

**BYLAWS**  
**OF**  
**DEPOSITION REPORTERS ASSOCIATION OF CALIFORNIA, INC.**

A California Nonprofit Mutual Benefit Corporation

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**ARTICLE I**  
**OFFICES OF THE CORPORATION**

**Section 1. PRINCIPAL EXECUTIVE OFFICE.** The principal executive office of the Corporation shall be located at such place within the State of California as the Board of Directors shall determine from time to time. The Board of Directors may change the principal office from one location to another at any time.

**Section 2. OTHER OFFICES.** The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

**ARTICLE II**  
**PURPOSES AND LIMITATIONS**

**Section 1. GENERAL PURPOSES.** The Corporation is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

**Section 2. SPECIFIC PURPOSES.** Within the context of the general purposes stated above, the purposes of the Corporation shall be and include the following:

(a) To promote the purpose and effectiveness of deposition reporting, generally, by any and all means consistent with the public purpose.

(b) To advance the interests and general welfare of the deposition reporting profession.

(c) To promote and enhance the leadership and enlightenment of deposition reporters and of the

public, generally, regarding the special competence, importance and value of deposition reporters, and to promote certified shorthand reporting over alternative reporting methods.

(d) To promote a broader understanding and acceptance of deposition reporters as an integral part of the judicial system.

(e) To apply the knowledge and experience of deposition reporters, working in cooperation with judges and lawyers, toward the upgrading and improvement of the criminal and civil justice system, in order that the public good may best be served, and to promote a broader understanding within the profession of the responsibility of deposition reporters to participate actively in the achievement of this objective.

(f) To encourage, establish, and maintain high standards of professional education, competence, and performance of deposition reporters.

(g) To conduct and promote lawful and proper technical and other research to enhance the services of deposition reporters.

(h) To promote lawful and proper professional ethics, as well as compliance with all applicable laws, including antitrust laws, for deposition reporters.

(i) To stimulate and encourage the establishment and maintenance of appropriate training and educational facilities and programs for persons interested in the profession of deposition reporting, and to promote deposition reporting as a successful career.

(j) To cooperate with federal, state, and local governments, their agencies, and other organizations for the benefit of the public and the deposition

reporting profession.

(k) To conduct and sponsor educational seminars and conferences relating to deposition reporting.

(l) To further the exchange of professional knowledge and to disseminate, by all appropriate means and to the extent permitted by law, accurate knowledge and information with respect to the deposition reporting profession.

(m) To provide, enhance, and sponsor opportunities for the exchange of experiences and opinions relating to deposition reporting through discussions, study and publications.

(n) To conduct and sponsor competitions, and to make awards for outstanding ability in deposition reporting.

(o) To conduct, sponsor and cooperate in courses of study for the continuing education of deposition reporters, and to hold and sponsor meetings and conferences for the mutual improvement and education of members.

(p) To acquire, preserve and disseminate data and information relative to the functions and accomplishments of deposition reporters.

(q) Subject to prior approval of the Board of Directors of the Corporation, to take positions and express opinions on issues directly, or indirectly, and generally affecting certified shorthand reporting as such.

(r) To do any and all things that are lawful and appropriate in the furtherance of these purposes.

**Section 3. LIMITATIONS.** Notwithstanding any other provision of these Bylaws, the Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

### ARTICLE III MEMBERS AND MEMBERSHIPS

**Section 1. GENERAL ELIGIBILITY.** Any person dedicated to the purposes of the Corporation

and who meets the qualifications for one of the classes of membership, as hereinafter provided, shall be eligible for membership on approval of the membership application by the Board of Directors and the payment of such dues and fees as the Board of Directors may fix from time to time.

**Section 2. CLASSES OF MEMBERS.** The Corporation shall have five (5) classes of members, designated as follows:

- (a) Professional Members.
- (b) Student Members.
- (c) Honorary Members.
- (d) Associate Members.
- (e) Retired Lifetime Members.

