

# Bylaws of the California Association of Resource Specialists and Special Education Teachers

A California nonprofit Mutual Benefit Corporation

## ARTICLE I NAME

The name of this corporation shall be CALIFORNIA ASSOCIATION OF RESOURCE SPECIALISTS AND SPECIAL EDUCATION TEACHERS.

## ARTICLE II IDENTIFICATION

This nonprofit organization has been established by written Articles of Incorporation filed with the Secretary of State of the State of California, with the name California Association of Resource Specialists and Special Education Teachers, and is hereby known as CARS+.

## ARTICLE III OFFICES

### Section 1. PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation ("principal executive office") is located at P.O. Box 161417, Sacramento, CA 95816. The Board of Directors may change the principal office from one location to another. Any change of this location shall be noted by the secretary on these bylaws opposite this section or this section may be amended to state the new location.

### Section 2. OTHER OFFICES

The Board of Directors may at any time establish a branch or subordinate offices at any place where the corporation is qualified to do business.

## ARTICLE IV OBJECTIVES AND PURPOSES

The objectives of this corporation shall be:

- I. To take those actions considered appropriate to the establishment of professional standards and statewide practices affecting Resource Specialists, teachers holding a Special Education Specialist credential, and special needs students;
- II. To provide members with an exchange of information about exemplary statewide practices as relates to the California Master Plan for Special Education; and
- III. To promote professional growth and development of Resource Specialists and teachers holding a Special Education Specialist credential, as well as the educational growth and development of special needs students.

## ARTICLE V FISCAL YEAR

The fiscal year shall be defined as the period of time between April first (1) and the following March thirty-first (31) inclusive.

## ARTICLE VI MEMBERSHIP

### Section 1. QUALIFICATIONS

There shall be two classes of membership in this corporation: active and associative. Subject to the qualifications set forth below, any person dedicated to the purposes of this corporation shall be eligible for membership

upon receipt of his or her application and payment of such dues as may from time to time be fixed by the Board of Directors. Other benefits for each level of membership to be established by the Board of Directors.

(a) **Active Membership.** Active members shall be a certificated individual who is currently a Resource Specialist, a Special Education Teacher, or other specialist who works with teachers and special education students in an educational setting. Resource Specialists/Special Education Teachers on a one-year leave of absence, non-specialist assignment, administration or study, retain their right to active membership for one year. Resource Specialists and Special Education Teachers may retain active membership status for five years after retirement.

Rights and privileges of active membership shall include but not be limited to the right to vote, to attend meetings, to voice opinions, to make motions, to hold elected and appointed office, to serve on committees, and to receive all publications and services of the Association.

(b) **Associate Membership.** Associate members shall be administrators, other professional educators (including educational therapists, psychologists and speech and language therapists, and retired teachers), Special Education credential candidates, not in paid teaching assignment, parents, and paraprofessionals as well as all others who support the goals and purposes of CARS+.

Associate members may not vote or hold office at state level or as president of a chapter. They may be elected to other chapter offices, as long as a majority of chapter officers elected are Active members and chapter bylaws permit Associate members to hold chapter office. Associate members shall receive the Association Newsletter.

### Section 2. FEES, DUES, AND ASSESSMENTS

Each member in good standing must pay, within the time and on the conditions set by the Board of Directors, the annual dues in amounts to be fixed from time to time by the Board of Directors. The Board of Directors may, at its discretion, set different dues for each class.

Annual dues shall be payable on the anniversary of the member's application for membership in the Association. All dues shall be received as per the direction of the corporation's treasurer.

### Section 3. TERMINATION OF MEMBERSHIP

(a) **Causes of Termination.** The membership of any member shall terminate upon occurrence of any of the following events:

- I. The resignation of the member;
- II. Expiration of the period of membership, unless the member renews sooner for subsequent period, on the renewal terms set by the Board of Directors;
- III. The occurrence of any event which renders such member ineligible for membership provided that termination for such cause shall take effect only upon expiration of the period (not to exceed one year) for which such member's current membership runs;
- IV. The determination by the Board of Directors or a committee designated to make such determination that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the interests of the corporation; and
- V. The nonpayment of dues.

