



CALIFORNIA ASSOCIATION OF
SCHOOL PSYCHOLOGISTS, Inc.

Modified and Restated By-Laws

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Article 1. Name and Principal Office

Section 1.1. Name. The name of this corporation is California Association of School Psychologists, Inc. (hereinafter referred to as the “Association”).

Section 1.2. Principal Office. The principal office for the transaction of the activities, affairs and business of the Association shall be located at 3841 North Freeway Boulevard, Suite 100, Sacramento, CA 95834. The Board may from time to time, in its discretion, change the principal place of business; and such change shall not be considered an amendment to these Bylaws.

Section 1.3. Other Offices. At the discretion of the Board, the Association may from time to time establish branch or subordinate offices at any place or places where it is qualified to conduct its activities.

Article 2. Purpose, Vision, and Mission

Section 2.1. Purpose. The specific purposes of this corporation are to represent the interests of school psychologists as participants in the educational programs of this state; to promote and advance quality education; to assist in the development of sound educational practices; to provide leadership in the development of effective mental health programs, guidance services and special education programs; to promote and adhere to the highest standards of ethics in the profession of school psychology; and to provide channels through which those engaged in psychological services can discuss matters pertaining to the organization and administration of school psychology programs and the improvement of professional practices.

Section 2.2. Vision. The Vision of the California Association of School Psychologists is to foster the social, emotional and academic wellbeing of all students by collaborating with families, school staff, and the community to ensure that students are educated in schools that support equity, access, and respect for all.

Section 2.3. Mission. The CASP mission is to foster the wellbeing of the children, schools and communities we serve through legislative advocacy, professional development, communications, publications, ethics guidelines, and direct services to members.

Article 3. Members

Section 3.1. Members. The Association shall have two classes of members of the kind defined by Section 5056 of the California Corporations Code; and such members shall be known as “Regular Members,” and “Honorary Life Members.” Persons who support the purposes and objectives of the Association and meet such conditions as may be specified by the Board may for convenience be referred to as “members” of the Association, and certain rights may be afforded to such other “members,” but the use of such terminology shall not confer on any person any of the rights of membership under the California Nonprofit Mutual Benefit Corporation Law (the “Law”). No person may hold more than one membership.

Section 3.2. Classes of Members. Without limiting the effect of Section 3.1, the Association shall have six mutually exclusive classes of members, as follows:

- (a) **Regular Members.** Regular Members shall be:
 - (1) Persons who are credentialed school psychologists or licensed educational psychologists who are actively engaged in the provision of psychological services in public or private schools in California.
 - (2) Persons who are credentialed school psychologists or licensed educational psychologists responsible for supervision of, or who have administrative responsibility for, psychological services in public or private schools in California.
 - (3) Trainers in college or university school psychology programs.
- (b) **Associate Members.** Associate members are:
 - (1) those persons who are engaged in educational administration or another field that is closely related

to school psychology but is not primarily school psychological in nature, and who have the appropriate licenses and credentials for their positions;

(2) persons otherwise eligible for regular membership but on leave of absence from their positions as attested by a letter from their place of employment; and

(3) school psychologists employed outside of California.

(c) **Students.** Student members shall be persons who are enrolled in a training program which leads to credentialing as a school psychologist, as attested by signature of an instructor at the training institution, and who are not employed in any capacity which would allow membership in any other class.

(d) **Retirees.** Retiree members shall be persons who have retired from active employment and are not qualified for any other class of membership.

(e) **Honorary Life Members.** Honorary life members shall be persons who have received the Sandra Goff Memorial Award.

(f) **Corporate Members.** Corporate members shall be companies, corporations, individuals, or nonprofit agencies that supply services and expertise to school psychologists.

Upon the occurrence of any event that changes the eligibility of a member for any class of membership, if such member is then eligible for membership in any other class of membership he or she may be transferred to such other class upon request to the Association, or the Association may make such transfer at its own discretion unless the member gives notice of resignation. No prorations of dues for the current period shall be made upon the transfer of any member from one class to another.

Section 3.3. Members in Good Standing. Members who have paid the required dues and fees in accordance with these Bylaws, who have not lost their eligibility for membership, who are not under suspension and have not been expelled shall be deemed members in good standing.

Section 3.4. Rights of Members. The other rights of the members shall be as follows:

(a) **Regular and Honorary Life Members.** Regular and Honorary Life Members in good standing shall be entitled to all the rights and privileges of membership, including (without limitation) the following:

- (1) the right to vote, to serve on committees, to nominate candidates for office as set forth herein, and to hold office if elected;
- (2) consultation on employee relations issues, under the circumstances and to the extent provided in a non-discriminatory policy adopted by the Board;
- (3) hardship reduction of dues, under the circumstances and to the extent provided in a non-discriminatory policy adopted by the Board;
- (4) all other member benefits offered by the Association on a non-discriminatory basis;
- (5) the right to vote on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation; and
- (6) All other rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

(b) **Other Individual Members.** Associate, Student, and Retiree members in good standing shall be entitled to receive all regular publications of the Association and to serve on advisory committees. They may hold office in their respective Affiliates, other than the offices of president, president-elect, secretary, or treasurer. Nothing contained in this section or elsewhere in these Bylaws shall be construed to make any person other than a Regular or Honorary Life Member a member within the meaning of Section 5056 of the California Corporations Code.

(c) **Corporate Members.** Corporate Members in good standing shall be entitled to receive all regular publications of the Association, as well as discounts on advertising opportunities; publicity and mention on the CASP website, and other benefits to be determined by the Board of Directors.

Section 3.5. Term of Membership. Membership shall commence when a member is admitted in accordance with these Bylaws and the policies and procedures established by the Board, and shall continue

until the member resigns, is expelled, dies, or becomes ineligible for membership.

Section 3.6. Dues. Dues for each class of membership shall be determined by the Board from time to time, and shall be payable at such times as the Board shall determine. The dues for each member of any class shall be the same as for any other member of the same class. Dues are non-refundable.

Section 3.7. Regions. For administrative purposes the membership of the Association is divided into 10 regions, each comprising all the members in its geographical territory and represented on the Board of Directors by one Regional Representative elected by the Members in that region. The Board may from time to time specify and change the boundaries of each region to meet the needs of the Association. Each region shall be known by a consecutive whole number, starting with number 1 and continuing through number 10.

Section 3.8. Transfer of Membership. Membership is personal to the member, or in the case of corporate membership, the company or nonprofit agency. It is not assignable or transferable under any circumstances. Any purported assignment or transfer of any rights of membership shall be null and void and of no effect.

Section 3.9. Termination or Suspension of Membership.

(a) **Resignation and Non-Renewal.** A member may resign from membership at any time. Such resignation is effective upon receipt by the Association of written notice of resignation signed by such member, unless the member specifies a later effective date, in which case resignation shall become effective as of such later date; provided, however, that no resignation may be made effective any later than the expiration of the period for which dues are currently paid. Dues, pro-rated or otherwise, will not be refunded.

