

## *Associations West*

### ***PROPOSED BYLAWS FOR MEMBER RATIFICATION***

#### ***ARTICLE 1***

##### ***Name and Purpose***

- 1.1 *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”).
- 1.2 *Purpose.*
- A) The purpose of the Corporation shall be to advance the professional practice of association management.
  - B) Further to this purpose, the Corporation shall efficiently and effectively deliver relevant products and services to the association community and related parties.
- 1.3 *Principal Office.* The Board of Directors ("Board") shall approve the location of the principal office of the Corporation.
- 1.4 *Restrictions.* All policies and activities of the Corporation shall be consistent with applicable tax-exemption federal, state, and local applicable laws and other legal requirements.

#### ***ARTICLE 2***

##### ***Membership***

- 2.1 *Classes of Membership.* Membership in the Corporation shall consist of the following classes:
- A) Association Professional.
    - 1) Association Professional members shall be any individual contracted by an Association Management Company or employed by a professional, trade, or philanthropic organization.

- 2) Organizations from which Association Professional members are employed shall engage in one or more of the following:
  - (a) Be organized for the purpose of promoting the interest of the relevant industry, trade, profession, cause, technical, or service group.
  - (b) Receive all or a portion of its financial support from membership dues, fees, or voluntary contributions.
  - (c) Be organized and operated pursuant to Section 501 (c) of the Internal Revenue Code except as identified in section 2.1.B
- 3) Association Professional members shall be voting members of the Corporation and shall be entitled to hold elective office.

B) Industry Partner.

- 1) Industry Partner members shall be individuals employed by organizations, companies, consulting firms, or sole proprietors engaged in the supplying of goods and/or services to professional, trade or philanthropic organizations or convention and visitors bureaus.
- 2) Industry Partner members shall be voting members of the Corporation and shall be entitled to hold elective office.

C) Affiliate.

- 1) Affiliate members are those individuals not otherwise eligible for membership but who have a bona fide interest in the field of non-profit association management.
- 2) Affiliate members shall be voting members of the Corporation and shall be entitled to stand for and hold elective office.

2.2 *Member in Good Standing.* A member in good standing is one who has paid all current dues and applicable assessments.

2.3 *Duration of Membership.* 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.

2.4 *Discipline.* 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 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.

- 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.
- 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.
- C) Limitations on Challenges to Discipline. Any action challenging the discipline, including a 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.

- 2.5 *Membership Dues.* The Board shall set dues and fees, make assessments, and set the terms of payment.

### **ARTICLE 3**

#### ***Membership Meetings***

- 3.1 *Annual Membership Meeting.* An annual meeting of the Corporation shall be held at such time and place as determined by the Board.
- 3.2 *Special Meetings.* 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.

- 3.3 *Notices.* Written notice of any meeting of the members shall be given 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.
- 3.4 *Electronic Meetings.* 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 that each person participating remotely is a member.
- 3.5 *Action by Written Ballot.* 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 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 measures 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.

### 3.6 *Quorum and Voting.*

- 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.
- B) Absentee voting is not permitted.
- C) Proxy voting is not permitted.

## **ARTICLE 4**

### ***Board of Directors***

- 4.1 *Board of Directors.* The Board is the governing body of the Corporation and has authority and is responsible for the supervision, control, and direction of the Corporation and, will identify and address strategic issues, set policy, and provide fiscal oversight.
- 4.2 *Composition.* 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 majority of the Board shall be Association Professional Members.

- 4.3 *Election of Directors.* Directors shall be elected by those members with a right to vote and shall be elected by ballot according to the policies and procedures of the Corporation.
- 4.4 *Duties.* 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.
- 4.5 *Terms of Office.* 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 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 *Resignation.* 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.
- 4.7 *Removal.* 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.
- 4.8 *Declaring Vacancies.* 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 any court, or convicted of a felony, or has been found by a final 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.

- 4.9 *Filling Vacancies.* 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 a 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.

## **ARTICLE 5**

### ***Board Meetings***

- 5.1 *Board Meetings.* 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.
- 5.2 *Special Meetings.* The Chair, Vice Chair & 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.
- 5.3 *Notice of Meetings.* 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.

Notices shall be given by one of the following methods: (i) by personal delivery or written 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.

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.

5.4 *Quorum and Voting.*

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 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.

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.

5.5 *Action by Unanimous Written Consent Without a Meeting.* Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in the manner specified in Section 7211(b) of the Nonprofit Law.

5.6 *Policies and Procedures.* The Board may adopt rules and regulations which may supplement and interpret these Bylaws and shall be binding and enforceable as to members.