**(b) Procedure for Expulsion.** Following the determination that a member should be expelled under subparagraph (iv) above, the following procedures shall be implemented:

- I. A notice shall be sent by prepaid, first-class, or registered mail to the most recent address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
- II. The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five (5) days before the effective date of the proposed expulsion. The hearing will be held by a special member expulsion committee composed of not fewer than three Board of Directors appointed by the president. The notice to the member of his or her proposed expulsion shall state the cause, the date, time and place of the hearing on his or her proposed expulsion.
- III. Following the hearing, the expulsion committee shall decide whether or not the member shall in fact be expelled, suspended, or sanctioned in some other way. The decision of the committee shall be final.
- IV. Any person expelled from the corporation shall receive a refund of dues or assessments already paid. The refund shall be prorated to return only the unaccredited balance remaining for the period of the dues payment.

#### **Section 4. PROHIBITION AGAINST DISCRIMINATION**

The rights to any privileges of membership in CARS+ shall not be abridged in any way because of age, sex, race, disability, ethnic group, creed, color, marital status, national origin, or sexual orientation.

### **ARTICLE VII MEETING OF MEMBERS**

#### **Section 1. PLACE OF MEETING**

Meetings of the general membership shall be held at any place designated by the Board of Directors. In the absence of any such designation, members' meetings shall be held at the principal executive office of the corporation.

#### **Section 2. ANNUAL MEETING**

The annual meeting of members shall be held on the last weekend of January or any weekend in February unless the Board of Directors fixes another date and so notifies the members as provided in Section 4 of this Article VII.

#### **Section 3. SPECIAL MEETING**

**(a) Authorized Persons Who May Call.** A special meeting of the members may be called at any time by any of the following: The Board of Directors, the president, or upon written request of thirty-four percent (34%) of the voting general membership.

**(b) Calling Meetings by Members.** If a special meeting is called by members other than the president, the request shall be submitted by such members in writing, specifying the nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the president, or the president-elect, or the secretary of the corporation. The officer receiving the request shall cause notice to be promptly given to the members entitled to vote, in accordance with the provisions of Section 4 of this Article VII, that a meeting will be held, and the date for such meeting, which date shall be not less than thirty-five (35) nor more than ninety (90) days following the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the person requesting the meeting may give notice in accordance with the provisions of Section 4 of this Article VII. Nothing contained in this subsection shall be constructed as limiting, fixing, or affecting the time when a meeting of members may be held when the meeting is called by action of the Board of Directors.

#### **Section 4. NOTICE OF MEMBERS' MEETINGS**

**(a) General Notice Contents.** All notices of meetings of members shall be sent or otherwise given in accordance with subsection (c) of this Article VII not less than ten (10) nor more than sixty (60) days before the date of the meeting. The notice shall specify the place, date and hour of the meeting, and

- I. In the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted, or
- II. In the case of the annual meeting, those matters which the Board of Directors at the time of giving the notice, intends to present for action by the members.

**(b) Notice of Certain Agenda Items.** If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):

- I. Removing a member of the Board of Directors without cause;
- II. Filling vacancies on the Board of Directors by the members;
- III. Amending the articles of incorporation
- IV. Approving a contract or transaction in which a member of the Board of Directors has a material financial interest;
- V. Approving a plan of distribution of assets, other than cash, in liquidation when the corporation has more than one class of membership outstanding.

**(c) Manner of Giving Notice.** Notice of any meeting of members shall be given either personally or by prepaid mail, telegraphic or other written communication, charges prepaid, addressed to each member either at the address of that member appearing on the books of the corporation or the address given by the member to the corporation for the purpose of notice. If not address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegraph or other means of written communication.

**(d) Affidavit of Mailing Notice.** An affidavit of the mailing or other means of giving any notice of any members' meeting may be executed by the secretary, assistant secretary, or any transfer agent of the corporation giving the notice and if so executed, shall be filed and maintained in the minute book of the corporation.

#### **Section 5. QUORUM**

**(a) Percentage Required.** Fifteen percent (15%) of the voting members shall constitute a quorum for the transaction of business at a meeting of the members, provided that the requirements of section 7512(b) of the Corporations Code are met.

**(b) Loss of a Quorum.** The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

#### **Section 6. ADJOURNED MEETING**

Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting in person; but in the absence of a quorum, not other business may be transacted at that meeting except as provided by this Article.

#### **Section 7. VOTING AT MEETINGS**

**(a) Eligibility to Vote.** Persons entitled to vote at any meeting of members shall be active members thirty (30) days prior to the opening of the meeting, subject to the provisions of the California Nonprofit Corporation Law.

**(b) Manner of Casting Votes.** Voting may be by voice or ballot. Votes will be by qualified members present at the time of voting except for the election of officers and directors, which votes shall be written ballot pursuant to Article VIII.