(b) **Member Discipline.** A member may be suspended or expelled from membership in this Association, or fined or otherwise disciplined, for one or more of the following causes:

- (1) Failure to pay dues within 14 days after the due date thereof.
- (2) Occurrence of any event that makes the member ineligible for membership.

(3) The good faith determination by the Board, or a committee or hearing officer authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Association, or has engaged in conduct materially and seriously prejudicial to the purposes or interests of the Association.

A member may be suspended or expelled from membership only after receiving at least 15 days' written notice of such proposed action and an opportunity to be heard in their own defense no later than five days before the effective date of any suspension or expulsion, by the board of directors or by another body with authority to decide that the proposed suspension or expulsion not take place. The Board may adopt reasonable procedures in compliance with these Bylaws and applicable law for the suspension and expulsion of members.

(c) **Reinstatement.** Upon satisfactory proof of compliance with any conditions imposed by the Board, a member who has been suspended may be reinstated as a member in good standing. A person who has been expelled at any time may be readmitted only with the express approval of the Board and upon compliance with such conditions to readmittance as the Board may require.

(d) **Effect of Resignation, Expulsion or Suspension.** Upon the effective date of resignation or expulsion, a member loses all rights and benefits of membership in the Association. A suspended member retains the benefits of membership, but while such suspension remains in effect, such member may not vote, hold office or exercise any other rights for which membership in good standing is required. A member who is expelled or suspended remains liable for any dues and charges incurred, and services rendered, before such expulsion or suspension.

Section 3.10. Open Meetings.

(a) Except as set forth in this section, all meetings of the members, the Board, and all committees at which the business of the Association is acted upon shall be open to all members in good standing of the Association. A meeting may not be closed except for good cause and upon the vote of at least two-thirds of those entitled to vote at such meeting, and then only for such portion of the meeting as is necessary to achieve the purpose for which the meeting was closed.

- (b) Meetings, such as personnel, legislative strategy, regulatory reform, and political action meetings,

may be closed at the discretion of the Executive Committee. The minutes and other records of any meeting which was closed to members for any period of time shall set forth in detail the reasons for which members were excluded, and shall verify that no other matters were considered during the time the meeting was closed.

Article 4. Affiliates

Section 4.1. Definition. Members are encouraged to form local associations throughout the state, in compliance with these Bylaws. An "Affiliate" is an organized association of members of the Association who hold a valid and unrevoked charter from this Association. A charter, for purposes of this section, is an instrument issued by authority of the Board, under seal, signed by the President and Secretary-Treasurer, authorizing the existence of an Affiliate and specifying its rights, privileges and duties.

Section 4.2. Purposes. The purposes of an Affiliate shall be to promote cooperation among the members, to provide a forum for meetings of members and participation in the affairs of the Association, to recruit and organize members, and to carry out the purposes of the Association at a local level.

Section 4.3. Eligibility for Charter. Any group of members who desire to obtain a charter as an Affiliate of this Association may petition the Board in writing, specifying the geographic territory which the proposed Affiliate is to include. No Affiliate may include any territory currently in the geographic area of another Affiliate, and the Board may in its discretion limit or alter the territory to be allocated to any Affiliate. After receiving permission to organize and approval of its geographic territory, but prior to receiving a charter, such group must draw up a roster of the names and addresses of no fewer than twenty members (including CASP membership status and such other information as the Board may require), establish a meeting schedule and plan of action, adopt bylaws for the regulation of its affairs, adopt a budget for the conduct of its operations, elect officers, and take such other organizational steps as the Board may require, all in compliance with such policies and procedures as the Board may establish from time to time. The Board may establish requirements for the substance of Affiliate bylaws, or may in its discretion require each Affiliate to adopt and keep a standard form of bylaws established by the Board.

Section 4.4. Charter. When all organizational steps required by Section 4.3 have been taken to the satisfaction of the Board, and the proposed Affiliate is prepared to operate in compliance with applicable law, these Bylaws, the policies and procedures of the Association and sound business practice, the Association shall issue a charter to it. For as long as it remains in force, such charter shall confer upon the Affiliate and its members all the rights and duties contained therein and in these Bylaws. The provisions of every charter shall be deemed to include a requirement that the Affiliate operate in conformity with these Bylaws as amended from time to time.

Section 4.5. Affiliate Officers. Each Affiliate shall have a president, a president-elect (who may be designated the vice-president, but shall have the right of succession to the office of president), a secretary and a treasurer. An Affiliate may provide in its bylaws that one person hold the offices of secretary and treasurer. Only CASP Members in good standing may hold the office of president or president-elect in any Affiliate, and the bylaws of each Affiliate shall so provide.

Section 4.6. Term and Termination of Charter. A charter shall continue in effect from the date it is issued until it is surrendered or terminated. The members of an Affiliate may, by vote or written consent of a two-thirds majority of all such members, elect to surrender their charter. For noncompliance with the provisions of these Bylaws or the policies and procedures established by the Board, or for other good cause, and after notice and a reasonable opportunity for the officers of such Affiliate to be heard, the Board may terminate a charter. In the event of either surrender or termination of a charter, the Affiliate shall automatically and immediately cease being an Affiliate of the Association.

Section 4.7. Membership.

(a) **Eligibility.** Each individual who works within the territory of an Affiliate, or for any other reason desires to belong to such Affiliate, may belong to it. Membership in an Affiliate shall not constitute any person a member of the Association. A person may belong to any number of Affiliates upon complying with the rules for membership in each and paying such dues as may be required by each. An Affiliate may also accept as members persons who are not members of the Association, but no such person may hold the offices of President and President-Elect.

(b) **Membership Reports.** Once each year the secretary of each Affiliate shall compile and send to the Association a complete roster of the names, addresses, workplaces (if any) and employment status of each director and member of such Affiliate. If reasonably requested by the Association, each Affiliate shall poll its members to learn their preferences or opinions about matters of legitimate concern to the Association, and tabulate and return such information to the Secretary.

Section 4.8. Dues. An Affiliate may set the dues for its members and require their payment on such terms as the Affiliate may determine.

Section 4.9. Affiliate Records. Each Affiliate shall keep accurate and complete minutes and records of the proceedings of its officers, committees, and membership; accurate and complete financial records; and permanent files of its correspondence, contracts, and other documents. All such records shall be retained for a minimum of five years. Each Affiliate shall file with the Secretary of the Association a true and complete copy of its bylaws as amended from time to time, its budget, its meeting schedule, and such other reports of the proceedings and activities of the Affiliate, its financial affairs and other information as the Board may reasonably require. The provisions of these Bylaws shall control any contrary provision in any Affiliate bylaws.

