

California Society of Association Executives

BYLAWS

ARTICLE 1

Name and Purpose

- 1.1 *Name.* 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”.
- 1.2 *Purpose.*
- A) 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.
 - 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.
- 1.3 *Principal Office.* The Board of Directors ("Board") shall approve the location of the principal office of the Society.
- 1.4 *Restrictions.* All policies and activities of the Society shall be consistent with applicable tax-exemption federal, state and local applicable laws and other legal requirements, including the California Nonprofit Corporation Law under which the Society is organized and operated.

ARTICLE 2

Membership

- 2.1 *Classes of Membership.* Membership in the Society 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, or the chief executive officer of a chamber of commerce.

- 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.
- 3) Association Professional members shall be voting members of the Society and shall be entitled to hold elective office.

B) Industry Partner.

- 1) Industry Partner members shall be individuals employed by organizations, companies, consulting firms, sole proprietors engaged in the supplying of goods and services to professional trade or philanthropic organization, or convention and visitors bureaus.
- 2) Industry Partner members shall be voting members of the Society 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 not be entitled to vote nor to hold elective office.

D) Honorary.

- 1) 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.
- 2) These members shall be exempt from payment of dues and entitled to all privileges of membership, except voting and holding elective office (unless otherwise qualified by active membership).

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

- 2.3 *Termination.* Membership shall automatically terminate in the event of:
- A) Resignation of a member.
 - B) Expiration of the period of membership.
 - C) Failure of a member to pay dues, fees, or assessments in the amount under the terms set by the Board.
- 2.4 *Discipline.* A member may be reprimanded, suspended or terminated for cause by a 2/3 vote of the Board.
- A) Cause shall include a failure, in serious degree, to observe the Society's rules of conduct as prescribed by the Board in these Bylaws or by policy, or conduct, which the board shall deem in its sole discretion harmful to the best interests of the Society.
 - 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.
 - 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.
 - D) The Board shall determine whether cause exists and determine the appropriate discipline, if any.
- 2.5 *Dues.* The Board shall set dues and fees, make assessments and set the terms of payment.
- 2.6 *Member Liability.* No member of the Society shall be personally or otherwise liable for any of the debts or obligations of the Society.

ARTICLE 3

Membership Meetings

- 3.1 *Annual Membership Meeting.* An annual meeting of the Society shall be held in the fourth quarter of the fiscal year.

- 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.
- B) Such notice shall specify the date, time, place, and purpose of such meeting and provide sufficient information so that Members can form a reasoned judgment as to the business to be transacted at this meeting.
- 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.

3.2 *Special Meetings.* A majority of the Board, the Chair, or five percent or more of the voting members may call a special meeting for any purpose.

- 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.
- 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.
- C) Notice may be given by any means 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.

3.3 *Action Without Meeting.* 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.

3.4 *Quorum.*

- 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).
- 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 Society and has authority and is responsible for the supervision, control, and direction of the Society and as such shall identify and address strategic issues, set policy and provide fiscal oversight.
- 4.2 *Composition.* The Board of Directors shall be twelve (12) voting members.
- 4.3 *Election of Directors.*
- A) Election of the Directors shall be by ballot according to the policy on elections.
 - B) A majority of the Board shall be Association Professional members.
- 4.4 *Powers.* 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.
- 4.5 *Terms of Office.* The term of office for all Directors shall be two (2) years or until their successors are elected.
- A) Directors may serve up to two (2) consecutive terms.
 - B) All terms shall commence at the beginning of the fiscal year.
 - 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.
 - D) Officers are exempt from term limits as defined in Article 6.1.
- 4.6 *Vacancy*
- A) A vacancy on the Board shall exist in the occurrence of the following:
 - 1) The death or resignation of any Director.
 - 2) The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court, 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.

- 3) Removal of a Director.
 - 4) Increase of the authorized number of directors, or
 - 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.
- 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 remaining Director.
- 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.
- 4.7 *Liability of Directors and Officers.* 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.