## Section 8. WAIVER OF NOTICE OR CONSENT BY ABSENT MEMBERS

(a) **Written Waiver or Consent.** The transactions of any meeting of members, either annual or special, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present in person and if, either before or after the meeting, each person entitled to vote, who was not present in person, signs a written waiver of notice or a consent to a holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or special meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 4(b) of Article VII, the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(b) **Waivers by Attendance.** Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

## Section 9. ACTION BY WRITTEN CONSENT WITHOUT A MEETING

(a) **General.** Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice upon compliance with the provisions of this section.

(b) **Solicitation of Written Ballots.** The corporation shall distribute one written ballot to each member entitled to vote; such ballots shall be mailed or delivered in the manner required by Section 4 of Article VII for giving notice of special meetings. All solicitation of votes by ballot shall:

- I. Indicate the number of responses needed to meet the quorum requirement;
- II. State the percentage of approvals necessary to pass the measure(s); and
- III. Specify the time by which the ballot must be received in order to be counted.
- IV. Each ballot so distributed shall:
  - a) Set forth the proposed action; and
  - b) Provide the members and opportunity to specify approval or disapproval of each proposal, if more than one proposal is set forth.

(c) **Quorum: Majority.** Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(d) **Revocation.** No written ballot may be revoked after delivery to the corporation or deposit in the mails, whichever first occurs.

(e) **Filing.** All such written ballots shall be filed with the secretary of the corporation and maintained in the corporate records for one year following the election.

(f) **Effect of Noncompliance.** Failure to comply with this section shall not invalidate any corporate action taken, but may be the basis for challenging any written ballot, and any member may petition the Superior Court of California to compel compliance with the provisions of the Law.

## Section 10. NO PROXIES

There shall be no proxies permitted to vote.

## Section 11. VOTING OF CLASSES

Each active member present shall be entitled to cast one vote on all matters submitted to a vote of the members.

## ARTICLE VIII ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS

### Section 1. NOMINATIONS AND SOLICITATIONS FOR VOTES

(a) **Nominating Committee.** The president shall appoint a committee to select qualified candidates for election to the Board of Directors as least one hundred twenty (120) days before the date of any election of the Board of Directors. The Nominating Committee shall make its report to the Board of Directors at least ninety (90) days before the date of the elections, and the secretary shall cause to be forwarded to each member, with the notice of meeting required by Article VII, Section 4, a list of candidates nominated by office.

(b) **Nominations by Members.** Members representing two percent (2%) of the active membership may nominate candidates for the Board or Directors by a petition which must be received by the secretary before the sixtieth (60<sup>th</sup>) day preceding such election. On timely receipt of a petition signed by the required number of members, the secretary shall cause the names of the candidates named on it to be placed on the ballot along with those candidates named by the Nominating Committee.

(c) **Solicitation of Votes.** If more people are nominated for the Board of Directors than can be elected, the election shall take place by means of a procedure that allows all nominees a reasonable opportunity to solicit votes and all members a reasonable opportunity to choose among nominees. If after the close of nominations the number of people nominated for the Board of Directors is not more than the number of directors to be elected, the Board of Directors may without further action declare that the nominated and qualified be elected have been elected.

(d) **Eligibility to Vote.** Persons entitled to vote by written ballot for the election of officers and directors in contested elections shall be active members thirty (30) days prior to the opening of the annual meeting and pursuant to Article VIII, Section 1 (e).

(e) **Ballots for Contested Elections.** At least thirty (30) days prior to the annual meeting, the Secretary shall cause to be mailed to each active member a printed ballot with the names of all persons nominated by the Nominating Committee and by petition by members for the office of Director, designed as such nominated for the offices of president-elect, secretary and treasurer as provided in Article XI, below. Each ballot must be returned or postmarked at least ten (10) days prior to the annual meeting. The Board of Directors shall adopt a procedure to guarantee that ballots submitted by mail shall be secret, after guaranteeing that the ballot is submitted by an active member entitled to vote.

(f) **Publications.** Without limiting the generality of the foregoing, if the corporation now or hereafter publishes, owns or controls and magazine, newsletter, or other publication, and publishes material in the publication soliciting voters for any nominee for Board of Directors, it shall make available to all other nominees, in the same issue of the publication, an equal amount of space, with equal prominence, to be used by the nominee for that purpose reasonably related to the election. Material must be received by the secretary prior to the announced publication deadline.

