

**AMENDED AND RESTATED BYLAWS OF
CALIFORNIA SPEECH-LANGUAGE-HEARING ASSOCIATION,
A CALIFORNIA NONPROFIT PUBLIC BENEFIT
CORPORATION**

Article I. Corporate Name and Principal Office

Section 1.01 Corporate Name

The name of this corporation is California Speech-Language-Hearing Association (the “Corporation”).

Section 1.02 Principal Office

The principal office for the transaction of the activities and affairs of this Corporation may be established at any place or places within the state of California by resolution of the board of directors of the Corporation (the “Board”). The Board may at any time establish branch or subordinate offices at any place or places where this Corporation is qualified to conduct its activities.

Article II. Purposes and Limitations

Section 2.01 General Purpose

This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes.

Section 2.02 Specific Purpose

The specific and primary purpose of this Corporation shall be as set forth in the Corporation’s Articles of Incorporation.

Section 2.03 Limitations

Notwithstanding, however, the powers conferred generally upon nonprofit corporations under the laws of the State of California, this Corporation shall be limited, except as an insubstantial part of its activities, to the exercise of only those powers reasonable and necessary in the accomplishment of the objectives and purposes hereinabove set forth. In no case shall the Corporation engage in any activity in furtherance of any purpose other than purposes permitted under Section 501(c)(6) of the Internal Revenue Code.

Article III. Dedication of Assets

Section 3.01 Property Dedicated to Nonprofit Purposes

The property of this Corporation is irrevocably dedicated to charitable or educational

purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code, and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private persons.

Section 3.02 Distribution of Assets Upon Dissolution

Upon the dissolution or winding up of the Corporation its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article IV. Membership

Section 4.01 Classes of Membership

- (a) This Corporation shall have three classes of voting members (the “Voting Members”), designated as Professional Members, Paraprofessional Members, and Life Members.
- (b) This Corporation shall have two classes of non-voting members (the “Non-Voting Members”), designated as Student Members and Associate Members.
- (c) This Corporation may refer to persons of the non-voting classes as “members,” even though those persons are not voting members, but no such reference shall constitute any such person as a “member” within the meaning of California Corporations Code Section 5056. For the avoidance of doubt, (1) references in these Bylaws to the “Members” shall mean the Voting Members and the Non-Voting Members collectively, but no such reference shall constitute any Non-Voting Member as a “member” within the meaning of California Corporations Code Section 5056, and (2) references in these Bylaws to the “members” shall mean members as defined in California Corporations Code Section 5056; *i.e.*, the Voting Members.

Section 4.02 Qualifications of Membership

Any person dedicated to the purposes of the Corporation and meeting the specific qualifications set forth below shall qualify for membership as stated on the membership application and on timely payment of such dues and fees as the Board may fix from time to time.

- (a) Professional Members shall be persons who hold: (1) a graduate degree with major emphasis in speech-language pathology, audiology or speech-language or hearing science; or (2) a graduate degree and present evidence of active research, interest and performance in the field of human communication.
- (b) Paraprofessional Members shall be persons who have met the academic and

supervised training requirements set forth by the Speech-Language Pathology and Audiology and Hearing Aid Dispensers Board (SLPAHADB) and have been registered by the SLPAHADB as speech-language pathology assistants.

- (c) Life Members shall be persons who have attained the age of sixty-five (65) and have been Professional Members for the previous twenty (20) consecutive years.
- (d) Associate Members shall be persons who do not qualify for Professional Membership but who are qualified in a related profession (as defined by the Board from time to time) and who are members in good standing of said profession.
- (e) Student Members shall be persons actively pursuing college or university training in speech and language pathology, audiology or speech-language and hearing science and who do not qualify for Professional Membership. Speech-language pathology assistants enrolled in graduate school to become speech-language pathologists are considered Student Members.

Section 4.03 Rights of Membership

The Voting Members shall have the right to vote, as set forth in these Bylaws, on the election of Directors, 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. In addition, the Voting Members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law. The Non-Voting Members shall have such privileges as the Board may determine from time to time, but shall not have the right to vote, or any other rights afforded members under the California Nonprofit Public Benefit Corporation Law.

Section 4.04 Members Not Official Representatives of the Corporation

No Member, whether a Voting Member or a Non-Voting Member, shall, in their capacity as a Member, speak on behalf of, or hold themselves out as a spokesperson of, the Corporation, or otherwise act as or purport to be a representative of the Corporation, unless the Board has specifically authorized and approved the Member to act or speak as an official representative of the Corporation.

Section 4.05 Dues, Fees, and Assessments

Each Member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. The dues, fees, and assessments shall be equal for all Members of each class, but the Board may, in its discretion, set different dues, fees, and assessments for each class.

Section 4.06 Good Standing

Members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended shall be Members in good standing.

Section 4.07 Termination of Membership

A Membership, whether Voting or Non-Voting, shall terminate on occurrence of any of the following events:

- (a) Resignation of the Member;
- (b) Expiration of the period of Membership, unless the Membership is renewed on the renewal terms fixed by the Board;
- (c) The Member's failure to pay dues, fees, or assessments as set by the Board within the time and on the conditions set by the Board;
- (d) Any event that renders the Member ineligible for Membership, or failure to satisfy Membership qualifications; or
- (e) Termination of Membership under Section 4.09 of these Bylaws based on the good faith determination by the Board 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 Corporation's purposes and interests.

Section 4.08 Suspension of Membership

- (a) A Member may be suspended, under Section 4.09 of these Bylaws, based on the good faith determination by the Board that the Member has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.
- (b) A person whose Membership is suspended shall not be a Member during the period of suspension.

Section 4.09 Procedure for Termination or Suspension of Membership

If grounds appear to exist for suspending or terminating a Member under Section 4.07 or Section 4.08 of these Bylaws, the following procedure shall be followed:

- (a) The Board shall give the Member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the Member's last address as shown on the Corporation's records.
- (b) The Member shall be given an opportunity to be heard, either orally or in writing, at least 5 days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board to determine whether the suspension or termination should occur.

- (c) The Board shall decide whether the Member should be suspended, expelled, or sanctioned in any way. A decision to suspend, expel, or sanction shall require a vote of two-thirds of the Directors then in office. The decision of the Board shall be final.
- (d) Any action challenging an expulsion, suspension, or termination of Membership, including a claim alleging defective notice, must be commenced within 1 year after the date of the expulsion, suspension, or termination.

