

## PROPOSED CHANGES TO ASSOCIATIONS WEST BYLAWS (June, 2025)

Article	Current Language	Proposed Language	Rationale
1.1 Name	<i>Name.</i> The name of the corporation is the California Society of Association Executives, (hereafter “Society”). The corporation is a California nonprofit mutual benefit corporation doing business under the name “CalSAE”.	Name. The name of the corporation is the California Society of Association Executives, (hereafter the “Corporation”). The corporation is also “Doing Business As” Associations West. The Corporation is organized as a nonprofit mutual benefit corporation under the California Nonprofit Mutual Benefit Corporation Law (the “Nonprofit Law”) for the purposes set forth in the Articles of Incorporation of the Corporation (“Articles of Incorporation”).	The public name of the corporation will be Associations West moving forward (“Doing Business As”) and will file d/b/a’s in states of operation. Retaining the current name saves substantial administrative and legal costs and time.
1.2.A Purpose	<i>Purpose.</i> The specific purpose of this corporation is to provide a forum for association executives in which to develop and encourage high standards of services and conduct among associations and to educate the public regarding the nature and functions of associations.	<i>Purpose.</i> The purpose of the Corporation shall be to advance the professional practice of association management.	The proposed language better reflects Associations West’s purpose.
1.2.B	In furtherance of this purpose, the Society shall efficiently and effectively deliver relevant products and services to the California association community and related parties.	Further to this purpose, the Corporation shall efficiently and effectively deliver relevant products and services to the association community and related parties.	Removes geographic reference.
2.1.A.1	Association Professional members shall be any individual contracted by an Association Management Company or employed by a professional, trade, or philanthropic organization, or the chief executive officer of a chamber of commerce.	Association Professional members shall be any individual contracted by an Association Management Company or employed by a professional, trade, or philanthropic organization	Chamber executives already qualify, so reference here is redundant.

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2.1.C.3	Affiliate members shall not be entitled to vote nor to hold elective office.	This language has been deleted.	Affiliate members are given the same rights as other members, and this also allows Board members and others to serve as Affiliate members.
2.1.D	Honorary members are limited to those individuals who are elected by a unanimous vote of the Board as having rendered distinguished service to the association community.	This language has been deleted.	The Board approved this change in February, and it aligns with current CalSAE practice (there are only 3 honorary members).
2.3	<p>Termination of Membership. Membership shall automatically terminate in the event of:</p> <p>Resignation of a member.</p> <p>Expiration of the period of membership.</p> <p>Failure of a member to pay dues, fees, or assessments in the amount under the terms set by the Board.</p>	<i>Duration of Membership.</i> Membership shall automatically cease upon a failure to pay membership dues or assessments when required, provided that the member is first provided with notice of failure to pay such dues and a reasonable period in which to cure such failure. In addition, membership shall terminate in the event the member no longer meets the qualifications for membership or resigns from the Corporation	The new language is recommended based on advice of legal counsel/comports with current law.
2.4	<p><i>Discipline.</i> A member may be reprimanded, suspended or terminated for cause by a 2/3 vote of the Board.</p> <p>A) Cause shall include a failure, in serious degree, to observe the Society's rules of conduct as prescribed by the Board in these</p>	<i>Discipline.</i> The Board, by a two-thirds (2/3) vote of the entire Board, may suspend, terminate, or expel from the Corporation a member if, in good faith and according to fair and reasonable procedures, as set forth below, it is determined that the member's conduct, act or omission violates the purpose, mission, and/or values of	Legal guidance/comports with current law.

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	<p>Bylaws or by policy, or conduct, which the board shall deem in its sole discretion harmful to the best interests of the Society.</p> <p>B) The discipline shall occur only after the member has been given a fifteen day prior written notice of the proposed discipline and the reasons therefore.</p> <p>C) The notice shall also advise the member of the member's opportunity to be heard by the Board, orally or in writing, not less than five days before the effective date of the discipline by the Board or its designee.</p> <p>D) The Board shall determine whether cause exists and determine the appropriate discipline, if any.</p>	<p>the Corporation, the Articles of Incorporation, these Bylaws, or the Corporation's policies and procedures, or otherwise is prejudicial to the welfare or reputation of the Corporation and/or constitutes good and sufficient cause for discipline under this Section</p> <p>A) Notice Requirements. The Corporation shall provide written notice to the member of the member's discipline and the reasons therefor. The notice shall be given fifteen (15) days before the effective date of such action. 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, or if given by email, to the member's email address as shown on the Corporation's records.</p> <p>B) Disciplinary Hearing. Any member who receives notice of discipline shall have the opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of discipline. Such hearing shall be before the Board or any other such person(s) authorized by the Board to make a determination regarding whether to discipline the member.</p> <p>C) Limitations on Challenges to Discipline. Any action challenging the discipline, including a</p>	