(g) **Mailing Election Material.** On written request by any nominee for election to the Board of Directors and accompanying payment of the reasonable costs of mailing (including postage), the corporation shall, within ten business days after the request (provided payment has been made), mail to all members, or such portion of them as the nominee may reasonably specify any material that the nominee may furnish and that is reasonably related to the election, unless the corporation within five business days after the request allows the nominee, at the corporation's option, the right to do either of the following:

- I. Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested; or

- II. Obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Board of Directors, as of the most recent record date specified by the member subsequent to the date of demand. The general membership list shall be made available on or before the later of ten business days after the demand is received or after the date specified in it s the date by which the list is to be compiled.

**(h) Refusal to Publish or Mail Material.** The corporation may not decline to publish or mail material that is otherwise required hereby to publish or mail on behalf of any nominee, on the basis of the content material, excepts that the corporation or any of its agents, officers, directors, or employees may seek and comply with an order of the Superior Court of California allowing them to delete material that the court finds will expose the moving party to liability.

**(i) Use of Corporate Funds to Support Nominee.** Without authorization of the Board of Directors, no corporate funds may be expended to support any nominee.

## Section 2. REGION DIRECTORS

(a) Region Directors represent and serve their respective regions as defined by the CARS+ Region map approved by the Board of Directors. They serve as liaison between chapters and localities, and the Board of Directors.

(b) Each of the state regions shall elect their own director to serve on the Board of Directors. Such candidates must live in or work in the region he/she seeks to represent.

(c) Members of a region may nominate a member for Region Director by submitting a petition signed by at least two percent (2%) of the members in that region. Such petition shall be submitted to the secretary at least sixty (60) days prior to the annual meeting.

## Section 3. VOTE REQUIRED TO ELECT BOARD OF DIRECTORS

Candidates receiving the highest number of votes shall be elected as members of the Board of Directors.

# ARTICLE IX BOARD OF DIRECTORS Section 1. COMPOSITION

The Board of Directors shall consist of all elected officers, all officers appointed by the Board of Directors under Article XI, Section 3 and designated as a director by the Board of Directors, and all Region Directors.

## Section 2. POWERS

(a) Powers, Duties, and Functions. The Board of Directors shall exercise all of the business and organizational powers and duties for the Association as prescribed by the provisions of the California Nonprofit Corporation Laws, the Articles of Incorporation, these Bylaws, and Roberts' Rules of Order and subject to policies adopted by the Board of Directors. All contracts entered into under the name of the Association shall be subject to approval or prior approval with guidelines b the Board of Directors.

**(b) Specific Powers.** Without prejudice to these general powers, and subject to the same limitations, the Board of Directors shall have the power to:

- I. Remove officers and directors subject to Article XI, Section 4, select and remove all, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix the compensation of all officers, agents and employees of the corporation except that the compensation of any officer may not be reduced during his or her term or office.
- II. Change the principal executive office of the principal business office in the Sate of California from one location to another; cause the corporation to be qualified to do business in any

other state, territory, dependency, or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any members' meeting or meetings, including annual meeting.

III. Adopt, make, and use a corporate seal; prescribed the forms of membership certificates; and alter the form of the seal and certificate.

IV. Fill vacancies on the Board of Directors.

## Section 3. NUMBER AND QUALIFICATIONS OF DIRECTORS

(a) The authorized number of directors shall be 5-17.

(b) All officers must maintain Active membership throughout their term of office.

(c) Each region shall have one (1) vote on the Board of Directors.

## Section 4. TERM OF OFFICE AND ELECTION OF BOARD OF DIRECTORS

The term of office for the president and president-elect shall be two years. The term of office for all other members of the Board of Directors shall be one year. Directors shall be elected annually in accordance with Article VIII to hold office until the next annual meeting. However, if any annual meeting is not held or the Board of Directors are not elected by the time of any annual meeting, they may be elected of installed at any special members' meeting, held for that purpose. Each Board of Director, including a director elected or appointed to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected. The Legislative Directors' appointed term of office is, however, November first (1) to October thirty-first (31).

## Section 5. VACANCIES

**(a) Events Causing Vacancy.** A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following:

- I. The death, resignation, or removal of any director, or
- II. The declaration by resolution of the Board of Directors of a vacancy of the office of a director who has been declared of unsound mind by and order of court or convicted of a felony or has been found by final order judgment of any court to have breached a duty under Corporations Code section 7230 and following of the California Nonprofit Corporation Law.

**(b) Resignations.** Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the president, the secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation for a director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

**(c) Vacancies Filled by Members.** The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the Board of Directors.

**(d) No Vacancy on Reduction of Number of Board of Directors.** No reduction of the authorized number of Board of Directors shall have the effect of removing any director before that director's term of office expires.