Section 4.10 Memberships Not Transferable

No Membership, whether Voting or Non-Voting, or right arising from Membership shall be transferred. All Membership rights cease on the Member's death or dissolution.

Article V. Organizational Structure

Section 5.01 Geographical Districts

The Corporation shall include geographical districts (each a "District" and collectively the "Districts").

Section 5.02 District Boundaries

- (a) The number of Districts and their boundaries will be specified in the CSHA Policies.
- (b) District boundaries will be monitored by the Vice President on Association Services, who will bring any recommended boundary changes to the Board of Directors.

Section 5.03 District Membership

A Member's District shall be designated on the basis of the Member's preferred mailing address.

Section 5.04 District Organization and Function

- (a) The Districts are components of the Corporation and, as such, the Articles of Incorporation and Bylaws of the Corporation shall govern each District.
- (b) The Professional and Life Members of each District shall elect a District Director-Elect, who shall not be a voting member of the Board unless and until he or she succeeds to the position of District Director in accordance with these Bylaws. The District Directors-Elect as of the date of adoption of these Bylaws shall be those persons whose names are attached to these Bylaws as Exhibit A. The District Directors-Elect listed on Exhibit A shall each serve until he or she shall succeed to the District Director role for their District in accordance with

these Bylaws (or until that District Director-Elect's earlier resignation or removal in accordance with these Bylaws). Subsequent District Directors-Elect shall be elected as set forth in these Bylaws.

Section 5.05 District Directors-Elect

- (a) The term of office of all District Directors-Elect shall be two years. To be eligible to serve as a District Director-Elect, an individual must be a Professional or Life Member in good standing of their District and must continue to reside or work in the District for the duration of their term as District Director-Elect.
- (b) Subject to the provisions of this Section 5.05 and Section 7.09(e), the District Director-Elect shall succeed to the District Director role for their District upon the earlier of the completion of their term as District Director-Elect or a vacancy in the office of the District Director. During their term as District Director-Elect, the District Director-Elect shall assume the roles and responsibilities as may from time to time be established by the Board.
- (c) The Board shall have the power and authority to remove a District Director-Elect and declare his or her office vacant if he or she has (1) been declared of unsound mind by a final order of court or (2) been convicted of a felony. The Board, by a two-thirds vote of the Directors then in office, shall further have the power and authority to remove a District Director-Elect and declare his or her office vacant if the District Director-Elect (3) fails or ceases to meet any eligibility requirement that was in effect at the beginning of the District Director-Elect's term of office or (4) engages in any of items (i) through (iii) of Section 7.03(d) of these Bylaws. In addition, a District Director-Elect may be removed if the removal is approved by the Professional and Life Members of the applicable District.
- (d) If a vacancy occurs in the position of District Director-Elect, including a vacancy that occurs in the position pursuant to Section 7.09(d), the vacancy shall be filled in one of the following ways:
 - (i) If the next District Director-Elect has not already been elected, the position shall be filled by special election in consultation with the District Nominating Committee. Whoever is elected during the special election shall complete the term of office for the open position, and then continue to serve as District Director-Elect for additional term.
 - (ii) If the next District Director-Elect has already been elected, the person elected will assume the responsibilities of the office of District Director-Elect for the remainder of the term and then complete the term for which they were originally elected.
- (e) For the avoidance of doubt, an individual is not a "director" (as such term is

defined in California Corporations Code Section 5047) while serving in the position of District Director-Elect and shall only become a “director” (as defined in Section 5047) if and when such individual assumes the position of District Director. Under no circumstances may a District Director-Elect provide a proxy vote for the District Director.

Article VI. Meetings of Voting Members of the Corporation

Section 6.01 Annual Meeting

A general meeting of members shall be held annually at the Annual Convention. Subject to Section 6.05(b) and Section 6.07(a) of these Bylaws, any proper business may be transacted at this meeting.

Section 6.02 Location of Meetings

Meetings of the members shall be held at any place within California designated by the Board. The Board may authorize members who are not present in person to participate by electronic transmission or electronic video communication.

Section 6.03 Electronic Participation in Meetings

- (a) *Authority for Electronic Meetings.* If authorized by the Board in its sole discretion, and subject to the requirements of consent in California Corporations Code Section 20(b) and guidelines and procedures the Board may adopt, members not physically present in person at a meeting of members may, by electronic transmission by and to the Corporation or by electronic video screen communication, participate in a meeting of members, be deemed present in person and vote at a meeting of members whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the Corporation or by electronic video screen communication, subject to the requirements of these Bylaws.
- (b) *Requirements for Electronic Meetings.* A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the Corporation or by electronic video screen communication (1) if the Corporation implements reasonable measures to provide members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (2) if any member votes or takes other action at the meeting by means of electronic transmission to the Corporation or electronic video screen communication, a record of that vote or action is maintained by the Corporation. Any request by a Corporation to a member pursuant to California Corporations Code Section 20(b) for consent to conduct a meeting of members by electronic transmission by and to the Corporation shall include a notice that absent consent of the member pursuant to Corporations Code Section 20(b), the meeting shall be held at a physical location in accordance with Section 6.02 of these Bylaws.

Section 6.04 Special Meetings

- (a) *Authority to Call.* The Board or the President, or 5 percent or more of Voting Members, may call a special meeting of the members for any lawful purpose at any time.
- (b) *Calling Special Meetings.* A special meeting called by any person (other than the Board) entitled to call a special meeting of the members shall be called by written request, specifying the general nature of the business proposed to be transacted, and addressed to the attention of and submitted to the President or the Secretary of the Corporation. The Officer receiving the request shall cause notice to be given promptly to the members entitled to vote, under Section 6.05 of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board. However, the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.
- (c) *Proper Business of Special Meeting.* No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 6.05 Notice of Meetings