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		claim alleging defective notice, must be commenced within one year after the date of the discipline. D) Member Obligations. Discipline shall not relieve the affected member from fulfilling their obligation(s) for any charges incurred, services or benefits actually rendered, or dues, assessments or fees incurred before the effective date of such discipline.	
2.6	<i>Member Liability.</i> No member of the Society shall be personally or otherwise liable for any of the debts or obligations of the Society.	This language has been deleted.	Unnecessary under current law.
3	<p><i>Membership Meetings</i></p> <p>3.1 <i>Annual Membership Meeting.</i> An annual meeting of the Society shall be held in the fourth quarter of the fiscal year.</p> <p>A) Notice of meetings of the Members shall be delivered in writing not less than 10 days, nor more than 90 days, before the date of the meeting.</p> <p>B) Such notice shall specify the date, time, place, and purpose of such meeting and provide sufficient</p>	<p><i>Membership Meetings</i></p> <p>3.1 <i>Annual Membership Meeting.</i> An annual meeting of the Corporation shall be held at such time and place as determined by the Board.</p> <p>3.2 <i>Special Meetings.</i> A majority of the entire Board, the Chair, or at least five percent (5%) of the voting members, may call a special meeting for any purpose.</p> <p>3.3 <i>Notices.</i> Written notice of any meeting of the members shall be given</p>	<p>3.1 Amendment provides added flexibility for timing of the annual meeting.</p> <p>Remaining changes either clarify or simplify current policy or are updated to comport with current law (3.2-3.6).</p>

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	<p>information so that Members can form a reasoned judgment as to the business to be transacted at this meeting.</p> <p>C) Notice of meetings shall be sent by one or more of the following methods: in-person; fax; mail; or email. In the case of notice by email, the Association shall have on file a consent form from each member allowing electronic communications of this sort from the Association in accordance with California Corporations Code Section 7511.</p> <p>3.2 <i>Special Meetings.</i> A majority of the Board, the Chair, or five percent or more of the voting members may call a special meeting for any purpose.</p> <p>A) The members wishing to call a special meeting will deliver a written petition, stating the reason for the meeting to the chair of the Board, signed by at least 5% of the members.</p> <p>B) The Chair shall call the meeting not less than 15 days or more than 30 days from the date of receipt of the petition.</p> <p>C) Notice may be given by any means</p>	<p>personally, mailed by first class, registered or certified mail, or given by electronic transmission to each member, addressed to the member at the address of the member appearing on the books of the Corporation or given by the member to the Corporation for purposes of notice, not less than ten (10) nor more than ninety (90) days before the date of the meeting. Notices shall state (a) the date, time and place of the meeting; (b) the general nature of the business to be transacted and, in the case of a special meeting, that no other business may be transacted; and (c) in the case of a regular meeting, those matters which the Board, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Board members are to be elected shall include the names of all those who are nominees at the time the notice is given to the members. If the members are permitted to participate in the meeting by means of electronic transmission or electronic communication, notice for the meeting shall include a description of how members may participate by such communication.</p>	

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	<p>practical not less than 10 days prior to the meeting. The notice shall include the time, date, location and a general description of the items of business for which the meeting is called.</p> <p>3.3 <i>Action Without Meeting.</i> If for any legitimate reason an annual meeting cannot be held, the Board may take any action, including the election of directors, by written ballot in accordance with the requirements of the California Nonprofit Corporation Law, these Bylaws and any regulations the Board may adopt.</p> <p>3.4 <i>Quorum.</i></p> <p>A) The Quorum for the annual or any special meeting shall be 50 voting members or 1/3 of the voting membership which ever is less (As per California Corporations Code Part 3 Chapter 5, section 7512).</p> <p>B) Absentee voting is not permitted.</p> <p>C) Proxy voting is not permitted.</p>	<p>3.4 <i>Electronic Meetings.</i> Where and in the manner authorized by the Board, and subject to the requirements of the Nonprofit Law and the procedures of the Corporation, members not physically present in person at a membership meeting may, by electronic transmission by and to the Corporation participate and vote in a membership meeting and deemed present in person. Any member who elects to participate via electronic transmission must provide their consent for electronic participation prior to the start of the meeting. A membership meeting may be conducted, in whole or in part, by electronic transmission by and to the Corporation if the Corporation implements reasonable measures: (a) 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; (b) if any member votes or takes other action at the meeting by means of electronic transmission to the Corporation, to maintain a record of that vote or action; and (c) to verify</p>	