Article 5. Membership Meetings and Voting

Section 5.1. Place of Meetings. Meetings of Members shall be held at the principal office of the Association or at such other place or places in or out of California as may be designated from time to time by resolution of the Board.

Meetings of Members shall take place at the annual fall Convention and also at the Spring Institute at the designated location and date as determined by the CASP President or Executive Committee in consultation with the Executive Director. The Board shall make every effort to hold meetings in both Northern and Southern California each year to the extent possible, to minimize travel and expense of the members.

Section 5.2. Annual Meeting. The Association may hold an annual meeting of Members if the Board so resolves. No annual meeting shall be required to elect the Directors, who shall be elected by ballot.

Section 5.3. Other Regular Meetings. Other regular meetings of the Members shall be held as determined by resolution of the Board.

Section 5.4. Special Meetings of Members. Special meetings of the Members may be called by the Board, the President, or any five members of the Board. In addition, special meetings of the Members for any lawful purpose may be called by five percent (5%) or more of the Members.

Section 5.5. Notice of Meetings

(a) **Time of Notice.** Whenever Members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the President and/or Executive Director not less than ten (10) nor more than ninety (90) days before the date of the meeting to each Member who, on the record date for the notice of the meeting, is entitled to vote at such meeting. However, if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given twenty (20) days before the meeting.

(b) **Manner of Giving Notice.** Notice of a Members' meeting or any report shall be given via electronic communication. When electronic communication is not feasible, members may be notified by telephone, mail or other means of written communication, addressed to the Member at the address or email address of such Member appearing on the books of the Association or given by the Member to the Association for the purpose of notice; or if no address appears or is given notice shall be deemed to have been given if either: (1) notice is sent to that member by first-class mail or facsimile or other written communication to the corporation's principal office; or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

(c) **Contents of Notice.** Notice of a membership meeting shall state the place, date, and time of the meeting. In the case of a special meeting, it shall also state the general nature of the business to be transacted, and no other business may be transacted at the meeting. In the case of a regular meeting, the notice shall set forth those matters which the Board, at the time notice is given, intends to present for action by the Members. If at least one-third of the Members attend the meeting, any proper matter may be presented at a regular meeting for action by the Members. The notice of any meeting of Members at which Directors are to

be elected shall include the names of all those who are nominees at the time notice is given to Members.

(d) **Notice of Meetings Called by Members.** If a special meeting is called by Members as authorized by these bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted to the President or the Secretary-Treasurer. The officer receiving the request shall promptly cause notice to be given to the Members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

(e) **Waiver of Notice of Meetings.** The transactions of any meeting of Members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the persons entitled to vote, not present in person, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of Members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this section, the waiver of notice or consent shall state the general nature of the proposal.

(f) **Special Notice Rules for Approving Certain Proposals.** If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

- (1) Removal of Directors without cause;
- (2) Filling of vacancies on the Board by Members;
- (3) Amending the articles of incorporation; and
- (4) An election to voluntarily wind up and dissolve the corporation.

Section 5.6. Record Date for Meetings. The record date for purposes of determining the Members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of Members or any other lawful membership action, may be fixed by the Board pursuant to Section 5611 of the Law. If no other record date is set by the Board, the record date shall be 30 days before the date of the meeting or before the deadline for voting by written ballot, as the case may be.

Section 5.7. Quorum.

(a) A quorum shall consist of five percent (5%) of the voting Members of the Association. The voting Members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the number of Members required to constitute a quorum. In the absence of a quorum, any meeting of the Members may be adjourned from time to time by the vote of a majority of the votes cast at the meeting, but no other business shall be transacted at such meeting.

(b) When a meeting is adjourned for lack of a sufficient number of Members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

Section 5.8. Majority Action as Membership Action. Every act or decision done or made by a majority of voting Members present at a duly held meeting at which a quorum is present is the act of the Members, unless the Law, the articles of incorporation or these Bylaws require a greater number.

Section 5.9. Voting Rights. Regular and Honorary Life Members shall be the only voting members of the

Association. Any reference in these Bylaws to voting by members, or to rights of members with respect to nominations and elections, shall be construed to mean and apply only to Regular and Honorary Life Members, referred to herein as "Members." Each Member is entitled to one vote on each matter submitted to a vote by the Members. Votes must be cast in person; proxy voting shall not be allowed.

Section 5.10. Action by Written Ballot Without a Meeting.

(a) Any action which may be taken at any regular or special meeting of Members may be taken without a meeting if the Association distributes a written or electronic ballot to each Member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the Association.

(b) Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 5.5. All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the Association in order to be counted.

(c) Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period 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 the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(d) Officers and Directors shall be elected by electronic ballot. Such ballots shall list the persons nominated at the time the ballots are delivered. If any such ballots are marked incorrectly or if the authority to vote for the election of Directors is withheld, they shall not be counted as votes either for or against the election of a Director. A ballot may not be revoked after its receipt by the Association.

Section 5.11. Nomination and Election Standards. The Association shall make available to Members reasonable nomination and election procedures with respect to the election of Directors by Members. Such procedures shall be reasonable given the nature, size and operations of the Association, and shall include:

(a) A reasonable means of nominating persons for election as officers and Directors.

(b) A reasonable opportunity for a nominee to communicate to the Members the nominee's qualifications and the reasons for the nominee's candidacy.

(c) A reasonable opportunity for all nominees to solicit votes.

(d) A reasonable opportunity for all qualified Members to choose among the nominees.

Article 6. Board of Directors

Section 6.1. Powers of the Board. Subject to the provisions and limitations of applicable law, and subject to any limitations in the Articles of Incorporation, the Association's activities and affairs shall be managed, and all corporate power shall be exercised by or under the direction of, a board of directors constituted as set forth in this Article. Said Board of Directors is sometimes referred to herein as the "Board." A member of the Board (including an Officer who serves as a member of the Board) is referred to herein as a "Director."

Section 6.2. Number and Qualification of Directors. The Board shall have fifteen members, consisting of the President, the President-Elect, the Immediate Past President, the Secretary-Treasurer, the ten Regional Representatives, and one Affiliate Representative.

Section 6.3. Eligibility. Only Regular and Honorary Life Members in good standing who reside in California shall be eligible to be elected or to serve as Directors. Only those Members who work within a region shall be eligible to be elected or to serve as Regional Representative for such region. Only those Members who have served as a committee chair, president of a chartered Affiliate, or Regional Representative shall be eligible for election as President-Elect or Secretary-Treasurer. No person may serve more than two consecutive terms as Secretary-Treasurer, Regional Representative, or Affiliate Representative.

6.4. Terms of Office.

(a) The term of office for the President, President-Elect and Immediate Past President shall be one year, commencing July 1 of the year elected. The President-Elect shall be elected by the Regular Members each year. The office of President shall automatically be filled each year by succession to such office by the person who served as President-Elect for the prior year; and the office of Immediate Past President shall automatically be filled each year by succession to such office of the former President.