## **ARTICLE 6**

### **Officers**

- 6.1 *Officers.* The Officers of the corporation shall be the Chair, Vice Chair & 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 may 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.
- 6.2 *Vacancies In Office.* Subject to the procedures adopted by the Board, any vacancy in an Officer position shall be filled by a majority vote of the Directors at a regular or special meeting called for that purpose.
- 6.3 *Duties.*
- A) The Officers perform those duties that are usual to their positions and that are assigned to them by the Board, including those duties that are set forth in the position descriptions found in the Policy and Procedures Manual for each Officer as adopted by the Board.
  - B) In addition, each Officer shall perform the following duties:
    - 1) Chair. 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 *ex officio* member of all committees and regional councils, but shall not have a vote on committees or regional councils.
    - 2) Vice Chair & Secretary. The Vice Chair & Secretary shall act in the place of the Chair when the Chair is unavailable. The Vice Chair & Secretary shall keep, or cause to be kept, an appropriate book of minutes, appropriate membership records and notices, and the corporate seal.
    - 3) Immediate Past Chair. The Immediate Past Chair shall participate in the annual performance review of the CEO/President and shall be the Chair of the Leadership Development Committee.
    - 4) Industry Partner Vice Chair. The Industry Partner Vice Chair shall be an Industry Partner Member and shall be a liaison to Industry Partner members.

- 5) Treasurer. The Treasurer shall keep or cause to be kept adequate and correct books and records of accounts of the properties and business transactions of the Corporation; deposit or cause to be deposited appropriate monies and valuables to the credit of the Corporation and such depositories as are designated by the Board; and make appropriate reports to the Board.

6.4 *CEO/President.* The CEO/President shall be the chief executive officer of the Corporation and shall be responsible for the day-to-day management of the corporation.

- A) The Board shall specify the duties of this office by way of a written agreement.
- B) The CEO/President has full authority to hire, review, and discharge staff.
- C) The CEO/President shall attend and participate in Board, Executive Committee, and Committee meetings, but shall have no voting rights.

## ***ARTICLE 7***

### ***Regions***

7.1 *Regions.* 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.

## ***ARTICLE 8***

### ***Committees***

8.1 *Board Committees.* 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.

- 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 number of members of any Board Committee,

and fill vacancies in any Board Committee from among the Board members.

- 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.
- 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:
- 1) the filling of vacancies on the Board or on any Board Committee that has the authority of the Board;
  - 2) the creation of, and appointment to, Board Committees;
  - 3) the approval of the Corporation’s annual budget;
  - 4) the amendment or repeal of these Bylaws or the Articles of Incorporation, or the adoption of new Bylaws or Articles of Incorporation; and
  - 5) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.

## 8.2 *Executive Committee.*

- 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 & Secretary, Immediate Past Chair, Industry Partner Vice-Chair, and Treasurer.

## 8.3 *Leadership Development Committee.* 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.

- 8.4 *Other Committees.* 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 the Nonprofit Law.

## ***ARTICLE 9***

### ***Indemnification and Insurance***

- 9.1 *Indemnification.* To the fullest extent permitted by the law, the Corporation shall defend, indemnify, and hold harmless its Directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in said Section, and including action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in these Bylaws, shall have the same meaning as in Section 5238(a) of the California Corporations Code.
- 9.2 *Insurance.* The Corporation shall purchase and maintain adequate insurance on behalf of its agents against any liability asserted against or incurred by one while acting as an agent for the Corporation.
- 9.3 *Limitation of Liability.* 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.

## ***ARTICLE 10***

### ***Miscellaneous***

- 10.1 *Accounting Period.* The Board shall determine the accounting period and tax year of the Corporation.
- 10.2 *Annual Report and Statement of Certain Transactions.* The Corporation shall produce an annual report as required by the Nonprofit Law.
- 10.3 *Execution of Corporate Contracts and Instruments.* 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.
- 10.4 *Maintenance and Inspection of Corporate Records.* 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.
- 10.5 *Other Operational Policies.* 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.
- 10.6 *Electronic Transmission.* 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.

**ARTICLE 11**  
***Parliamentary Authority and Amendment of Bylaws***

- 11.1 *Parliamentary Authority.* All meetings of the Corporation shall be governed by the current edition of Robert's Rules of Order Newly Revised except where superseded by these Bylaws or other applicable laws.
- 11.2 *Amendment of Bylaws.* The Board may amend or revise these Bylaws, provided that any such amendment or revision shall be subject to ratification by the duly voting members.

**ARTICLE 12**  
***Dissolution***

- 12.1 The Corporation may dissolve in accordance with law.
- 12.2 Upon dissolution, the CEO/President and Treasurer shall pay all debts and obligations outstanding. The remaining assets will be distributed by a majority vote of the Board of Directors to a qualified non-profit entity constituted for the same or similar purposes as this corporation.
- 12.3 Any assets held in trust will be disposed of in a manner required by law or appropriate court order.

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