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		<p>that each person participating remotely is a member.</p> <p>3.5 <i>Action by Written Ballot.</i> Where and in the manner authorized by the Board, any action that may or is required to be taken at any membership meeting, whether such meeting is an annual, regular, or special meeting, including the election of Board members, may be taken without a meeting if the Corporation distributes a written ballot to every voting member in good standing. The ballot and related materials may be sent by electronic transmission and returned by electronic transmission in accordance with the requirements of the Nonprofit Law. All ballots must describe the proposed action, provide an opportunity to specify approval or disapproval of any proposal (and, in any election of Board members conducted by ballot, provide an opportunity to abstain or withhold a vote for or against the election of any Board member), and provide a reasonable time within which to return the ballot to the Corporation. All solicitations of ballots shall indicate the time by which the ballot must be</p>	

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		<p>returned in order to be counted, the number of responses needed to constitute a quorum, and with respect to ballots other than for the election of Board members, the percentage of approvals necessary to pass the measurers submitted. Approval by written ballot shall be valid only when the number of votes cast by ballot within the specified time period equals or exceeds the quorum requirement for a meeting, 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.</p> <p>3.6      <i>Quorum and Voting.</i></p> <p>A) The quorum for any meeting of the members shall be fifty (50) voting members or one-third (1/3) of the voting membership whichever is less. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the affirmative vote of a majority of the voting members present at a meeting at which a quorum is present shall be the act of the members.</p> <p>B) Absentee voting is not permitted.</p>	



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		C) Proxy voting is not permitted.	
4.2	<i>Composition.</i> The Board of Directors shall be twelve (12) voting members.	<i>Composition.</i> The Board of Directors shall consist of at least three (3) and not more than fourteen (14) voting members, including the Officers of the Corporation who shall be ex-officio Directors.	A range provides more flexibility.
4.4	<i>Powers.</i> The Board shall appoint and remove all of the corporation's officers, agents, prescribe powers and duties for them and fix their compensation and require from them security for faithful performance of their duties.	<i>Duties.</i> It is the duty of each member of the Board to perform any and all duties imposed on them individually or collectively by the Board as set forth in these Bylaws, the policies and procedures of the Corporation, the Articles of Incorporation, and the law. Officers shall have additional duties as set forth in these Bylaws and the Board Policies and Procedures manual of the Corporation, which may be amended from time to time.	Legal guidance/comports with current law.
4.5	<p><i>Terms of Office.</i> The term of office for all Directors shall be two (2) years or until their successors are elected.</p> <p>A) Directors may serve up to two (2) consecutive terms.</p> <p>B) All terms shall commence at the beginning of the fiscal year.</p> <p>C) The terms of the Directors shall be staggered so that no more than one-half (1/2) of the Directors' terms expire in any given year.</p> <p>D) Officers are exempt from term limits as defined in Article 6.1.</p>	<i>Terms of Office.</i> Directors may serve two (2) consecutive two-year terms, after such time a Director shall not be eligible for re-election until after the Director has remained off of the Board for at least one (1) year. To the greatest extent possible, the terms of Directors shall be staggered so that approximately one-half (1/2) of the Directors are elected in a given year. Notwithstanding the above term limits, if a Director is elected to an Officer position, the Director's term shall be automatically extended to allow such Director to complete their term as	Clarifies current practice that Directors are elected to two-year terms, and Director terms are automatically extended when they are elected as an Officer.