(b) The term of office for the Secretary-Treasurer shall be two years, commencing July 1 of each even-numbered year.

(c) Regional Representatives shall serve for staggered two-year terms commencing July 1; those from odd-numbered regions shall be elected in each odd-numbered year, and those from even-numbered regions in each even-numbered year.

(d) The Affiliate Representative shall be appointed by the Board, as set forth below, and shall serve for a term of two years, commencing on July 1.

Section 6.5. Nominations.

(a) Selection of Nominees.

(1) At least 90 days before the dates set for the election of Directors, the Association shall issue a call for nominations to all Members in good standing, provide them with a reasonable means to suggest candidates for all positions to be filled by vote of the Members making such suggestions

(2) At least 30 days before the election, the President-Elect shall have completed selection of at least one candidate, willing and eligible to serve if elected, for each position to be filled by vote of the Members. The President-Elect shall endeavor in good faith to nominate at least two willing and eligible candidates for each such position. The Board shall review the report and authorize publication of the names and qualifications of the nominees to no later than 30 days before the date the election is to be held. The Board may from time to time promulgate and amend rules of procedure for the selection process, standards for the qualification of candidates and other rules governing the nomination process.

(3) **Nominations by Members.** Any CASP Regular or Honorary Life Member in good standing may place in nomination the names of one candidate for Director for each position to be filled by vote of the Members making such nomination. All such nominations shall specify the position for which each candidate is nominated. Nominations for Director close 30 days before the date set for the election. Proper nominations of eligible candidates received by the Secretary-Treasurer before the close of nominations shall be placed on the ballot.

(d) **Election Mailings.** Upon the written request by any nominee for election as a Director, and the payment with such request of the reasonable costs of mailing (including postage), the Association shall, within ten (10) business days after such request (provided payment has been made) mail to all Members or such portion of them that the nominee may reasonably specify, any material which the nominee shall furnish and which is reasonably related to the election, unless within five (5) business days after the request the Association (at its option) allows the nominee the right to do either of the following:

(1) inspect and copy the record of all Members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand upon the Association, which demand shall state the purpose for which the inspection rights are requested; or;

(2) obtain from the Secretary, upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those Members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of any date specified by the nominee subsequent to the date of demand.

The demand shall state the purpose for which the list is requested and the membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

If the Association distributes any written election material soliciting votes for any nominee for Director at the Association's expense, it shall make available, at the Association's expense, to each other nominee, in or with the same material, the same amount of space that is provided any other nominee, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

In addition, as long as the Association has more than 500 Members, any of the additional nomination procedures specified in subsections (a) and (b) of Section 7521 of the Law may be used to nominate persons for election to the Board. If the Association at any time has five thousand (5,000) or more Members, then the nomination and election procedures specified in Section 7522 of the Law shall be followed in nominating and electing persons to the Board.

(e) **Solicitation of Votes.** Subject to fair and reasonable procedures to be established by the Board, each nominee shall be afforded a reasonable opportunity to communicate to the Members such nominee's qualifications and the reasons for the nominee's candidacy, and a reasonable opportunity to solicit votes. All qualified Members shall be afforded a reasonable opportunity to choose among the nominees.

(f) **Use of Corporate Funds.** No funds of the Association may be expended to support a nominee for Director.

Section 6.6. Election of Directors.

(a) **Date of Election.** The Board shall set the dates for the election of Officers and Directors, which shall be no later than May 31. The date so set shall be the deadline for the receipt of ballots which shall be no later than May 31; no ballot received after such date shall be counted for any purpose.

(b) **Officers of the Association.** The vote for President-Elect and Secretary-Treasurer shall be taken by electronic ballot, with all Regular and Honorary Life Members in good standing entitled to vote. The candidate receiving the greatest number of votes for such position shall be declared elected. In the event of a tie between two or more candidates for the position, a run-off election shall be held immediately. The candidate who receives the greater number of votes in such run-off shall be declared elected. Cumulative voting shall not be permitted.

(c) **Regional Representatives.** The election of Regional Representatives shall be by electronic ballot, with only the Regular and Honorary Life Members in good standing who work in each region being entitled to vote for the Regional Representative for that region. Each odd-numbered region shall elect a Regional Representative in each odd-numbered year; and each even-numbered region shall elect a Regional Representative in each even-numbered year. The candidate receiving the highest number of votes for each office in each region shall be elected. In case of a tie, a runoff election shall be held by written ballot as soon as reasonably possible. Cumulative voting shall not be permitted.

(d) **Affiliate Representative.** At the last board meeting of every other year, the Board shall, with the advice of the Affiliate presidents, appoint the Affiliate Representative. Affiliate presidents will vote on their choice for Affiliate Representative every other year. The new Affiliate Representative will then take office with the other members of the Board on July 1.

(e) **Distributing Ballots.** The Association shall email links to ballots to all Members entitled to vote, using the Members' email addresses of record, at least 15 days before the deadline for voting. All ballots shall include the names of each candidate who was nominated by the deadline for receiving nominations, and shall contain space for entering the names of write-in candidates. Each ballot shall be accompanied by: (1) a notice stating the deadline for receipt of ballots at the office of the Association; (2) a statement of the qualifications of each candidate, not exceeding 500 words, if the candidate submitted such statement to the President-Elect or CASP Office at least 30 days before the date set for the election; and (3) instructions with respect to casting the ballot. Ballots received by the Association after the deadline shall not be counted.

(f) **Election returns.** All ballots received by the date of the election shall be electronically counted. The Association shall keep all ballots and tallies on file for at least one year following the election.

Section 6.7. Time for Taking Office. Newly elected Officers and Directors shall take office, replacing their predecessors, on July 1 of the year in which they are elected. The President-Elect shall become the President, and the former President shall become the Immediate Past President, on July 1 of each year.

Section 6.8. Meetings of the Board.

(a) **Place of Meeting.** All meetings of the Board shall be held at such places as the Board may determine.

(b) **Annual Meeting.** The Board shall hold an annual meeting for the purpose of adopting a budget, reviewing the business and affairs of the Association, receiving reports from Officers, committees and employees, and transacting the other business of the Association. Said annual meeting shall be held in August of each year, as soon as reasonably possible after new Officers and Directors take office. New Board members will be trained on the policies and procedures of the CASP Board of Directors during the annual meeting.

(c) **Regular Meetings.** The Board shall hold a regular meeting no fewer than five times per year. At such meetings the Board shall review the business and affairs of the Association, receive reports from Officers, committees, and employees, and transact the other business of the Association. Notice of meeting shall be given as set forth below for special meetings, except that the purpose of the meeting need not be stated.