- (a) *General Requirements.* Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under this Section 6.05, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by and to the Corporation or electronic video screen communication, if any, by which members may participate in the meeting. For any annual meeting at which any matter will be presented to the members for action, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the members; provided that, except as provided in Section 6.05(b) and Section 6.07(a) of these Bylaws, any proper matter may be presented at the meeting. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given.
- (b) *Notice of Certain Agenda Items.* Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (i) Removing a Director without cause;
 - (ii) Filling vacancies on the Board;
 - (iii) Amending the Articles of Incorporation; or
 - (iv) Electing to wind up and dissolve the Corporation.
- (c) *Manner of Giving Notice.* Notice of any meeting of members shall be in writing and shall be given at least 30 but no more than 90 days before the meeting date. The notice shall be given either personally, by electronic transmission by the Corporation, or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the Corporation or at the address given by the member to the Corporation for purposes of notice. If no address appears on the Corporation's books and no address has been so 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.
- (d) *Electronic Notice.*
- (i) Notice given by electronic transmission by the Corporation shall be valid only if:
 - (1) Delivered by (A) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the Corporation; (B) posting on an electronic message board or network that the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (C) other means of electronic communication; (2) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and (3) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.
 - (ii) Notwithstanding the foregoing: (1) An electronic transmission by this Corporation to a member is not authorized unless, in addition to satisfying the requirements of this Section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (A) any right of the recipient to have the record provided or made available on paper in non-electronic form, (B) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the Corporation, and (C) the procedures the recipient must use to withdraw consent; and (2) Notice shall not be given by electronic transmission by the Corporation after either of the following: (A) the Corporation is unable to deliver two

consecutive notices to the member by that means or (B) the inability so to deliver the notices to the member becomes known to the Secretary or any other person responsible for the giving of the notice.

Section 6.06 Affidavit of Giving Notice

An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary or any transfer agent of the Corporation, and if so executed, shall be filed and maintained in the Corporation's minute book.

Section 6.07 Quorum

- (a) Five percent of the voting power shall constitute a quorum for the transaction of business at any meeting of members. If, however, the attendance at any general or annual meeting is less than one-third of the voting power, the members may vote only on matters as to which notice of their general nature was given under Section 6.05 of these Bylaws.
- (b) Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn 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 6.08 Eligibility to Vote

Subject to the California Nonprofit Public Benefit Corporation Law, Voting Members in good standing on the record date as determined under Section 6.16 of these Bylaws shall be entitled to vote at any meeting of members.

Section 6.09 Manner of Voting

Voting on matters may be by voice or ballot. No member is allowed to vote by proxy.

Section 6.10 Number of Votes

Each member entitled to vote may cast one vote on each matter submitted to a vote of the members.

Section 6.11 Majority Approval

If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Public Benefit Corporation Law, the Articles of Incorporation, or these Bylaws.

Section 6.12 Action by Written Ballot

Any action, including election of Directors, that members may take at any meeting of members may also be taken without a meeting by complying with Sections 6.13 and 6.14 of these Bylaws.

Section 6.13 Solicitation of Ballots

- (a) This Corporation shall distribute one written ballot to each member entitled to vote on the matter. The ballot and any related material may be sent by electronic transmission by the Corporation that meets the requirements of Section 6.05(d) of these Bylaws, and responses may be returned by electronic transmission to the Corporation. “Electronic transmission to the Corporation” means a communication (1) delivered by (i) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, which the Corporation has provided from time to time to members for sending communications to the Corporation, (ii) posting on an electronic message board or network which the Corporation has designated for those communications, and which transmission shall be validly delivered upon the posting, or (iii) other means of electronic communication, (2) as to which the Corporation has placed in effect reasonable measures to verify that the sender is the member purporting to send the transmission, and (3) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.
- (b) All solicitations of votes by written ballot shall (1) state the number of responses needed to meet the quorum requirement; (2) state, with respect to ballots other than for election of Directors, the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted.
- (c) Each ballot so distributed shall (1) set forth the proposed action; (2) give the members an opportunity to specify approval or disapproval of each proposal; (3) provide a reasonable time in which to return the ballot to the Corporation; and (4) provide, subject to reasonable specified conditions, that where the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification.
- (d) In any election of Directors, a written ballot that a member marks “withhold,” or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a Director.

Section 6.14 Approval Requirements for Action by Written Ballot

Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including ballots that are marked “withhold” or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a

meeting.

Section 6.15 Written Ballots As Irrevocable

A written ballot may not be revoked.

Section 6.16 Record Date for Notice, Voting, Written Ballots, and Other Actions

- (a) For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board may, in advance, fix a record date. The record date so fixed for:
 - (i) Sending notice of a meeting shall be no more than 90 nor less than 10 days before the date of the meeting;
 - (ii) Voting at a meeting shall be no more than 60 days before the date of the meeting;
 - (iii) Voting by written ballot shall be no more than 60 days before the day on which the first written ballot is mailed or solicited; and
 - (iv) Taking any other action shall be no more than 60 days before that action.
- (b) If not otherwise fixed by the Board, the record date for determining members entitled to:
 - (i) receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held;
 - (ii) vote at the meeting shall be the day on which the meeting is held;
 - (iii) vote by written ballot shall be the day on which the first written ballot is mailed or solicited; and
 - (iv) exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.
- (c) For purposes of this Section 6.16, a person holding a membership at the close of business on the record date shall be a member of record.

Article VII. Board of Directors

Section 7.01 General Powers of Board

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws regarding actions that require approval of the members, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 7.02 Number of Directors

The Board shall consist of the District Directors, the Paraprofessional Director, and the Elected Officers (as such term is defined in Section 7.04 of these Bylaws). The District Directors, the Paraprofessional Director, and the Elected Officers may be referred to in these Bylaws collectively as the "Directors" and individually as a "Director." The total number of Directors shall be not less than fourteen (14) or more than twenty (20) unless changed by amendment to these Bylaws. The exact authorized number of Directors shall be eighteen (18) until changed, within the limits specified, by a resolution adopted by the Board.

Section 7.03 Qualifications of Directors

- (a) To be eligible to serve as an Elected Officer, an individual must be a Professional or Life Member in good standing.
- (b) To be eligible to serve as a District Director, an individual must be a Professional or Life Member in good standing of their District and must continue to reside in, or be employed in, the District for the duration of their term as District Director.
- (c) To be eligible to serve as the Paraprofessional Director, an individual must be a Paraprofessional Member in good standing.
- (d) In addition, to be eligible to serve as a Director, an individual shall not:
 - (i) engage in any activity that is directly contrary to the interests of the Corporation;
 - (ii) engage in the misrepresentation of the Corporation and its policies to outside third parties;
 - (iii) be disruptive or unprofessional during any Board meetings or exhibit behavior that is deemed to be detrimental to the function of the Board meeting; or

- (iv) violate any other qualification or requirement for Board service that has been adopted by resolution of the Board.
- (e) No Director may serve concurrently in any other Director position.