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		an Officer and/or automatic succession of Officer roles. In any event, Directors shall remain in office until their successors are duly elected and qualified.	
4.6 (current) 4.6-4.9 (proposed)	<p><i>4.6 Vacancy</i></p> <p>A) A vacancy on the Board shall exist in the occurrence of the following:</p> <ol style="list-style-type: none"> <li>1) The death or resignation of any Director.</li> <li>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, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law.</li> <li>3) Removal of a Director.</li> <li>4) Increase of the authorized number of directors, or</li> <li>5) Failure of the members, at the meeting of members at which any director or directors are to be elected, to elect the number of directors to be elected at such meetings.</li> </ol> <p>B) Any vacancy in a Board position shall be filled by a majority vote of the Directors at a regular or special meeting called for that purpose, or by the unanimous written consent of the Directors, or by a sole</p>	<p>4.6 <i>Resignation.</i> Any Board member may resign by giving written notice to the Board within a reasonable amount of time. Such resignation shall take effect at the time specified in the notice, or, if no time is specified, at the time such resignation is tendered.</p> <p>4.7 <i>Removal.</i> Any Board member may be removed without cause by the affirmative vote of a majority of the Board at a duly called special meeting of the members at which a quorum is present.</p> <p>4.8 <i>Declaring Vacancies.</i> A vacancy or vacancies on the Board (whether that of an Officer or Director) shall exist upon the death, resignation, or removal of any Board member or whenever the authorized number of Board members is increased. The Board may declare vacant the seat of a Board member who has been declared of unsound mind by a final order of court, or convicted of a felony, or has been found by a final</p>	Legal guidance/comports with current law.

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	<p>remaining Director.</p> <p>C) No reduction of the authorized number of Directors shall have the effect of removing the Director before that Director's term of office expires.</p>	<p>order or judgment of any court to have breached the standards of conduct pursuant to the Nonprofit Law. The Board may, by a vote of a majority of the Board members who meet all of the required qualifications to be a Board member at a meeting at which a quorum is present, declare vacant the seat of any Board member who fails or ceases to meet any required qualification that was in effect at the beginning of that Board member's current term of office.</p> <p>4.9 <i>Filling Vacancies.</i> Any vacancy on the Board, including without limitation a vacancy caused by removal of a director, may be filled by a vote of a majority of the Board at any meeting in which quorum is present. A person elected to fill a vacancy shall hold office for the balance of the unexpired term of the replaced Board member and until a successor has been named and qualified, or until their resignation, death or removal.</p>	
4.7	<i>Liability of Directors and Officers.</i> None of the Directors or Officers of the corporation shall be liable in any manner whatsoever for the debts, liabilities or obligations of the Corporation.	This language is deleted	Unnecessary under current law.

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5.1	<p><i>Board Meetings.</i></p> <p>A) The Board will meet at least four times per year and shall be held at a time and place designated by the Chair.</p> <p>B) Any meeting or action of the Board may be, to the extent allowed by law, held by electronic or other means.</p>	<p><i>Board Meetings.</i> An annual meeting of the Board shall be held in each year at a date, time and place determined by the Board for the purposes of the review and approval of the corporate budget, the creation of, and appointment or election to, Board Committees, and/or the transaction of other business. Other regular meetings of the Board may be held at such time and place as the Chair or the Board may fix by resolution or as specified in the notice of the meeting.</p>	Adds flexibility/comports with current law.
5.2	<p><i>Special Meetings.</i> The Chair, Vice Chair &amp; Secretary, or the Treasurer or any two Directors may call a special meeting of the Board for any purpose at any time.</p>	<p><i>Special Meetings.</i> The Chair, Vice Chair &amp; Secretary, or the Treasurer or any two (2) Directors may call a special meeting of the Board, in each case at such time and place as shall be fixed by the person or persons calling the special meeting, as specified in the notice thereof.</p>	Legal guidance/comports with current law.
5.3	<p><i>Notice of Meetings.</i> Notice of the time and place of regular and special meetings of the Board shall be given to each Director by what ever means practical at least 10 days prior to the meeting.</p>	<p><i>Notice of Meetings.</i> Notice of regular meetings is only required if the time and place of the regular meeting has not been fixed by a resolution of the Board. Notice of special meetings is always required and shall be given to each Board member. Notices shall state the time and place of the meeting, if other than the Corporation's principal office. The notice need not specify the purpose of the meeting.</p> <p>Notices shall be given by one of the following methods: (i) by personal delivery or written</p>	Legal guidance/comports with current law.