(d) **Other Regular Meetings.** The Board may set and hold such other regular meetings as it may deem advisable. Notice of such regular meetings shall be given as set forth below for special meetings, except that the purpose of the meeting need not be stated.

(e) **Special Meetings.** Special meetings of the Board may be called at any time by the President, the Secretary-Treasurer, or any two other Directors. Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (1) by electronic delivery or email of written notice; or (2) by telephone, including a voice or text message left on a messaging system identified as that of the Director to be notified. All such notices shall be given or sent to the Director's email address or telephone number as shown on the records of the Association. The notice shall state the date and time of the meeting, the place if other than the principal office of the Association, and the general purpose of the meeting.

(f) **Quorum.** A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to any more stringent provisions of the applicable law. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least the number of votes which would be sufficient for passage if a quorum were present.

(g) **Adjournment.** A majority of the Directors present, whether a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another 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.

(h) **Waiver of Notice.** Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice.

(i) **Telephonic Meetings.** Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communications, or other communications equipment, which participation shall constitute presence in person at the meeting if all of the following apply:

(1) Each Director participating in the meeting can communicate with all of the other Directors concurrently.

(2) Each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to each action to be taken.

(3) Appropriate means are adopted and used to verify that a person so participating is a Director entitled to participate in the meeting and that all statements, questions, actions and/or votes are made by such Director.

(j) **Action without a Meeting.** Any action that the Board is required or permitted to take may be taken without a meeting if all Directors consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 6.9. Compensation of Directors. No Director shall be entitled to any compensation for services rendered as such Director. The Association shall, however, to the extent possible, pay or reimburse the reasonable expenses incurred by the Directors in connection with attending meetings of the Board, serving on Committees of the Board or other committees, or otherwise carrying out their duties on behalf of the Association.

Section 6.10. Vacancies.

(a) **Causes of Vacancies.** A vacancy or vacancies on the Board shall exist on the occurrence of any of the following events:

- (1) The death or resignation of a Director.
- (2) The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony since being elected as a Director, who has missed more than three regular board meetings in their current term, or who has ceased to meet the eligibility requirements for their position.
- (3) The removal of a Director by the Members, as set forth below.
- (4) The removal of a Director by court order pursuant to Section 7223 of the Law.
- (5) Succession of the President-Elect to the office of the President before the expiration of the President's term, which event shall create a vacancy in the office of President-Elect.
- (6) An increase in the number of authorized Directors.
- (7) Failure of the Members, in any election of Directors, to elect the number of Directors required to be elected at that meeting.
- (8) Regional Representatives no longer working in region he or she represents.
- (9) Succession of a Regional Representative or the Affiliate Representative to President-Elect or Secretary-Treasurer, or succession of the Secretary-Treasurer to President-Elect.

(b) **Resignation.** A Director may resign by giving written notice to the President, the Secretary or the Board. Such resignation will be effective when received unless it specifies a later effective date, in which case it shall take effect as of such later date.

(c) **Removal by the Members.** A Director may be removed by majority vote of the Members entitled to vote and actually voting in a recall election in which a quorum casts ballots. Upon demand of the number of Members required to call a special meeting, the Association shall hold a recall election by electronic ballot. In the case of a proposal to remove an Officer or the Affiliate Representative all Members in good standing shall be entitled to vote on the matter. In the case of a Regional Representative, all Members in good standing in such region shall be entitled to vote. Ballots shall be emailed to all Members entitled to vote on the proposed recall, at least 15 days before the deadline for receipt of the completed ballots by the Association. Each ballot shall be accompanied by the items required to be distributed with election ballots, except for the statements of qualifications of candidates. In addition, the Association shall distribute a statement of up to 500 words, if submitted by the persons calling for removal, of the reasons for removal of each Officer or Director subject to the recall election. If the Officer or Director subject to the recall election submits a statement in opposition to their recall, not exceeding 500 words, the Association shall also include a copy of such statement with each ballot. Ballots shall be electronically counted and shared with the President-Elect who shall announce the result to the Board and to those who called for the vote. The President will announce the vote if it is the President-Elect being recalled.

(d) **Removal by Board.** The Affiliate Representative may be removed by the Board at any time, with or without cause by the vote of a majority of the members of the entire Board of Directors at a special meeting called for that purpose or at a regular meeting, provided that notice of that meeting and of the removal question are given as provided in Section 6.8(e). The Board may remove other Directors only as set forth in subsection (a) (2), above, of this section.

(e) **Filling Vacancies.** Except for vacancies created by removal of a Director by the Members, and except for a vacancy caused by the death, resignation or removal of the President, vacancies on the Board may be filled by a majority of the Directors then in office, even with less than a quorum present, or by a sole remaining Director. Upon the death, resignation or removal of the President, the President-Elect shall automatically

succeed to the office of President, and the position of President-Elect shall then be filled as set forth in this section. A vacancy in the office of Immediate Past President may be filled only by another former president of the Association who is still a Member in good standing. A vacancy created by the removal of a Director by the Members shall be filled by special election of the membership.

Article 7. Committees of the Board

Section 7.1. Constitution and Powers. The Board may create one or more committees, each consisting of two or more Directors and no persons who are not Directors, to serve at the pleasure of the Board (“Committees of the Board”). If any committee has any members who are not Directors, it is not a Committee of the Board, and it may not have or exercise the powers set forth in this Article 7. Appointments to Committees of the Board shall be by majority vote of all the Directors then in office. Any such Committee shall have all the authority of the Board, to the extent provided in the Board resolution creating it, except that no Committee, regardless of Board resolution, may:

- (a) Take any final action on any matter that, under applicable law, also requires approval of the Members or approval of a majority of all Members;
- (b) Fill vacancies on the Board or on any Committee of the Board;
- (c) Fix compensation of directors for serving on the board or on any committee;
- (d) Amend or repeal these Bylaws or adopt new bylaws;
- (e) Amend or repeal any Board resolution that by its express terms is not so amendable or repealable;
- (f) Create any other Committees of the Board or appoint the members of Committees of the Board;
- (g) Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
- (h) With respect to any assets held in charitable trust, approve any contract or transaction between the Association and one or more of its Directors or between the Association and an entity in which one or more of its Directors have a material financial interest, subject to the special approval provisions of Section 5233(d) (3) of the California Corporations Code.

Section 7.2. Meetings and Action of Committees. Meetings and actions of Committees of the Board shall be governed by, held, and taken in accordance with, the provisions of these Bylaws concerning meetings and other actions of the Board, except that the time for regular meetings of such Committees and the calling of special meetings of such Committees may be determined by the Committee unless the Board has made or later makes such determination. Minutes of each meeting of any Committee of the Board shall be kept and verified by such Committee, and shall be filed with the minutes and records of the Board. The Board may adopt rules for the governance of any Committee that are consistent with these Bylaws or, in the absence of rules adopted by the Board, the Committee may adopt such rules. The Board may dissolve any committee, including Committees of the Board, at any time, and may amend or cancel any resolution or action of any committee or Committee of the Board to the same extent the Board could then amend or cancel its own actions or resolutions.