Section 7.04 *Election and Terms of Office of Directors*

- (a) The Directors as of the date of adoption of these Bylaws shall be those persons whose names are attached to these Bylaws as Exhibit B. The Directors listed on Exhibit B shall each serve until the later of the date designated beside his or her name on Exhibit B, or the date his or her successor is elected and qualified (or until that Director's earlier resignation or removal in accordance with these Bylaws and the California Nonprofit Corporation Law). Subsequent Directors shall be elected in accordance with the following paragraphs of this Section 7.04.
- (b) The Elected Officers shall be elected by the Professional and Life Members. The Elected Officers shall consist of President, President-Elect, Secretary, Treasurer, Vice President of Continuing Education, Vice President of Professional Services, and Vice President of Association Services.
- (c) The term of office of the Elected Officers shall be as follows:
 - (i) President: 2 years
 - (ii) President-Elect: 2 years
 - (iii) Vice Presidents: 2 years
 - (iv) Treasurer: 2 years
 - (v) Secretary 2 years
- (d) As set forth in Article V of these Bylaws, the Professional and Life Members of each District shall elect a District Director-Elect, who shall succeed to the District Director role for their District in accordance with these Bylaws. The term of office for all District Directors shall be two years. Each District Director shall be known and referred to as the "Director from District [*insert District #*]" (e.g., the Director from District 1).
- (e) The Paraprofessional Members shall elect the Paraprofessional Director. The term of office for the Paraprofessional Director shall be two years.
- (f) Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until his or her successor has been elected and qualified, or until that Director's earlier resignation or removal in accordance with these Bylaws and the California Nonprofit Corporation Law.

Section 7.05 *Restriction on Interested Persons as Directors*

No more than 49 percent of the persons serving on the Board may be "interested persons," as defined in California Corporations Code Section 5227. As defined in that Section, an interested person is (1) any person currently being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time

employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation.

Section 7.06 Vacancies on Board

A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of any of the following: (1) the death, resignation, or removal of a Director; or (2) an increase of the authorized number of Directors.

Section 7.07 Resignation of Directors

Except as provided in the last sentence of this paragraph, any Director may resign by giving written notice to the President or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. Except on notice to the California Attorney General (the “Attorney General”), no Director may resign if the Corporation would be left without a duly elected Director or Directors.

Section 7.08 Removal of Directors

(a) Removal by Board.

- (i) The Board shall have the power and authority to remove a Director and declare his or her office vacant if he or she has (1) been declared of unsound mind by a final order of court; (2) been convicted of a felony; or (3) been found by a final order or judgment of any court to have breached any duty under Sections 5230 through 5237 of the California Nonprofit Public Benefit Corporation Law (relating to the standards of conduct of directors).
- (ii) The Board, by a two-thirds vote of the Directors then in office, shall further have the power and authority to remove a Director and declare his or her office vacant if the Director fails to attend two (2) successive Board meetings.
- (iii) In addition, if these Bylaws prescribe qualifications of Directors, the Board, by a two-thirds vote of the Directors who meet all of the required qualifications to be a Director, may also remove a Director and declare his or her office vacant if the Director fails or ceases to meet any required qualification that was in effect at the beginning of that Director’s current term of office.

- (b) ***Removal by Members.*** Any or all Directors may be removed if the removal is approved by the members (as defined in California Corporations Code Section 5034); provided that any Director elected by the vote of members of a class or members within an organizational unit or geographic grouping, voting as such, rather than by the members of the Corporation, may be removed only by the vote of that class, unit, or grouping.

- (c) Any vacancy caused by the removal of a Director shall be filled as provided in Section 7.09.

Section 7.09 Filling Vacancies on Board

Vacancies on the Board, including vacancies created by the removal of a Director, shall be filled in accordance with the following procedures:

- (a) A vacancy in the office of President shall be filled by the President-Elect, who will finish that term and then continue to serve as President for an additional term, as contemplated when he or she was originally elected as President-Elect.
- (b) If a vacancy occurs in the office of President-Elect, including a vacancy that occurs in the office pursuant to the previous paragraph, the vacancy shall be filled in one of the following ways:
 - (i) If the next President-Elect has not already been elected, the office shall be filled by special election in consultation with the State Nominating Committee. Whoever is elected during the special election shall complete the term of office for the open position, and then continue to serve as President-Elect for an additional term.
 - (ii) If the next President-Elect has already been elected, the person elected will assume the responsibilities of the office of President-Elect for the remainder of the term and then complete the term for which they were originally elected.
- (c) A vacancy in the office of Secretary, Treasurer, Vice President of Continuing Education, Vice President of Professional Services, Vice President of Association Services, or Paraprofessional Director shall be filled by the Board in consultation with the State Nominating Committee. This appointee shall finish the remainder of the term of office for the open position.
- (d) A vacancy in the office of District Director shall be filled by the District Director-Elect who will finish that term and then continue to serve as District Director for an additional term, as contemplated when he or she was originally elected as District Director-Elect.

Section 7.10 No Vacancy on Reduction of Number of Directors

Any reduction of the authorized number of Directors shall not result in any Director being removed before his or her term of office expires unless the reduction also provides for the removal of one or more specified Directors.

Section 7.11 Standard of Conduct

Each Director shall perform the duties of a Director, including duties as a member of any Board Committee upon which the Director may serve, in good faith, in a manner that the

Director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Article VIII. Board Meetings

Section 8.01 Place of Board Meetings; Meetings by Telephone or Electronic Communication.

Regular and special meetings of the Board may be held at any place within the State of California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Corporation. Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or electronic transmission, in which case the following shall apply:

- (a) Participation in a meeting through use of conference telephone constitutes presence in person at the meeting as long as all Directors participating in the meeting are able to hear one another.
- (b) Participation in a meeting through use of video screen communication or other communications equipment, other than conference telephone, constitutes presence in person at the meeting if all of the following apply:
 - (i) Each Director participating in the meeting can communicate concurrently with all other Directors;
 - (ii) 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, a specific action to be taken by the Corporation; and
 - (iii) The Board has adopted and implemented a means of verifying both of the following: (1) A person participating in the meeting is a Director or other person entitled to participate in the Board meeting; and (2) All actions or votes by the Board are taken or cast only by the Directors and not by persons who are not Directors.