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		<p>notice; (ii) by first-class mail, postage paid; (iii) by telephone communication, either directly to the Board member or to a person at the Board member's office who would reasonably be expected to communicate such notice promptly to the Board member; or (iv) by facsimile transmission, email or other electronic means if the recipient has consented to accept notices in this manner, pursuant to and in accordance with Section 20 of the California Corporations Code. All such notices shall be given or sent to the Board member's contact information as provided to the Corporation or shown in the Corporation's records.</p> <p>Notices will be valid if made no less than four (4) days before the time set for the meeting if by first-class mail and at least forty-eight (48) hours before the time set for the meeting if given personally, by telephone, by facsimile transmission, by email or by other electronic means.</p>	
5.4	<p><i>Quorum.</i></p> <p>A) A majority of the Directors then in office shall constitute a quorum.</p> <p>B) 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 a majority of the required quorum for</p>	<p><i>Quorum and Voting.</i></p> <p>A) A majority of the Board members then in office constitutes a quorum for the transaction of any business except adjournment which can be agreed to without a quorum present. If a quorum is</p>	Legal guidance/comports with current law.

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	that meeting.	<p>initially present at a meeting, the Board may continue to transact business, even if the withdrawal of one or more Board members leaves less than a quorum, if any action is approved by at least a majority of the required quorum for the meeting.</p> <p>B) Each member of the Board shall have one vote on each matter presented to the Board for action, unless otherwise prohibited by the Nonprofit Law. Board members may not vote by proxy. Every act or decision made by a majority of the Board present at a meeting at which a quorum is present is the act of the Board, subject to the more stringent provisions of these Bylaws, the Articles of Incorporation, or the Nonprofit Law.</p>	
6.1	<p><i>Officers.</i> The officers of the corporation shall be the Chair, Vice Chair &amp; Secretary, Immediate Past Chair, Industry Partner Vice-Chair, and Treasurer.</p> <p>A) No person shall hold more than one office, except in case of emergency.</p> <p>B) Officers shall serve a one-year term or until their successors are elected.</p> <p>C) Officers shall not be subject to term limits.</p>	<p><i>Officers.</i> The Officers of the corporation shall be the Chair, Vice Chair &amp; Secretary, Immediate Past Chair, Industry Partner Vice-Chair, and Treasurer. Officers shall be elected by and from the members of the Board then in office and subject to the election procedures adopted by the Board. Each Officer shall serve a one-year term with no limit on the number of successive terms they make serve in such position. No person shall hold more than one office, except in an emergency that has been determined by the Chair or CEO/President.</p>	Members continue to elect Directors. The Board will elect the Corporation's Officers.

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6.3.B.1	<i>Chair.</i> The Chair shall, subject to the control of the Board, supervise and direct the business of the Society. Preside at all meetings of the members, Board and the Executive Committee. With the approval of the Board, the Chair shall be an ex-officio member of all committees except the Nominating Committee. Chair the CEO Review Committee.	<i>Chair.</i> The Chair shall preside at all meetings of the members and Board. Acting pursuant to policies established by the active members and the Board, the Chair shall, through the staff, exercise general supervision over the activities of the Corporation, and shall be an <i>ex officio</i> member of all committees and regional councils, but shall not have a vote on committees or regional councils.	Clarifies current CalSAE practice.
7.1	<i>Regions.</i> A Region is a geographic sub-unit of the membership formed by the Board. A) Regions may be formed, realigned, created or dissolved by the Board when it determines it is in the best interest of the Society.	<i>Regions.</i> The Board shall have the authority and discretion to establish regions or chapters with such rights, privileges, and obligations as determined by the Board and subject to the policies and procedures of the Corporation.	Clarifies language around regions.
7.2	<i>Regional Council.</i> Each Region shall have a Regional Council.  A) A Regional Council shall consist of members of the Society who are demographically and functionally representative of the association market in the Region. B) Members of the Regional Councils shall be selected by a process to be determined by each council, and approved by the Board of Directors; such approval shall not be unreasonably withheld.	This language is deleted.	Policies related to Regional Councils are articulated in the Board Policies and Procedures Manual (similar to committees).
7.3	<i>Purposes.</i> Each Regional Council shall be constituted for the following purposes:	This language is deleted.	The purpose of Regional Councils is articulated in