Section 7.3. Executive Committee.

(a) **Membership.** There is hereby established an Executive Committee, which shall be a Committee of the Board as defined in this article. The members of the Executive Committee shall be the President, the President-Elect, the Immediate Past President, and the Secretary-Treasurer.

(b) **Authority.** Subject to any applicable provisions or limitations of these Bylaws, and to any limitations enacted by the full Board, the Executive Committee shall exercise the authority of the Board to manage the activities and the affairs of the Association, in the name and with the authority of the Board, between meetings of the Board. The Board may from time to time more fully define, or more narrowly limit, the authority of the Executive Committee.

(c) **Meetings.** Meetings of the Executive Committee shall be called, noticed and conducted in the same way as meetings of the Board. Three of the members of the Executive Committee shall constitute a quorum for the transaction of business.

(d) **Vacancies.** Any member of the Executive Committee who dies, resigns, or is removed as a Director or Officer shall automatically lose their position on the Executive Committee. Vacancies on the Executive Committee may be filled only by filling the office of the Officer whose death, resignation, or removal caused such vacancy.

Section 7.4. Other Committees. The Board may establish other committees from time to time to serve particular purposes of the Association.

Article 8. Advisory Committees

Section 8.1. Creation of Committees. The Association may have both standing advisory committees and ad hoc advisory committees. In addition, it may have task forces as may be determined by resolution of the Board. Unless otherwise provided in these Bylaws or in the resolution creating a committee, the President shall appoint the chair of each committee, subject to the approval of the Board, and the committee chair shall appoint all other members of the committee.

Section 8.2. Finance Committee. The Association shall have a Finance Committee, a standing committee, chaired by the Treasurer and consisting of the President, the President-Elect, the Immediate Past President, and the Executive Director. The Finance Committee shall be responsible for preparing an annual budget for adoption by the Board at its annual meeting. The Board may set a timeline for preliminary steps to be taken by the Finance Committee to assure that a completed budget will be ready for adoption in time. The Finance Committee shall also monitor the compliance of the Association with the budget, make reports to the Board with respect to budget matters, and generally assist the Board and the Executive Director with the financial management of the Association.

Section 8.3. Personnel Committee. The Personnel Committee, an ad hoc committee, shall consist of three members appointed by, and serving at the pleasure of, the President. All members of the committee must be current or former Directors, and the chairperson will be the President-Elect. The Personnel Committee shall recommend personnel policies that will attract and hold the highest qualified personnel for all available positions; confer with existing staff about such policies and cooperate with staff in the investigation and study of proposed policies; monitor the operation and effect of current personnel policies; and report its finding and recommendations to the Board in the form of written policy statements for adoption by the Board.

Article 9. Officers

Section 9.1. Principal Officers. The principal officers of the Association ("Officers") shall be the President, the President-Elect, the Immediate Past President, and the Secretary-Treasurer.

Section 9.2. Election and Eligibility of Officers. Officers shall be subject to the provisions of Article 6 for eligibility, and shall be elected as set forth in that article and the other provisions of these Bylaws for the nomination and election of Directors generally. Any event which creates a vacancy in the office of any Director who is also an Officer shall be deemed to remove such person as an Officer as well as a member of the Board; the death, resignation or removal of any Officer shall be deemed their death, resignation or removal as a Director; and vacancies among the Officers shall be filled as set forth in Article 6 for filling vacancies among the Directors.

Section 9.3. Duties of Officers.

(a) **President.** Subject to the overall control of the Board, the President shall supervise, direct and manage the Association's activities, affairs and other Officers and employees. The President shall preside at meetings of the members and of the Board, and shall be an ex-officio member of every committee. The President shall appoint all committee chairs, subject to ratification by the Board, and shall have such other powers and duties as may from time to time be prescribed in these Bylaws or by the Board.

(b) **President-Elect.** The President-Elect shall preside at all meetings of members and of the Board which the President is unable to attend. The President-Elect shall also perform the other duties of the President during such time as the President is unable to do so, until the President is able to resume the duties of that office and so informs the President-Elect. In the event of a vacancy in the office of President, the President-Elect shall automatically succeed to the office of President. The President-elect shall serve as a member of the Finance Committee, and be charged with tallying and announcing election results. The President-Elect will

serve as the chair of the Personnel Committee and may have such other duties from time to time be prescribed by the Board.

(c) **Immediate Past President.** The Immediate Past President shall endeavor to provide for a smooth and effective transition in the leadership, policies, activities and programs of the Association from year to year; shall act as Parliamentarian at meetings of Members and the Board; and shall have such other responsibilities as may from time to time be prescribed by the Board.

(d) **Secretary-Treasurer.** The Secretary-Treasurer shall serve as both Secretary and chief financial officer of the Association. Any reference in these Bylaws to either the Secretary or the Treasurer shall mean the Secretary-Treasurer.

(1) **Duties as Secretary.**

The Secretary shall work closely and collaboratively with the Executive Director, who shall be responsible to record and maintain the following:

- A. Minutes. As Secretary, he or she shall keep or cause to be kept, at the Association's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the members, the Board, and the Executive Committee. The minutes of meetings shall include the time and place of holding; whether the meeting was annual, regular, or special and, if special, how authorized; the notice given; the names of those present; and the number of Members present at meetings of the Members.
- B. Charter Documents and Seal. The Secretary shall keep or cause to be kept at the principal office of the Association a copy of the Articles of Incorporation and the original of these Bylaws, as amended to date. The Secretary shall also keep the seal of the Association in safe custody at the principal office of the Association.
- C. Membership Records. The Secretary shall also keep or cause to be kept, at the Association's principal office or at a place determined by Board resolution, a record of the Association's members, showing each member's name, address, workplace, and class of membership and any changes thereto.
- D. Affiliate Records. The Secretary shall keep or cause to be kept a record of the territory, officers, bylaws, meeting place and other significant information about each Affiliate, as more particularly specified by resolution of the Board.
- E. Meeting Notices. The Secretary shall also give, or cause to be given, notice of all meetings of the members, of the Board, and of Committees of the Board required by these Bylaws to be given.
- F. Other Duties. The Secretary shall have such other powers and perform such other duties as these Bylaws and/or the Board may prescribe.