Section 8.02 Regular Meetings of the Board

Regular meetings of the Board shall be held at least quarterly.

Section 8.03 Special Meetings of the Board

Special meetings of the Board may be called at any time by the President, or by petition of any three Directors.

Section 8.04 Notice of Meetings of the Board

- (a) *Manner of Giving Notice.* Except when the time and place of a regular meeting is fixed in advance by the Board, notice of the time and place of regular and special

meetings of the Board shall be given to each Director by: (i) personal delivery of written notice; (ii) first-class mail, postage prepaid; (iii) telephone, including a voice messaging system or other technology designed to record and communicate messages, either directly to the Director or to a person at the Director's home or office who would reasonably be expected to communicate such notice promptly to the Director; (iv) facsimile when directed to the facsimile number for that recipient on record with the Corporation; (v) electronic mail when directed to the electronic mail address for that recipient on record with the Corporation; (vi) posting on an electronic message board or network which the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof; or (vii) other electronic means. Notice given by facsimile, electronic mail, electronic message board or other electronic means may be given only to recipients who have provided an unrevoked consent to the use of those means of transmission for notices, and may only be used if such means create a record that can be retained, retrieved and reviewed, and later be transferred into a tangible and legible form.

- (b) *Time Requirements.* Notices to Directors sent by first-class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given to Directors by personal delivery, telephone, or electronic means shall be delivered, telephoned, or sent at least forty-eight (48) hours before the time set for the meeting.
- (c) *Notice Contents.* The notice shall state the date, time, place, and, if it is a special meeting, a description of the general purpose of the meeting.

Section 8.05 Quorum

A majority of Directors then in office shall constitute a quorum for the transaction of any business except adjournment.

Section 8.06 Minimum Vote Requirements for Valid Board Action

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 an act of the Board, unless a greater number is expressly required by the Articles of Incorporation, these Bylaws, or the California Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 8.07 When a Greater Vote is Required for Valid Board

Action The following actions shall require a vote by a majority of all Directors then in office in order to be effective:

- (a) Approval of contracts or transactions in which a Director has a direct or indirect material financial interest as described in Section 11.01 (provided that the vote of

any interested Director(s) is not counted);

- (b) Creation of, and appointment to, Board Committees as described in Section 9.01 (but not Advisory Committees as described in Section 9.06);
- (c) Indemnification of Directors as described in Article XII.

Section 8.08 Adjournment

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting.

Section 8.09 Conduct of Meetings

Meetings of the Board shall be presided over by the President or, if the President is absent, by the President-Elect or, in the absence of each of these persons, by a chairperson of the meeting, chosen by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 8.10 Board Action Without Meeting

- (a) Subject to the requirements of California Corporations Code Section 5211(b), an action required or permitted to be taken by the Board may be taken without a meeting if all Directors individually or collectively consent in writing to that action. The written consent or consents shall be filed with the minutes of the proceedings of the Board. The action by written consent shall have the same force and effect as a unanimous vote of the Directors.
- (b) “Consent in writing” includes consent given through electronic transmissions from and to the Corporation by a means that creates a record that can be retained, retrieved and reviewed, and that may later be transferred into a tangible and legible form.
- (c) A written consent solicited by the Corporation may be delivered to a Director by (1) facsimile transmission or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that Director on record with the Corporation, (2) posting on an electronic message board or network which the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, or (3) other means of electronic communication; providing that such Director has provided an unrevoked consent to the use of those means of transmission for communication by written consent.
- (d) A written consent returned by a Director to the Corporation may be delivered by (1) facsimile transmission or electronic mail when directed to the facsimile number or electronic mail address, respectively, which the Corporation has provided from time to time to Directors for sending communications to the

Corporation, (2) posting on an electronic message board or network which the Corporation has designated for those communications, and which transmission shall be deemed validly delivered upon the posting, or (3) other means of electronic communication; providing that the Corporation has adopted reasonable measures to verify that the sender is the Director purporting to send the transmission.

Section 8.11 Director Voting

Each Director shall have one vote on each matter presented to the Board for action. No Director may vote by proxy.

Section 8.12 Attendance of Non-Directors

The Board or any Board Committee, in its respective discretion, may invite persons who are not Directors to attend any meeting of the Board or Board Committee, as applicable, in a nonvoting, advisory capacity.

Article IX. Committees

Section 9.01 Board Committees

In addition to Board Committees established by these Bylaws (if any), the Board may, by resolution adopted by a majority of the Directors then in office, create one or more standing or ad hoc committees or task forces, each consisting of three or more Directors and no one who is not a Director, to serve at the pleasure of the Board (each a “Board Committee”). Any such Board Committee, to the extent provided in the resolution of the Board or these Bylaws, may be given authority of the Board except that no committee, whether a Board Committee or an Advisory Committee (as described in Section 9.06), may:

- (a) take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- (b) fill vacancies on the Board or in any Board Committee;
- (c) fix compensation of the Directors for serving on the Board or on any Board Committee;
- (d) amend or repeal Bylaws or adopt new Bylaws;
- (e) amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- (f) appoint any other Board Committees or the members thereof;

- (g) expend corporate funds to support a nominee for Director if more people have been nominated for Director than can be elected; or
- (h) approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in California Corporations Code Section 5233(d)(3).

Section 9.02 Meetings and Action of Board Committees

Minutes shall be kept of each meeting of any Board Committee. Board Committees shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any Board Committee not inconsistent with the provisions by these Bylaws.

Section 9.03 Revocation of Delegated Authority

The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Board Committee, increase or decrease (but not below three) the number of members of a Board Committee, and fill vacancies in a Board Committee from the members of the Board.