## Section 6. PLACE OF MEETINGS OF BOARD OF DIRECTORS; MEETINGS BY TELEPHONE

Regular meetings of the Board of Directors may be held at any place within the State of California that has been designated from time to time by resolution of the Board of Directors. There shall be at least two (2) regular meetings held each year. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board of Directors shall be held at any place within the State of California that has been designated in the notice of the meeting or, if not stated in the above provisions of this Section 6, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board of Directors members, either before or after the

meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

### Section 7. ANNUAL MEETING

Immediately following each annual meeting of members, the Board of Directors shall hold a regular meeting for the purpose of organization, approval of appointed directors, and the transaction of other business. Notice of this meeting shall not be required.

### Section 8. OTHER MEETINGS

Other regular meetings of the Board of Directors shall be held at such times as shall from time to time be fixed by the Board of Directors. Such regular meetings may be held without additional notice.

### Section 9. SPECIAL MEETINGS

**(a) Authority to Call.** Special meetings of the Board of Directors for any purpose may be called at any time by the president, or the president-elect, the secretary, or any two directors.

**(b) Notice.**

- I. **Manner of Giving.** Notice of the time and place of special meetings shall be given to each member of the Board of Directors by one of the following methods:
  - (A) By personal delivery or written notice;
  - (B) By first-class mail, postage paid;
  - (C) By telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or
  - (D) By telegram, charges prepaid; or
  - (E) Other electronic communication.

All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.

- II. **Time Requirements.** Notices sent by first class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned or given to the telegraph company at least 48 hours before the time set for the meeting.
- III. **Notice Contents.** The notice shall state the time and place for the meeting. However, it need not specify the purpose of meeting, or the place of the meeting; if it is to be held at the principal executive office of the corporation.

### Section 10. QUORUM

A majority of the authorized number of Board of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 12 of this Article IX. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to

- I. Approval of contracts or transactions in which a director has a direct or indirect material financial interest;
- II. Appointment of committees, and
- III. Indemnification of directors.

A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

### Section 11. WAIVER OF NOTICE

The transaction of any meeting of the Board of Directors however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if

- I. A quorum is present, and
- II. Either before or after the meeting, each of the directors or not present signs a written waiver of notice and a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at commencement about the lack of adequate notice.

### Section 12. ADJOURNMENT

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

### Section 13. NOTICE OF ADJOURNMENT

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

### Section 14. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Legislative issues recommended by the legislative Committee may be adopted by the Board of Directors without a meeting if two-thirds (2/3) of the Board of Directors votes in the affirmative in writing or by phone.

### Section 15. FEES AND COMPENSATION OF THE BOARD OF DIRECTORS

Board of Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable.

## ARTICLE X COMMITTEES

### Section 1. COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board of Directors. Any committee, to the extent provided in the resolution of the Board of Directors, shall have all the authority of the Board of Directors, except that no committee, regardless of Board or Directors resolution, may:

- I. Take any final action on matters which, under the Nonprofit Corporation Law of California, also requires members' approval of a majority of all the members;
- II. Fill vacancies on the Board of Directors or any committee which has the authority of the Board of Directors;
- III. Fix compensation of the directors for serving on the Board of Directors or on any committee;
- IV. Amend or repeal bylaws or adopt new bylaws;
- V. Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- VI. Appoint any other committees of the Board of Directors or the members of these committees;

- VII. Expend corporate funds to support a nominee for Board of Director after there are more people nominated for a specific position than can be elected;
- VIII. Approve any transaction
  - (A) To which the corporation is a party and one or more directors have a material financial interest; or
  - (B) Between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

## Section 2. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article IX of these bylaws, concerning meetings of the Board of Directors, with such changes in the context of these bylaws as are necessary to substitute the committee and its members for the Board of Directors and its member, except that the time for regular meetings of the committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

## ARTICLE XI OFFICERS

### Section 1. OFFICERS

The officers of the corporation shall be a president, a president-elect, a past president, a secretary, and a treasurer. The corporation may also have, at the discretion of the Board of Directors, one or more vice-presidents, one or more assistant secretaries, or one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article XI.

### Section 2. ELECTION OF OFFICERS

The officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article XI, shall be chosen by the members and shall be on the Board of Directors. President and President-elect, previously elected shall succeed to office of Past President and President, respectively.

### Section 3. OTHER OFFICERS

The Board of Directors may appoint, and may authorize the president or other officer to appoint any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined from time to time by the Board of Directors.