(2) **Duties as Treasurer.**

The Treasurer shall work closely and collaboratively with the Executive Director, who shall be responsible to record and maintain the following:

- A. Financial Records and Reports. As Treasurer, he or she shall serve as chief financial officer and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Association's properties and transactions. The Treasurer shall send or cause to be given to the Members, Officers and Directors such financial statements and reports as are required by law, by the Bylaws, or by the Board to be given. The Treasurer shall serve as a member of the Finance Committee, and shall prepare, in consultation with the Executive Director, the preliminary budget for consideration by the Finance Committee.
- B. Custody of Funds. The Treasurer shall also deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Association with such depositories as the Board may designate, shall disburse the Association's funds as the Board may order, shall render to the President and the Board, when requested, an account of all transactions as chief financial officer and of the financial condition of the Association, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.
- C. Collections and Disbursements. The Treasurer shall oversee the collection of all amounts owed

to the Association and the payment of the obligations of the Association.

D. Bond. If required by the Board, the Treasurer shall give, and/or cause all other persons entrusted with funds or property of the Association to give, a bond in the amount and with the surety or sureties specified by the Board, for faithful performance of the duties of the office and for restoration to the Association of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on their death, resignation, retirement, or removal from office.

Section 9.4. Resignation. An Officer may resign such office by giving written notice to the President, the Secretary-Treasurer, or the Board. Such resignation will be effective when received unless it specifies a later effective date, in which case it shall take effect as of such later date. Resignation as an Officer shall include resignation as a Director.

Section 9.5. Compensation of Officers. No Officer shall be entitled to any compensation for services rendered as such Officer. The Association shall, however, to the extent possible, pay or reimburse the reasonable expenses incurred by the Officers in connection with attending meetings of the Board and the Members, serving on Committees of the Board and other committees, and otherwise carrying out their duties on behalf of the Association.

Section 9.6. Subordinate Officers. The Board may appoint, and may authorize the President to appoint, such other officers as the Association may require. Each officer thus appointed shall have the title and duties, shall report to the Officer, shall hold office for the period and shall receive the compensation, prescribed by the Board, all subject to the provisions of these Bylaws and of applicable law. No such subordinate officer shall be deemed an Officer of the Association. Committee chairs may be dismissed from their positions, without cause, at the discretion of the President, or with a majority vote of the Executive Committee. Any such subordinate officer may also resign at any time, without prejudice to the rights of the Association under any contract with such officer.

Article 10. Administration

Section 10.1 Administration. The administrative organization of the Association shall be designed to achieve an effective operation for the members. The general administrative organization of the Association shall be of the single executive type; subject to the authority of the Board and the President, all day-to-day activities shall be under the operational control of the Executive Director.

Section 10.2 The Executive Director. The Association shall employ an Executive Director who shall serve as general manager and chief executive officer of the Association. The Executive Director shall manage the programs and personnel necessary to carry out the goals and objectives of the Association. Subject to the policies adopted by the Board, the Executive Director shall oversee the day-to-day activities of the Association. The Executive Director shall be responsible for maintaining continuity in the affairs of the Association and for maintaining effective implementation of its policies. Without limiting the generality of the foregoing, and subject to the overall direction of the Board, the Executive Director shall:

- (a) Monitor the goals, objectives, policies and programs of the Association and recommend appropriate changes to the Board.
- (b) Oversee the hiring, supervision, evaluation, and termination of all other employees.
- (c) Subject to the general consultation with the Treasurer, and under the authority of the Executive Committee, oversee the supervision and administration of fiscal accounts, the keeping of records and receipts, and the collection and disbursement of Association funds.
- (d) Advise the Treasurer at least 10 days prior to each meeting of the Board as to the financial status of the Association, and inform the Treasurer of any unexpected financial conditions as they occur.
- (e) Serve as policy advisor to the Board and committees of the Association.
- (f) Develop procedures which will assure measurable progress toward the goals and objectives of the Association; and recommend changes as needed to Association goals and policies.
- (g) Carry out such other duties and responsibilities as delegated by the Board or the President.

Section 10.3. Fiscal Year. The fiscal year of the corporation shall begin on July 1 and end on June 30 of

each year.

Section 10.4. Contracts. The President, Executive Director, or any other officer or agent specifically authorized by the Board may, in the name of and on behalf of the corporation, enter into those contracts or execute and deliver those instruments that are specifically authorized by the Board. Without the express and specific authorization of the Board, no officer or agent may enter into any contract or execution or deliver any instrument in the name of or on behalf of the corporation.

Article 11. Indemnification

Section 11.1. Right of Indemnity. To the fullest extent permitted by law, this Association shall indemnify its Directors, Officers, subordinate officers, committee members, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such positions (all referred to in this article a “agents”), against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, including an action by or in the right of the Association, by reason of the fact that the person is or was an “agent” of the Association, as defined above. “Expenses,” as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

Section 11.2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of said Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met. If so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the matter shall be submitted to a vote of the Members conducted by emailed ballot. Each ballot shall be sent with a statement of the facts of the matter prepared by legal counsel to the Association, and the statement of the person or persons requesting indemnification if such statement is not unreasonably long and is received before the time the ballots are emailed. The Members shall thereupon determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, shall authorize indemnification. A person to be indemnified shall not be entitled to vote on the question.

Section 11.3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this Article in defending any proceeding covered hereby shall be advanced by the Association before final disposition of the proceeding, on receipt by the Association of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Association for those expenses.

Section 11.4. Insurance. The Association shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its agents, as defined above, against any liability asserted against or incurred by any such person in such capacity or arising out of their status as such agent of the Association.

Article 12. Records and Reports

Section 12.1. Maintenance of Corporate Records. The Association shall keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its Members, standing committees, the Board, and Committees of the Board; and
- (c) A record of each member’s name, address, workplace (if any), Region and class of membership.

Section 12.2. Maintenance and Inspection of Articles and Bylaws. The Association shall keep at its principal office the original or a copy of the Articles of Incorporation, and these Bylaws, as amended to date, which shall be open to inspection by the voting members at all reasonable times during office hours.

Section 12.3. Inspection by Directors. Every Director shall have the absolute right, at any reasonable time, to inspect the corporation’s books, records, and documents of every kind, and to inspect the physical

properties of the corporation. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of books, records, and documents of every kind.

Section 12.4. Annual Report.

(a) An annual report shall be prepared within 120 days after the end of the Association's fiscal year. That report shall contain the following information in appropriate detail:

(1) A balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year, accompanied by any report on them by independent accountants, or, if there is no such report, by the certificate of an authorized officer of the Association that they were prepared without audit from the books and records of the Association.

(2) A statement of the place where the list of the names and addresses of current members is located.

(3) Any information that is required by Corporations Code section 8322. (b) Each voting Board Member shall be given a copy of such report. The Association shall notify each Member annually of such Member's right to receive a copy of the Association financial report under this section. On written request by a Member, the Board shall promptly cause the most recent annual report to be sent to the requesting Member.