Section 9.04 Nonprofit Integrity Act/Audit Committee

- (a) In any fiscal year in which the Corporation receives or accrues gross revenues of two million dollars or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), the Board shall (i) prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant (“CPA”) in conformity with generally accepted auditing standards; (ii) make the audit available to the Attorney General and to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available; and (iii) appoint an Audit Committee.
- (b) The Audit Committee shall be a Board Committee and shall consist of between three and seven Directors. It shall not include paid or unpaid staff or employees of the Corporation, including the President or chief executive officer or the Treasurer or chief financial officer. If there is a Finance Committee, members of the Finance Committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the Finance Committee. The Audit Committee may include nonvoting advisors.
- (c) Subject to the supervision of the Board, the Audit Committee shall:
 - (i) make recommendations to the Board on the hiring and firing of the CPA;

- (ii) confer with the CPA to satisfy Audit Committee members that the financial affairs of the Corporation are in order;
- (iii) approve non-audit services by the CPA and ensure such services conform to standards in the Yellow Book issued by the United States Comptroller General; and
- (iv) if requested by the Board, negotiate the CPA's compensation on behalf of the Board.

Section 9.05 Executive Committee

The Executive Committee shall be a Board Committee and shall consist of the President (who shall serve as the chair of the Executive Committee), President Elect, Secretary, Treasurer and Vice Presidents. The Executive Committee shall have such powers, duties, and delegated authority as the Board may from time to time determine.

Section 9.06 Advisory Committees

The Board may create one or more advisory committees or task forces, standing or ad hoc, to serve at the pleasure of the Board (each an "Advisory Committee"). Appointments to such Advisory Committees need not, but may, include Directors. The Board shall appoint and discharge Advisory Committee members. Advisory Committees shall at all times be subject to the supervision and control of the Board, may not exercise the authority of the Board to make decisions on behalf of the Corporation, and shall be limited to making recommendations to the Board or the Board's authorized representatives and to implementing Board decisions and policies. All actions and recommendations of an Advisory Committee shall require approval by the Board before being given effect.

Article X. Officers

Section 10.01 Officers

The officers of the Corporation shall consist of the President, the President-Elect, the Secretary, the Treasurer and the Vice Presidents (collectively, the "Elected Officers").

- (a) *Selection.* The Elected Officers shall be chosen as set forth in Article VII of these Bylaws.
- (b) *Resignation; Removal; Vacancies in Office.* The Elected Officers may resign or be removed, and vacancies in the offices of the Elected Officers shall be filled, in accordance with the provisions of Article VII.

Section 10.02 Responsibilities of President

Subject to the control of the Board, the President shall preside at all members' meetings and at all Board meetings, and shall exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board or prescribed by these

Bylaws. If no other person is designated as the chief executive, the President shall, in addition, without compensation, be the chief executive and shall have the powers and duties prescribed in Section 10.07.

Section 10.03 Responsibilities of President-Elect

The President-Elect shall, in the absence or disability of the President, perform all the duties of the President and, when so acting, have all 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 as may from time to time be assigned to him or her by the Board or prescribed by these Bylaws.

Section 10.04 Responsibilities of Secretary

The Secretary shall:

- (a) keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, the minutes of all meetings, proceedings, and actions of the Board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at Board and Board Committee meetings; and the number of members present or represented at members' meetings;
- (b) keep or cause to be kept, at the Corporation's principal office or at a place determined by resolution of the Board, a record of the Corporation's members, showing each member's name, address, and class of membership;
- (c) give, or cause to be given, notice of all meetings of members, of the Board that these Bylaws require to be given; and
- (d) have such other powers and perform such other duties as the Board or the Bylaws may require.

Section 10.05 Responsibilities of Treasurer

- (a) 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 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.
- (b) The Treasurer shall send or cause to be given to the members and Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board.

- (c) The Treasurer shall (1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate; (2) disburse, or cause to be disbursed, the Corporation's funds as the Board may order; (3) render, or cause to be rendered, to the President and the Board, when requested, an account of his or her transactions as Treasurer and of the financial condition of the Corporation; and (4) have such other powers and perform such other duties as the Board or the Bylaws may require.

Section 10.06 Responsibilities of Vice Presidents

The Vice Presidents shall have such powers and duties as the Board may from time to time determine.

Section 10.07 Chief Executive

Subject to such supervisory powers as may be given by the Board to the President, the Board may hire a chief executive who shall be the general manager of the Corporation, and subject to the control of the Board, shall supervise, direct and control the Corporation's day-to-day activities, business and affairs. The chief executive (who may be referred to as the "Executive Director") shall be empowered to hire, supervise and fire all of the employees of the Corporation, under such terms and having such job responsibilities as the chief executive shall determine in his or her sole discretion, subject to the rights, if any, of the employee under any contract of employment. The chief executive may delegate his or her responsibilities and powers subject to the control of the Board. He or she shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 10.08 Compensation

The Board shall periodically review the fairness of compensation, including benefits, paid to every person, regardless of title, with powers, duties, or responsibilities comparable to the president, chief executive officer, treasurer, or chief financial officer (i) once such person is hired, (ii) upon any extension or renewal of such person's term of employment, and (iii) when such person's compensation is modified (unless all employees are subject to the same general modification of compensation).

Article XI. Transactions Between Corporation and Directors and Officers

Section 11.01 Interested Party Transactions

- (a) Except as described in Section 11.01(b), the Corporation shall not be a party to any transaction:
 - (i) in which one or more of its Directors or Officers has a material financial interest, or

- (ii) with any corporation, firm, association, or other entity in which one or more Directors or Officers has a material financial interest.
- (b) The Corporation shall not be a party to any transaction described in Section 11.01(a) unless:
- (i) the Corporation enters into the transaction for its own benefit;
 - (ii) the transaction is fair and reasonable to the Corporation at the time the transaction is entered into;
 - (iii) prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith, by a vote of a majority of Directors then in office (without counting the vote of the interested Directors), and with knowledge of the material facts concerning the transaction and the interested Director's or Officer's financial interest in the transaction;
 - (iv) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
 - (v) the minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described in subparagraphs (i) through (iv) of this Section 11.01(b).
- (c) A Director or Officer shall not be deemed to have a "material financial interest" in a transaction:
- (i) that fixes the compensation of a Director as a Director or Officer;
 - (ii) if the contract or transaction is part of a public or charitable program of the Corporation and it (1) is approved or authorized by the Corporation in good faith and without unjustified favoritism, and (2) results in a benefit to one or more Directors or their families only because they are in the class of persons intended to be benefited by the program; or
 - (iii) where the interested Director has no actual knowledge of the transaction and it does not exceed the lesser of one percent of the gross receipts of the Corporation for the preceding year or \$100,000.

