procedures Manual, subject to the approval of the Council, will be maintained and will contain adequate instructions to insure consistent compliance with both the letter and the intent of the Society’s Bylaws.**

**REFERENCE based on the current ACGS Bylaws (2024) state:**

**Article III: Governing Documents**

Section B: Bylaws Amendments and Policies and Procedures Manual Revisions

Subsection 1(c): The Chancellor will submit written comments on any proposed amendment(s) to the Scribe for distribution to the Council no later than sixty (60) days prior to the Annual General Meeting.

Subsection 1(d): The Council will review the proposed amendment(s) and the comments of the Chancellor and will, by majority vote at a Council Meeting at which there is a quorum, no later than thirty (30) days prior to the Annual General Meeting:

1) Recommend accepting the proposed amendment(s);

2) Recommend rejecting the proposed amendment(s) in whole or in part; or

3) Recommend accepting the proposed amendment(s) with revisions.

Subsection 1(e): The Scribe will submit the proposed amendment(s) with the recommendation(s) of Council and the comments of the Chancellor, for prompt posting by the Webmaster on the Society's website; notify members in good standing; submit the proposed amendment(s) to a vote of the General Assembly at the annual General Meeting, if it is in session, or, if not in session, at the next Annual General Meeting.

Subsection 2: Revisions to the Policies and Procedure

Subsection 2(c): Those persons potentially affected, the Chancellor and other members of Council may submit written comments regarding the proposed revisions to the Council, as necessary, within thirty (30) days of receipt.

Section C: Parliamentary Procedure: Subsection 1: Procedural Rules: In all matters not covered by the Bylaws or the Policies and Procedures Manual, the Society will consult Robert’s Rules of Order, as revised from time to time, if considered helpful. The Chancellor, if present, will serve as parliamentarian at the Society’s meetings. If the Chancellor is not in attendance, the presiding officer at such meeting may appoint a parliamentarian for such meeting.

**Article IV: Organization, Indemnification**

Section A: Organization:

Subsection 2: Members of the Society will comply with these Bylaws and perform their duties in accordance with the Society’s governing documents and applicable laws. No member of the Society will receive any salary or compensation from the Society other than reimbursement for out-of-pocket expenses.

Section B: Indemnification

Subsection 1: The Society will, to the fullest extent permitted by law, indemnify each person who serves at any time as a Council member, officer, trustee or other official of the Society against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, incurred or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification will be provided for any such person with respect to any proceeding initiated by such person against the Society, a Council member, an officer, a trustee or another official of the Society or any matter as to which he or she will have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Society; and further provided that any compromise or settlement payment will be approved by a majority vote of the Council members at a meeting at which a quorum is present. The indemnification provided hereunder will inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article IV, Section B will be in addition to and not exclusive of all other rights to which any person may be entitled.

Subsection 2: This Article IV, Section B constitutes a contract between the Society and the indemnified Council members, officers, trustees and other officials of the Society. No amendment or repeal of the provisions of this Article IV, Section B that adversely affects the right of an indemnified Council member, officer, trustee or other official under this Article IV, Section B will apply to such Council member, officer, trustee or other official with respect to those acts or omissions that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

**Article VIII: Officers and Officials**

Section B, Subsection 1, Elected Officials: The officers and Council members of the Society elected by the General Assembly will be: Chieftain, Ranking Deputy Chieftain, Scribe, Registrar, Treasurer and Chancellor.

Section C: Council: There will be a Council consisting of the Chieftain, Ranking Deputy Chieftain, Assistant Chieftain (non-voting), Scribe, Registrar, Treasurer, Chancellor, Immediate past Chieftain and three (3) appointed At-Large Council members.

Section I: Chancellor: The Chancellor will be a lawyer duly admitted to practice his or her profession. The Chancellor will be elected to an initial term of office of two (2) years with subsequent terms of office of one (1) year. The Chancellor will provide advice to the Society with respect to the Bylaws and other issues as requested by the Society, the Council, or any other official of the Society or as he or she otherwise deems appropriate. The Chancellor will be the parliamentarian of the Society and will rule on all questions of parliamentary procedure at the Society’s meetings in accordance with Robert’s Rules of Order. If the Chancellor is not in attendance at a meeting, the presiding officer may appoint a parliamentarian to serve at such meeting.

Section L: Time for Holding Office: The term of office for each Council member, officer and other officials will commence with the adjournment of the Gathering at which he or she is elected or appointed, except for Area Deputy Chieftains, whose terms of office will commence on January 1 of the year following the Gathering at which they were appointed and end on the third annual December 31.

**PROCEDURE:**

*Legal Advice:* Providing legal advice is by its nature primarily, although not exclusively, reactive in nature. The Chancellor will:

* Respond to legal questions relating to the business of the Society or any of the special funds, as posed by an officer of the Society or by a trustee of a special fund (including performing or arranging for any necessary research).
* Draft any necessary legal documents, as requested by the Council or by an officer of the Society or trustee of a special fund, including By-Law revisions and resolutions relating to the adoption thereof by the Society.
* Review any contracts or other legal documents relating to the business of the Society or any special fund upon the request of an officer of the Society or trustee of a special fund.
* Raise on his or her own initiative any legal issues potentially affecting the interests of the Society or any special fund that come to his/her attention.
* Upon leaving the position, the Chancellor will transfer all records, documents and other items to the succeeding officer in a timely manner to ensure continuity and integrity of the position for the Society.

*Parliamentarian:* The parliamentarian will:

* Attend the Council meetings and the General Membership Meeting at each Gathering.
* Rule upon any question relating to proper parliamentary procedure posed by any attendee at the related meeting.
* Raise on his/her own initiative points of order as necessary.

*Society Support for the Chancellor:*

* The Chancellor will be provided with a current copy of the Society By-Laws and amendments.
* The Chancellor will be provided with a current listing of the Society officials (elected or appointed) including committee members along with their contact information.
* The Chieftain will encourage any official of the Society to respond promptly to inquiries from the Chancellor on issues affecting the wellbeing of the society.
* The officers and Council members of the Society will carry out timely communication of Society business that requires action by the Chancellor.

APPROVED

Approved by ACGS Council and AGM September 2022

Periodic review by ACGS Council: 2025