### Section 4. REMOVAL OF OFFICERS

- (a) Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with cause, by a two-thirds (2/3) vote of the Board of Directors, at any regular or special meeting of the Board of Directors. If the president-elect is removed from office, he or she does not become president or past president. If the president is removed from office, he or she does not become past president.
- (b) Subject to the rights, if any, of an officer under any contract of employment, any appointed director may be removed, with cause, by the Board of Directors.

### Section 5. RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at

any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. If the president-elect resigns, he or she shall not become president or past president.

## Section 6. VACANCIES IN OFFICES

- (a) If a vacancy occurs in the office of President because of death, resignation, removal, disqualification, or any other cause, the office of President shall be filled pursuant to Article XI, Sections 2 and 7 (b).
- (b) A vacancy in any other office because of death, resignation, removal, disqualification, or any other cause may be filled by appointment by the Board of Directors for the remainder of the existing term.
- (c) A special election may be conducted to fill a vacancy, if approved by a two-thirds (2/3) vote of the Board of Directors.

## Section 7. RESPONSIBILITIES OF OFFICERS

**(a) President.** The president shall, subject to the control of the Board of Directors, generally supervise, direct, and coordinate the business, employees, and the officers of the corporation. He or she shall preside at all meetings of the members and at all meetings of the Board of Directors. He or she shall have such other powers and duties as may be prescribed by the Board of Directors or the bylaws.

The president or designee shall attend to the following:

- I. **Renewal Dues:** shall prepare the annual statement of renewal of dues, and mail the statement to members no later than thirty (30) days prior to the anniversary date of each member.
- II. **General Membership Records:** shall keep, or cause to be kept, at the principle executive office, as determined by resolution of the Board of Directors, a record of the corporation's members, showing the names of all members, their addresses, and the class of membership held by each.

**(b) President-elect:** In the absence of or incapacity to serve as the president, the president-elect shall perform all the duties of the president, and when so acting shall have all of the powers of, and be subject to all the restrictions upon, the president. The president-elect shall have such other powers and perform such other duties the from time to time may be prescribed for his or her by the Board of Directors. The president-elect shall succeed to the office of president upon the expiration of the president's term of office or his or her resignation or removal from office.

**(c) Vice-presidents:** In the absence or disability of the president and the president-elect, the vice-presidents, if any, in order of their rank as fixed by the Board of Directors, or if not ranked, a vice-president designated by the Board of Directors shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restriction upon, the president. The vice-presidents shall have such other powers and perform such other duties that from time to time may be prescribed for them respectively by the Board of Directors.

**(d) Secretary:** The secretary shall attend to the following:

- I. **Book of Minutes.** The secretary shall keep or cause to be kept, at the principle executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of the Board of Directors, committees of directors, and members, with the time and place of holding whether regular or special, and if special, how authorized, the notice given, the names of those present at such meetings, and the number of members present or represented at members' meetings, and the proceedings of such meetings.

- II. **Notices, Seal and Other Duties.** The secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the bylaws to be given. He or she shall keep the seal of the corporation in safe custody. He or she shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.

**(e) Treasurer:** The treasurer shall attend to the following:

- I. **Books of Account.** The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by a director at all reasonable times.
- II. **Deposits and Disbursement of Money and Valuables.** The treasurer shall cause to be deposited all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors; shall distribute funds of the corporation as may be ordered by the Board of Directors; shall render to the president and the Board of Directors, whenever they request it; an account of all his or her transactions as treasurer and of the financial condition of the corporation; and shall have other powers and duties as may be prescribed by the Board of Directors or the bylaws.
- III. **Bond.** If required by the Board of Directors, the treasurer shall give the corporation a bond, the cost of which is paid by the corporation, in the amount and with the surety or sureties specified by the Board of Directors for faithful performance of the duties of his or her office and for restoration to the corporation of all its books, papers, possessions under his or her control on his or her death, resignation, retirement, or removal from office.
- IV. **Budget.** The treasurer shall prepare an annual budget to be presented at the annual meeting of the membership.

## ARTICLE XII INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

### Section 1. DEFINITIONS

For the purpose of this Article,

- (a) **"Agent"** means any person who is or was a Board of Director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a Board of Director, officer, employee, or agent or another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Board of Director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation;
- (b) **"Proceeding"** means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- (c) **"Expenses"** includes, without limitation, all attorneys' fees, costs, and any other expenses incurred in the defense of any claims of proceedings against an agent by reason of his or her position or relationship as agent and all attorney's fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

### Section 2. SUCCESSFUL DEFENSE BY AGNET

To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent settles any such claim or sustains a judgment rendered against him or her, then the provisions of Section 3 through 5 shall determine whether the agent is entitled to indemnification.