Section 11.02 Loans to Directors and Officers.

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer except as provided in California Corporations Code Section 5236.

Section 11.03 Interlocking Directorates

No contract or other transaction between the Corporation and any corporation, firm or association of which one or more Directors are directors is either void or voidable because such Director(s) are present at the Board or Board Committee meeting that authorizes, approves or ratifies the contract or transaction, if (i) the material facts as to the transaction and as to such Director's other directorship are fully disclosed or known to the Board or Board Committee, and the Board or Board Committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common Director(s) (subject to the quorum provisions of Article VIII); or if (ii) the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified.

Article XII. Indemnification of Directors, Officers, Employees and Agents

Section 12.01 Definitions

For purposes of this Article XII:

- (a) "Agent" means any person who is or was a Director, Officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the 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 reasonably incurred in the defense of any claims or proceedings against an Agent by reason of his or her position or relationship as Agent and all attorneys' fees, costs, and other expenses reasonably incurred in establishing a right to indemnification under this Article XII.

Section 12.02 Applicability of Indemnification Provisions

- (a) *Successful Defense by Agent.* To the extent that an Agent has been successful on the merits in the defense of any proceeding referred to in this Article XII, 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.

- (b) *Settlement or Unsuccessful Defense by Agent.* If an Agent either settles any proceeding referred to in this Article XII, or any claim, issue, or matter therein, or sustains a judgment rendered against him, then the provisions of Section 12.03 through Section 12.06 shall determine whether the Agent is entitled to indemnification.

Section 12.03 Actions Brought by Persons Other than the Corporation.

This Section 12.03 applies to any proceeding other than an action “by or on behalf of the Corporation” as defined in Section 12.04. Such proceedings that are not brought by or on behalf of the Corporation are referred to in this Section 12.03 as “Third Party proceedings.”

- (a) *Scope of Indemnification in Third Party Proceedings.* Subject to the required findings to be made pursuant to Section 12.03(b), the Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any Third Party proceeding, by reason of the fact that such person is or was an Agent, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.
- (b) *Required Standard of Conduct for Indemnification in Third Party Proceedings.* Any indemnification granted to an Agent in Section 12.03(a) above is conditioned on the following. The Board must determine, in the manner provided in Section 12.05, that the Agent seeking reimbursement acted in good faith, in a manner he or she reasonably believed to be in the best interest of the Corporation, and, in the case of a criminal proceeding, he or she must have had no reasonable cause to believe that his or her conduct was unlawful. 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 he or she reasonably believed to be in the best interest of the Corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful.

Section 12.04 Action Brought By or On Behalf Of the Corporation

This Section 12.04 applies to any proceeding brought (i) by or in the right of the Corporation, or (ii) by an Officer, Director or person granted relator 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 Section 5233 of the California Nonprofit Corporation Law, or (iii) by the Attorney General or person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust (any such proceeding is referred to in these Bylaws as a proceeding “by or on behalf of the Corporation”).

- (a) *Scope of Indemnification in Proceeding By or On Behalf Of the Corporation.* Subject to the required findings to be made pursuant to Section 12.04(b), and except as provided in Section 12.04(c) and Section 12.04(d), the Corporation may

- indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by or on behalf of the Corporation, by reason of the fact that such person is or was an Agent, for all expenses actually and reasonably incurred in connection with the defense or settlement of such action.
- (b) *Required Standard of Conduct for Indemnification in Proceeding By or On Behalf Of the Corporation.* Any indemnification granted to an Agent in Section 12.04(a) is conditioned on the following. The Board must determine, in the manner provided in Section 12.05, that the Agent seeking reimbursement acted in good faith, in a manner he or she believed to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.
 - (c) *Claims Settled Out of Court.* If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Corporation, with or without court approval, the Agent shall receive no indemnification for amounts paid pursuant to the terms of the settlement or other disposition. Also, in cases settled or otherwise disposed of without court approval, the Agent shall receive no indemnification for expenses reasonably incurred in defending against the proceeding, unless the proceeding is settled with the approval of the Attorney General.
 - (d) *Claims and Suits Awarded Against Agent.* If any Agent is adjudged to be liable to the Corporation in the performance of the Agent's duty to the Corporation, the Agent shall receive no indemnification for amounts paid pursuant to the judgment, and any indemnification of such Agent under Section 12.04(a) for expenses actually and reasonably incurred in connection with the defense of that action shall be made only if both of the following conditions are met:
 - (i) The determination of good faith conduct required by Section 12.04(b) must be made in the manner provided for in Section 12.05; 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 is fairly and reasonably 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 12.05 Determination of Agent's Good Faith Conduct The indemnification granted to an Agent in Section 12.03 and Section 12.04 is conditioned on the findings required by those Sections being made by:

- (a) the Board by a majority vote of a quorum consisting of Directors who are not parties to the proceeding;
- (b) approval of the members (as defined in California Corporations Code Section 5034), with the persons to be indemnified not being entitled to vote thereon; or

- (c) the court in which the proceeding is or was pending. Such determination may be made on application brought by the 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 the Corporation.

Section 12.06 Limitations

No indemnification or advance shall be made under this Article XII, except as provided in Section 12.02(a) or Section 12.05(c), in any circumstances when it appears:

- (a) that the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, 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; or
- (b) that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 12.07 Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by the 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 advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article XII.

Section 12.08 Contractual Rights of Non-Directors and Non-Officers

Nothing contained in this Article XII shall affect any right to indemnification to which persons other than Directors and Officers of the Corporation, or any of its subsidiaries, may be entitled by contract or otherwise.

Section 12.09 Insurance

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent, as defined in this Article XII, against any liability asserted against or incurred by any Agent in such capacity or arising out of the Agent's status as such, whether or not the Corporation would have the power to indemnify the Agent against the liability under the provisions of this Article XII.