(c) If the Association regularly publishes a member newsletter or magazine which is mailed or emailed to all active members, the obligation to provide a copy of the annual report to members shall be satisfied if such report is published in full in an issue of such publication which appears no later than 120 days after the end of the Association's fiscal year. If the report is not published in full, the notice required by subsection (b) may be given by publishing it in a prominent place in the issue of such publication which appears nearest before the end of 120 days after the end of the Association's fiscal year.

Section 12.5. Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all voting Members, or as a separate document if no annual report is issued, the Association shall annually prepare and email to its voting Members and furnish to its Directors and Officers a statement of any transaction or indemnification of the following kinds within 120 days after the end of the Association's fiscal year:

(a) Unless approved by Members, under Section 7233(a) of the California Corporations Code, any transaction to which the Association, its parent, or its subsidiary was a party, which involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and in which either of the following interested persons had a direct or indirect material financial interest (a mere common Directorship is not a material financial interest):

(1) Any Director, Officer or subordinate officer of the Association, its parent, or its subsidiary;

(2) Any holder of more than 10 percent of the voting power of the Association, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Association, the nature of their interest in the transaction, and, when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

(b) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Officer, subordinate officer or Director of the Association, unless the loan, guaranty, indemnification, or advance has already been approved by the Members under Section 7235(a) of the California Corporations Code, or the loan or guaranty is not subject to the provisions of that section.

Section 12.6. Election Reports. For a period of 60 days following the conclusion of an annual, regular, or special meeting of members, the corporation shall, upon written request from a member, forthwith inform the member of the result of any particular vote of members taken at the meeting, including the number of memberships voting for, the number of memberships voting against, and the number of memberships abstaining or withheld from voting. If the matter voted on was the election of directors, the corporation shall report the number of memberships, or votes if voted cumulatively, cast for each nominee for director. If more than one class of memberships voted, the report shall state the appropriate numbers by class of membership.

Article 13. Limitations.

Section 13.1. Assets. This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends of its members and is organized solely for nonprofit purposes. No part of the profits or net income of this Corporation shall ever inure to the benefit of any Director, officer or member thereof, or to any individual. Upon the dissolution or winding up of the Corporation, after payment of, or provision for payment of, all debts and liabilities of the Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which has been formed to provide benefits or services for California students and which has established its tax-exempt status under §501(c) of the Internal Revenue Code. If no such corporation as described above is in existence at the time of dissolution, then the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which has established its tax-exempt status under §501(c) of the Internal Revenue Code.

Section 13.2. Construction. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

Article 14. Amendment of Bylaws

Section 14.1. Amendment by the Members. These Bylaws may be amended, or new bylaws adopted, by vote or written consent of a majority of the Members present and voting at any duly called, noticed and held meeting of the Members at which a quorum is present, provided advance notice of the proposed amendment has been given to the Members at least 30 days before such meeting is held. Such notice shall set forth the text of the proposed amendment and shall be mailed or otherwise given to each Member in the manner required for giving notice of special meetings of the Members. Any provision of these Bylaws that requires the vote of a larger proportion of the Members than otherwise required by this article may not be amended or repealed except by such larger vote. If the vote is taken by written ballot, then the vote necessary to approve any amendment to these Bylaws shall be a majority of all ballots cast, provided ballots are actually cast by a number of Members sufficient to constitute a quorum; and ballots shall be mailed or electronically distributed to each Member, with the text of the proposed amendment, at least 30 days in advance of the date specified for the ballots to be counted.

Section 14.2. Amendment by the Board. These Bylaws may be adopted, amended or repealed by the vote of two-thirds of all Directors present at any meeting of the Board at which a quorum is present. The foregoing right of the Board to change these Bylaws shall not apply to any amendment that:

- (a) Materially and adversely affects the rights of members as to voting, dissolution, redemption or transfer;
- (b) Increases or decreases the number of members authorized in total or for any class;
- (c) Effects and exchange, reclassification or cancellation of all or part of the memberships;
- (d) Authorizes a new class of membership.
- (e) Changes the authorized number of Directors;
- (f) Increases or extends the terms of Directors;
- (g) Increases the quorum requirements for a Membership meeting;
- (h) Repeals, restricts, creates, expands or otherwise changes proxy rights; or
- (i) Authorizes cumulative voting.

Section 14.3. Record of Amendments. The Secretary shall perpetually keep complete records of all amendments, including the bylaws as they existed before each amendment, the exact text of each amendment, and the bylaws as amended. In the discretion of the Board, these Bylaws may be restated in their entirety to incorporate extensive amendments, or the amendments may be endorsed upon the existing Bylaws and signed in the margin by the Secretary. In any event, the Secretary shall ensure that these Bylaws accurately and completely incorporate all amendments to date, and shall certify that the Bylaws, as so

amended, are the true and complete bylaws of the Association.

Article 15. Interpretation

Section 15.1 Supremacy of the Bylaws. These Bylaws are the supreme authority of the Association, subject only to the Articles of Incorporation and to U.S. and California law. Any act of the Board, of any Committee of the Board, any Officer, Affiliate, member, committee, or agent of the Association in conflict with these Bylaws is, to the extent of such conflict, null and void.

Section 15.2 Definitions. Unless the context clearly requires another meaning, all terms defined below and used in these Bylaws with a capitalized initial shall have the meaning given them in this section, as follows:

“Affiliate” shall mean an organized group of members holding a valid and unrevoked charter from this Association pursuant to Article 4.

“Association” shall mean this Association.

“Board” shall mean the Board of Directors established by Article 6.

“Committee of the Board” shall mean a committee composed entirely of Directors and established pursuant to Article 7.

“Director” shall mean a member of the Board, including Officers who serve as members of the Board.

“Executive Committee” shall mean the Executive Committee established by Article 7.

“Member” shall mean a regular member as defined in Article 3, Section 3.2(a).

“Officer” shall mean one of the four principal officers of the Association identified in Article 8, Section 8.1.

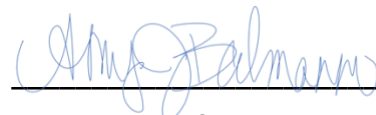
Section 15.3 Rulemaking Authority. No grant of authority herein contained permitting the Board to make and amend rules in certain instances shall be deemed to restrict the authority of the Board to make and amend rules in other instances.

Section 15.4 Cross-References. Each reference herein to any article shall be deemed to include a reference to each and every section, subsection and other subordinate part thereof; and each reference to a section or subsection shall be deemed to include a reference to each and every subsection and other subordinate part thereof.

Certificate of Secretary

I certify that I am the duly elected and acting Secretary of California Association of School Psychologists, Inc., a California non-profit mutual benefit corporation, that the foregoing bylaws, consisting of 20 pages, including this page, are the bylaws of this corporation as amended and restated by the Board on August 15, 2020 and ratified in part by the membership by ballot closing on January 15, 2021, and that they have not been amended or modified since that date.

Dated: January 20, 2021



Amy Balmanno, Secretary/Treasurer