### Section 3. ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION

Subject to the required findings to be made pursuant to Section 5, below, this corporation shall indemnify any person who was or is a party, or is

threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of the California Corporations Code section 5233, or by the Attorney General for any breach of duty related to assets held in charitable trust, be reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

### Section 4. ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION

(a) **Claims Settled Out of court.** If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition for any expenses incurred in defending against the proceeding unless it is settled with the approval of the Attorney General.

(b) **Claims and Suits Awarded Against Agent.** This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

- I. The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section; and
- II. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses. Incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

### Section 5. DETERMINATION OF AGENT'S GOOD FAITH CONDUCT

The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

(a) **Required Standard of conduct.** The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he or she believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he or she reasonably believed to be in the best interest of this corporation or that he or she had reasonable cause or believe that his or her conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his or her conduct was unlawful.

(b) **Manner of Determination of Good Faith Conduct.** The determination that the agent did act in a manner complying with paragraph (a) above shall be made by:

- I. The Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or
- II. The affirmative vote (or written ballot in accord with Article VII, Section 9) of a majority of the votes represented and voting at a duly held meeting of members at which a quorum is present (which affirmative votes also constitute a majority of the required quorum); or
- III. In court in which the proceeding is or was pending. Such determination may be made on application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application

by the agent, attorney, or other person is opposed by this corporation.

### **Section 6. LIMITATIONS**

No indemnification or advance shall be made under this Article, except as provided in Sections 2 and 5 (b) (III), in any circumstance when it appears:

- (a) That the indemnification or advance would be inconsistent with the provision of the articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification;
- (b) that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

### **Section 7. ADVANCE OF EXPENSES**

Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advances unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

### **Section 8. CONTRACTUAL RIGHTS OF NON DIRECTORS AND NON OFFICERS**

Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

### **Section 9. INSURANCE**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the agent in which capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section.

## **ARTICLE XIII RECORDS AND REPORT**

### **Section 1. MAINTENANCE OF CORPORATE RECORDS.**

The corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Minutes in written form of the proceedings of its member, Board of Directors, and committees of the Board of Directors;
- (c) A record on its members, giving their names and addresses and the class of membership held by each. All such records shall be kept at the corporation's principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state.
- (d) Archives are to be maintained at a location designated by the president and secretary.

### **Section 2. MEMBERS' INSPECTION RIGHTS**

- (a) Any member of the corporation may:
  - I. Subject to section (d) below, inspect and copy the records of members' names and addresses and voting rights during usual business hours on five days' prior written demand on the corporation, stating the purpose for which the inspection rights are requested, or
  - II. Obtain from the secretary of the corporation, on written demand and on the tender of the secretary's usual charges for such a list, if any, a list of names and addresses of members who are entitled to vote for the election of directors, and their voting rights, as the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of demand. The demand shall state the purpose

for which the list is requested. This list shall be made available to any such member by the secretary on or before the later of ten (10) days after the demand is received or the date specified in it as the date by which the list is to be compiled.

- (b) Any member of the corporation may inspect the accounting books and records and minutes of the proceedings of the members, the Board of Directors and committees of the Board of Directors, at any reasonable time, for a purpose reasonably related to such person's interest as a member.
- (c) Any inspection and copying under this section may be made in person or by an agent or attorney of the member, and the right of inspection includes the right to copy and make extracts.
- (d) The corporation may, within ten (10) business days after receiving a demand under subdivision (a) of the California Corporations code section 8330, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made under subdivision (a) of the California Corporations code section 8330 shall be deemed a reasonable alternative, unless within things which it offered to do. Any rejection of the offer shall be in writing and meet the proper purpose of the demand made pursuant to subdivision (a) of the California Corporations Code section 8330.

### **Section 3. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS**

The corporation shall keep at its principal executive office the original or a copy of the articles and bylaws as amended to date, which shall be open to inspection by the member's at all reasonable times during office hours.

### **Section 4. INSPECTION BY BOARD OF DIRECTORS**

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney.

### **Section 5. ANNUAL REPORT TO MEMBERS**

(a) Not later than one hundred twenty (120) days after the close of the corporation's fiscal year, the Board of Directors shall cause an annual report to be sent to members. Said report shall contain the following information in reasonable detail:

- I. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- II. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- III. The revenue or receipts of the corporation both unrestricted and restricted to particular purposes, for the fiscal year.
- IV. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- V. Any information required by Section 6 of this Article.