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	<ul style="list-style-type: none"> <li>A) Communication and networking opportunities for members in the region.</li> <li>B) Hosting local educational programs.</li> <li>C) Assistance with membership development and hospitality.</li> <li>D) Assistance with grassroots advocacy.</li> <li>E) Resource to identify needs and provide regional information for state publications.</li> <li>F) Member involvement and leadership development opportunities.</li> </ul>		the Board Policies and Procedures Manual.
8.1	<p><i>Standing Committees – Committee/Task Forces.</i> The Board may form a committee or task force as it deems necessary. In either case, the Board shall provide an appropriate statement of the mission of the committee or task force with specific reporting requirements. The Board shall also communicate to the committee or task force and its members the precise limitations of their authority to act on behalf of the Society.</p>	<p><i>Committees – Board Committees.</i> A Board Committee is a committee of the Board that may exercise some authority of the Board. Board Committees must consist of two (2) or more Board members. Persons who are not Board members may not serve on Board Committees. The Board may create and maintain, and Board members may be appointed to serve on, Board Committees as set forth in these Bylaws or as established by a vote of a majority of Board members then in office, provided a quorum is present.</p> <p>A) Modifications to Board Committees. By a majority vote of the Board members then in office, the Board may at any time revoke or modify any or all of the authority delegated to any Board Committee, increase or decrease (but not fewer than two) the</p>	Legal guidance/comports with current law.



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		<p>number of members of any Board Committee, and fill vacancies in any Board Committee from among the Board members.</p> <p>B) Procedures of Board Committees. All Board Committees shall keep regular minutes of their proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require. Meetings and actions of all Board Committees shall be governed by, noticed, held, and taken in accordance with the provisions of Article V, substituting the word “Board Committee” for “Board” and “Board Committee member” for “Board member,” as context requires. Notwithstanding, the time for regular meetings and for special meetings of Board Committees may be fixed by resolution of the Board. The Board may also adopt procedures pertaining to the conduct of meetings of Board Committees to the extent that they are not inconsistent with the provisions of these Bylaws, the Articles of Incorporation, or the Nonprofit Law.</p> <p>C) Powers Reserved for Board. Certain powers are reserved for the Board and may not be delegated to any Board Committee thereof, including without limitation:</p>	

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		<ol style="list-style-type: none"> <li>1) the filling of vacancies on the Board or on any Board Committee that has the authority of the Board;</li> <li>2) the creation of, and appointment to, Board Committees;</li> <li>3) the approval of the Corporation's annual budget;</li> <li>4) the amendment or repeal of these Bylaws or the Articles of Incorporation, or the adoption of new Bylaws or Articles of Incorporation; and</li> <li>5) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.</li> </ol>	
8.2	<p><i>Executive Committee.</i></p> <p>A) Composition. The Executive Committee shall be composed of the Chair, Vice-Chair, Immediate Past Chair, Industry Partner Vice-Chair and the Treasurer.</p> <p>B) Powers. The Executive Committee shall have all the authority of the Board to act, when necessary, between Board meetings or in an emergency.</p>	<p><i>Executive Committee.</i></p> <p>A) Composition. The Executive Committee shall be a Board Committee empowered to exercise the full authority of the Board when the Board is not in session subject to the restrictions set forth in Article 8.1. The Executive Committee shall be composed of the Chair, Vice-Chair &amp; Secretary, Immediate Past Chair, Industry Partner Vice-Chair, and Treasurer.</p>	Legal guidance/comports with current law.

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8.3	<p><i>Nominating Committee. Composition.</i> The Nominating Committee shall be composed in accordance with the policy approved by the Board and contained in the Board Policies &amp; Procedures Manual.</p> <p>A) Duties. The Nominating Committee shall prepare a slate of nominees for the Board and Officer positions to be elected each year.</p> <p>B) Nominating Committee members are not eligible to be nominated for any elective office.</p>	<p><i>Leadership Development Committee.</i> The Leadership Development Committee shall be made up of members who are not eligible for election during their term of service on the Leadership Development Committee and any other members of the Corporation appointed pursuant to the Board Policies and Procedures of the Corporation. The Leadership Development Committee shall prepare a slate of candidates for election to the Board on an annual basis subject to policies adopted by the Board. The other duties of the Leadership Development Committee shall be specified in the Board Policies and Procedures Manual.</p>	Clarifies current practice.
8.4		<p><i>Other Committees.</i> The Corporation may have advisory or other ad hoc groups that further the mission and initiatives of the Corporation as may from time to time be created by the Board, or by the Chair. Such groups shall not have authority of the Board and may consist of Board members or persons who are not Board members. Such groups may be referred to as “advisory groups,” “regions,” “committees,” “task forces,” “working groups” or other such title as deemed appropriate by the Board or by the President. The Corporation may adopt procedures pertaining to the mission or governance of such groups to the extent that they are not inconsistent with the provisions of these Bylaws, the Articles of Incorporation, or</p>	Legal guidance/comports with current law.