ARTICLE 5

Board Meetings

- 5.1 *Board Meetings.*
- A) The Board will meet at least four times per year and shall be held at a time and place designated by the Chair.
 - B) Any meeting or action of the Board may be, to the extent allowed by law, held by electronic or other means.
- 5.2 *Special Meetings.* The Chair, Vice Chair & Secretary, or the Treasurer or any two Directors may call a special meeting of the Board for any purpose at any time.
- 5.3 *Notice of Meetings.* 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.
- 5.4 *Quorum.*
- A) A majority of the Directors then in office shall constitute a quorum.
 - 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 that meeting.

- 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 the California Nonprofit Corporation 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.
- A) No person shall hold more than one office, except in case of emergency.
 - B) Officers shall serve a one-year term or until their successors are elected.
 - C) Officers shall not be subject to term limits.
- 6.2 *Vacancies In Office.*
- A) 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.
 - B) Any Director may put forth nominations for filling a vacancy.
- 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.
 - a) The Chair shall, subject to the control of the Board supervise and direct the business of the Society.
 - b) Preside at all meetings of the members, Board and the Executive Committee.

- c) With the approval of the Board, the Chair shall be an ex-officio member of all committees except the Nominating Committee.
- d) Chair the CEO Review Committee.
- 2) Vice Chair & Secretary.
 - a) The Vice Chair & Secretary shall act in the place of the Chair when the Chair is not available.
 - b) 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 Nominating 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.
 - a) 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 Society.
 - b) Deposit or cause to be deposited appropriate monies and valuables to the credit of the Society and such depositories as are designated by the Board.
 - c) The Treasurer shall make appropriate reports to the Board, which may require the Treasurer to be bonded as it specifies.

6.4 *CEO/President.* The CEO/President shall be the chief executive officer of the society 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 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.*

- A) A Region is a geographic sub-unit of the membership formed by the Board.
- B) Regions may be formed, realigned, created or dissolved by the Board when it determines it is in the best interest of the Society.

7.2 *Regional Council.* 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.

7.3 *Purposes.* Each Regional Council shall be constituted for the following purposes:

- A) Communication and networking opportunities for members in the region.
- B) Hosting local educational programs.
- C) Assistance with membership development and hospitality.
- D) Assistance with grassroots advocacy.
- E) Resource to identify needs and provide regional information for state publications.
- F) Member involvement and leadership development opportunities.

ARTICLE 8
Standing Committees

- 8.1 *Committee/Task Forces.* 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.
- 8.2 *Executive Committee.*
- A) *Composition.* The Executive Committee shall be composed of the Chair, Vice-Chair, Immediate Past Chair, Industry Partner Vice-Chair and the Treasurer.
 - B) *Powers.* The Executive Committee shall have all the authority of the Board to act, when necessary, between Board meetings or in an emergency.
- 8.3 *Nominating Committee. Composition.* The Nominating Committee shall be composed in accordance with the policy approved by the Board and contained in the Board Policies & Procedures Manual.
- A) *Duties.* The Nominating Committee shall prepare a slate of nominees for the Board and Officer positions to be elected each year.
 - B) *Nominating Committee members are not eligible to be nominated for any elective office.*

ARTICLE 9
Indemnification and Insurance

- 9.1 *Indemnification.* To the fullest extent permitted by the law, the Society shall defend, indemnify and hold harmless its Directors, officers and 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 an 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 Society shall purchase and maintain adequate insurance on behalf of its agents against any liability asserted against or incurred by one while acting as agent for the Society.

ARTICLE 10

Records and Reports

- 10.1 *Records and Rights of Inspection.* 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.
- 10.2 *Annual Report.* 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.

ARTICLE 11

Parliamentary Authority and Amendment of Bylaws

- 11.1 *Parliamentary Authority.* All meetings of the Society shall be governed by the current edition of Robert’s Rules of Order Newly Revised except where superseded by these bylaws or other applicable law.
- 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, any net assets to be distributed as determined by the Board.

- 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.

ARTICLE 13
Construction and Definition

- 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.
- 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 California, or United States of America, that section shall be rendered null and void without prejudice to any other section of these bylaws.

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