(b) The report required by this Section shall be accompanied by any report thereon of independent accountants, or, if there is no such report, by the certificate of an authorized officer of the corporation that such statement were prepared without audit from the books and records of the corporation.

### **Section 6. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS**

No later than the time the corporation gives its annual report, if any, to the members, and in event no later than one hundred twenty

(120) days after the close of the corporation's fiscal year, the corporation shall prepare and mail or deliver to each member a statement of the amount and circumstances of any transaction or indemnification of the following kind:

(a) Any transaction(s) in which the corporation, its parent or subsidiary was a party, and in which either of the following had a direct or indirect financial interest:

- I. Any director or officer of the corporation, its parent or subsidiary (a mere common directorship shall not be considered such) and interest; or
- II. Any holder of more than 10% of the voting power of the corporation, its parent or its subsidiary; if such transaction involved over \$40,000, or was one of a number of transactions with the same person involving in the aggregate, over \$40,000.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation pursuant to Article XII hereof, unless such indemnification has already been approved by the members pursuant to Section 5 (b) (II) of Article XII.

## **ARTICLE XIV CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporations Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

## **ARTICLE XV AMENDMENTS**

### **Section 1. AMENDMENTS BY MEMBERS**

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the members or by written assent of these persons. However, if the corporation has more than one class of voting members, any amendments which would materially and adversely affect the rights of any class as to voting or transfer, differently than such action affects another class, must be approved by the members of such affected class. Further, where any provision of these bylaws requires the vote of a larger proportion of the members than otherwise required by law, such provisions may not be altered, amended or repealed except by vote of such larger numbers of members.

### **Section 2. AMENDMENT BY BOARD OF DIRECTORS**

Subject to the rights of members under Section 1 of this Article XV and the limitations set forth below, the Board of Directors may adopt, amend or repeal bylaws. Such power is subject to the following limitations.

- (a) The limitations set forth in Section 1 on the members' power to adopt, amend or repeal bylaws shall apply to actions by the Board of Directors.
- (b) The Board of Directors may not amend bylaw provision fixing the authorized number of directors or the minimum and maximum number of directors. However, if the articles or bylaws provide for a variable number of directors within specified limits, the Board of Directors may, subject to the other limitations of this Section, adopt, amend or repeal a bylaw fixing the exact number of directors within those limits.
- (c) If any provision of these bylaws requires the vote of a larger proportion of the directors than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of directors.
- (d) The Board of Directors **may not** adopt or amend bylaw provisions concerning the following subjects without the approval of the members:
  - I. Any provision increasing the terms of directors;
  - II. Any provision allowing one or more directors to hold office by destination or selection rather than election by the members; except that in the cases of vacancies which arise during the term of office after the annual election meeting, no more than

one-third of the Board of Directors may hold office by such designation or selection.

- III. Any provision increasing the quorum for members' meetings.

## **ARTICLE XVI CHAPTERS**

### **Section 1. ESTABLISHMENT**

There shall be a minimum of two (2) Chapters of the corporation, except that this requirement is waived during the first twelve (12) months of the corporation's existence.

### **Section 2. LOCATION**

Chapters shall be created according to geographic location. All such Chapters must be approved by the Board of Directors.

### **Section 3. BYLAWS**

All Chapters shall be governed by the Articles of Incorporation and Bylaws of the corporation, as well as all other resolutions and acts taken by the members and Board of Directors. Subject to approval by the Board of Directors, each Chapter may establish rules and regulations for its operations.

### **Section 4. DUES**

Chapter dues shall be set forth in the Chapter bylaws and collected in accordance with said bylaws.

### **Section 5. DISSOLUTION OF CHAPTERS**

After the Board of Directors approved procedures have been followed, a chapter may dissolve its operations or be dissolved subject to approval by the Board of Directors.

## **ARTICLE XVII DISSOLUTION**

### **Section 1. DISSOLUTION**

In the event of dissolution of the corporation, the Board of Directors shall, after payment of all liabilities of the corporation, dispose of the assets of the corporation, exclusively for the purpose of the corporation in such manner, or to such organizations organized and operating exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, and which is organized for purposes substantially similar to that of the corporation. Assets of the corporation remaining after payment of all liabilities of the corporation shall be distributed to any nonprofit organization which qualifies under Section 501 (c) (3) of the Internal Revenue Code of 1954, and which operates within the State of California.