## PROPOSED CHANGES TO ASSOCIATIONS WEST BYLAWS (June, 2025)

Article	Current Language	Proposed Language	Rationale
		the Nonprofit Law.	
9.3		<i>Limitation of Liability.</i> Subject to the limitations as set forth in the Nonprofit Law, directors, officers, employees, or other agents shall not be personally liable for the debts, liabilities, or other obligations of the Corporation if such person performed their duties in good faith, in a manner they believed 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.	Legal guidance/comports with current law.
10	<i>Records and Reports</i>	<i>Miscellaneous.</i>	
10.1	<i>Records and Rights of Inspection.</i> The Society shall keep all required records including, but not limited to, Minutes of Board and Membership meetings, Financial and Audit records, and records of current members. Members shall have the right of inspection thereof as required under the law pursuant to Part 3 Chapter 13 Sections 8310 – 8338 of the California Corporation Code.	<i>Accounting Period.</i> The Board shall determine the accounting period and tax year of the Corporation.	Revised language regarding records and rights of inspection are in sections 10.3 and 10.4.
10.2	<i>Annual Report.</i> The Society will prepare an Annual report within 120 days of the close of the fiscal year and notify members in a manner determined by the Board that the report is available upon written request pursuant to Section 8321 of the California Corporation Code.	<i>Annual Report and Statement of Certain Transactions.</i> The Corporation shall produce an annual report as required by the Nonprofit Law.	Provides more flexibility.

**PROPOSED CHANGES TO ASSOCIATIONS WEST BYLAWS (June, 2025)**

Article	Current Language	Proposed Language	Rationale
10.3		<i>Execution of Corporate Contracts and Instruments.</i> Except as otherwise provided in these Bylaws, the Board may by resolution authorize any officer, agent, or employee 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.	Legal guidance/comports with current law.
10.4		<i>Maintenance and Inspection of Corporate Records.</i> The Corporation shall keep at its principal office any records required to be maintained by the Corporation pursuant to the Nonprofit Law or other applicable law. Each Board member shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind of the Corporation and to inspect the physical properties of the Corporation. This right of inspection shall include the right to copy and make extracts of the books, records, and documents of every kind. The inspection may be made by the Board member in person or by the Board member's agent or attorney.	Legal guidance/comports with current law.

**PROPOSED CHANGES TO ASSOCIATIONS WEST BYLAWS (June, 2025)**

Article	Current Language	Proposed Language	Rationale
10.5		<i>Other Operational Policies.</i> The Board may, in its sole discretion, adopt any procedures affecting the operation of the Corporation. The Board can amend, repeal, or otherwise modify such procedures.	Legal guidance/comports with current law.
10.6		<i>Electronic Transmission.</i> As used in these Bylaws, the terms “electronic transmission by the Corporation” and “electronic transmission to the Corporation” shall have such meaning as defined in Sections 20 and 21 of the California Corporations Code.	Legal guidance/comports with current law.
12.1	The corporation may dissolve in accordance with law, any net assets to be distributed as determined by the Board.	The Corporation may dissolve in accordance with law.	The law requires the distribution of net assets upon dissolution.
13.1	Unless the contents otherwise requires, the general provisions, rules of construction, definitions in the California Non-Profit mutual benefit Corporation law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter gender, the singular includes the plural, and the plural includes the singular and the term “person” includes both the legal entity and a natural person.	This language has been deleted.	Unnecessary under current law.
13.2	If any section of these bylaws shall be found to be in opposition or violation of any of the Articles of Incorporation, State of	This language has been deleted.	Unnecessary under current law.

**PROPOSED CHANGES TO ASSOCIATIONS WEST BYLAWS (June, 2025)**

Article	Current Language	Proposed Language	Rationale
	California, or United States of America, that section shall be rendered null and void without prejudice to any other section of these bylaws.		

### END ###