Article XIII. Corporate Records and Reports

Section 13.01 Corporate Records

- (a) This Corporation shall keep the following:
 - (i) Adequate and correct books and records of account;

- (ii) Minutes of the proceedings of its members, Board, and Board Committees; and
 - (iii) A record of each member's name, address, and class of membership.
- (b) The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

Section 13.02 Maintenance and Inspection of Articles and Bylaws

This Corporation shall keep at its principal California office the original or a copy of the Articles of Incorporation and Bylaws, as amended to the current date, that shall be open to inspection by the Voting Members at all reasonable times during office hours. If the Corporation has no business office in California, the Secretary shall, on the written request of any Voting Member, furnish to that Voting Member a copy of the Articles of Incorporation and Bylaws, as amended to the current date.

Section 13.03 Directors' Inspection Rights

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. This right of inspection extends to the records of any subsidiary of the Corporation.

Section 13.04 Annual Report

- (a) The Board shall cause an annual report to be sent to the Voting Members and Directors within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate 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 Corporation's revenue or receipts, both unrestricted and restricted to particular purposes, for the fiscal year;
 - (iv) The Corporation's expenses or disbursements, for both general and restricted purposes, during the fiscal year;
 - (v) An independent accountants' report or, if none, the certificate of an authorized Officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

- (b) This requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors and to any Voting Member who requests it in writing.
- (c) If the Board approves, the Corporation may send the report and any accompanying material sent pursuant to this Section by electronic transmission.
- (d) If a report sent to the Attorney General in compliance with the requirements of California Government Code Sections 12580–12599.7 includes the information required in the annual report, then the Corporation may furnish a copy of its report to the Attorney General in lieu of the annual report whenever it is required to furnish an annual report.

Section 13.05 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 Corporation shall, within 120 days after the end of the Corporation’s fiscal year, annually prepare and mail, deliver, or send by electronic transmission to each Voting Member and furnish to each Director a statement of any transaction or indemnification of the following kind:

- (a) Any transaction (1) in which the Corporation, or its parent or subsidiary, was a party, (2) in which an “interested person” had a direct or indirect material financial interest, and (3) that involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an “interested person” is either
 - (i) Any Director or Officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
 - (ii) Any holder of more than 10 percent of the voting power of the Corporation, 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 Corporation, the nature of their interest in the transaction, and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

- (b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director of the Corporation under Article XI or Article XII of these Bylaws, unless that indemnification has already been approved by the Voting Members under California Corporations Code Section 5238(e)(2).

Article XIV. Execution of Instruments, Deposits and Funds

Section 14.01 Execution of Instruments

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 14.02 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Article XV. Construction; Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the 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. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

Article XVI. Amendments

Section 16.01 Amendment of Bylaws by the Board

- (a) Subject to the members' rights under Section 16.02 of these Bylaws and the limitations set forth below, the Board may adopt, amend, or repeal Bylaws unless doing so would materially and adversely affect the members' rights as to voting or transfer.
- (b) The Board may not extend a Director's term beyond that for which the Director was elected.
- (c) The Board may not, without the members' approval, specify or change any Bylaw that would:
 - (i) Fix or change the minimum or maximum number of Directors; or
 - (ii) Change from a fixed number of Directors to a variable number of Directors or vice versa.

- (d) Without the approval of the members, the Board may not adopt, amend, or repeal any Bylaw that would:
 - (i) Increase or extend the terms of Directors;
 - (ii) Allow any Director to hold office by designation or selection rather than by election by the members;
 - (iii) Increase the quorum for members' meetings;
 - (iv) Repeal, restrict, create, expand, or otherwise change proxy rights; or
 - (v) Authorize cumulative voting.
- (e) If any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

Section 16.02 Amendment of Bylaws by the Members

- (a) New Bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of the members, provided, however, that if the Corporation has more than one class of voting members, any amendment that would materially and adversely affect the rights of a class as to voting or transfer, in a manner different than how the action affects another class, must be approved by the members of that adversely affected class.
- (b) Any provision of these Bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number. No amendment may extend the term of a Director beyond that for which the Director was elected.

Exhibit A

District Directors-Elect as of Date of Adoption of Amended and Restated Bylaws

<u>Name</u>	<u>Position</u>	<u>Term Expires</u>
Sophie Miles	District Director-Elect from District 1	May 31, 2019
Katie Jackson	District Director-Elect from District 2	May 31, 2018
Raquel Narain	District Director-Elect from District 3	May 31, 2019
Audrey Ostrowski-Gallagher	District Director-Elect from District 4	May 31, 2018
Susana Rodriguez	District Director-Elect from District 5	May 31, 2019
Brittany Sheldon	District Director-Elect from District 6	May 31, 2018
Michele Linares	District Director-Elect from District 7	May 31, 2019
Lisa Chattler	District Director-Elect from District 8	May 31, 2018
Kristen Nahrstedt	District Director-Elect from District 9	May 31, 2019
Lisa LaSalle	District Director-Elect from District 10	May 31, 2018

Exhibit B

Directors and Terms of Office as of Date of Adoption of Amended and Restated Bylaws

<u>Name</u>	<u>Position</u>	<u>Term Expires</u>
Beryl Fogel	President	May 31, 2019
Linda Pippert	President-Elect	May 31, 2019
Terry Kappe	Secretary	May 31, 2018
Cindy Sendor	Treasurer	May 31, 2019
Christine Maul	Vice President of Continuing Education	May 31, 2019
Elaine Fogel Schneider	Vice President of Professional Services	May 31, 2019
Lynda Oldenburg	Vice President of Association Services	May 31, 2019
Anna Vagin	Director from District 1	May 31, 2019
Sean Green	Director from District 2	May 31, 2018
Jill Duthie	Director from District 3	May 31, 2019
Marcella McCollum	Director from District 4	May 31, 2018
Courtney Young	Director from District 5	May 31, 2019
Kyle Epps	Director from District 6	May 31, 2018
Gilda Dominguez	Director from District 7	May 31, 2019
Bryan Ferencz	Director from District 8	May 31, 2018
Jacqueline Kotas	Director from District 9	May 31, 2019
Pamela Heino	Director from District 10	May 31, 2018
Megan Chais	Paraprofessional Director	May 31, 2019

CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected Secretary of California Speech-Language-Hearing Association, a California nonprofit public benefit corporation, do hereby certify:

That the foregoing Amended and Restated Bylaws, consisting of ___ pages, were approved by (1) the Board of Directors of the Corporation on _____, 20__, and (2) the Voting Members of the Corporation on _____, 20__, and that the same do now constitute the bylaws of said Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this ___ day of _____, 20__.

Secretary