**Section 3. QUALIFICATIONS FOR PROFESSIONAL MEMBERSHIP.** Any person whose primary reporting income is derived from the practice of deposition reporting or general reporting and who is a holder of a current Certified Shorthand Reporter license issued by the State of California shall be eligible for Professional Membership.

**Section 4. QUALIFICATIONS FOR STUDENT MEMBERSHIP.** Any student of verbatim shorthand reporting who is enrolled in a verbatim shorthand reporting school shall be eligible for Student Membership.

**Section 5. QUALIFICATIONS FOR HONORARY MEMBERSHIP.** Any person who has attained high rank in the certified shorthand reporting profession as a practitioner of the art of shorthand reporting, as an author of shorthand literature, or as a benefactor of the profession, but who is not in the active practice of shorthand reporting within the State of California, upon recommendation of the Board of Directors, may be elected an honorary member, provided two-thirds (2/3) of the Professional Members present and voting at the Annual Meeting vote to confirm such recommendation. The Board of Directors shall state on the record of the Annual Meeting the reason(s) for the recommendation. Any person so elected is to be a life member and is exempt from the payment of

dues. The Honorary Membership will cease in the event said person engages in the active practice of shorthand reporting within the State of California.

**Section 6. QUALIFICATIONS FOR ASSOCIATE MEMBERSHIP.** Upon, and subject to, payment of such membership dues as may be assessed from time to time by the Board of Directors (but which shall not exceed the membership dues of Professional Members), the following persons shall be eligible for membership as Associate Members:

(a) Any person, firm, corporation or educational institution interested in the advancement of the shorthand reporting profession and the advancement of the aims of the Association shall be eligible for Associate Membership.

(b) Any person whose primary reporting income is derived from working as an Official or an Official pro tem Court Reporter and who is a holder of a current Certified Shorthand Reporter license issued by the State of California shall be eligible for Associate Membership.

(c) Any person who has passed the National Court Reporters Association Registered Professional Reporter examination shall be eligible for Associate Membership.

**Section 7. QUALIFICATIONS FOR RETIRED LIFETIME MEMBERSHIP.** Any person who has been a Professional Member of the Corporation for at least twenty-five (25) years and who is no longer engaged in any aspect of shorthand reporting shall be eligible for Retired Lifetime Membership. Retired Lifetime Members are exempt from the payment of dues.

**Section 8. MEMBERSHIP PRIVILEGES.** The privileges of membership in the Corporation shall include the following:

(a) Any person accepted as a Professional Member shall be entitled to all privileges of membership, including voting, nominating and holding office.

(b) Any person, firm, corporation, or educational institution accepted as either a Student, Honorary, or Associate Member shall be entitled to all privileges of membership except voting,

nominating, and holding office.

(c) Any person accepted as a Retired Member shall be entitled to all privileges of membership except holding office.

(d) Any member in good standing shall be entitled to attend all Member meetings and Board meetings of the Corporation.

**Section 9. DUES, FEES, AND ASSESSMENTS.** The Board of Directors shall fix, from time to time, the dues, fees and assessments payable by each class of Members, provided that without approval of Professional Members at an Annual Meeting, the annual dues, fees or assessments charged for Professional Memberships may not exceed one hundred fifty dollars (\$150.00) per year, and the dues, fees and assessments charged for any other class of Membership may not exceed the amount or rate charged for Professional Memberships. As a condition of Membership, each Member must pay, within the time and on the conditions set by the Board of Directors, the dues, fees, and assessments in amounts to be fixed from time to time by the Board of Directors. The dues, fees, and assessments shall be equal for all Members of the same class, but the Board of Directors may, in its discretion, set different dues, fees, and assessments for each separate class of Memberships. Nothing in these Bylaws shall prohibit or prevent any Member from making voluntary contributions to the Corporation.

**Section 10. MEMBERSHIP APPLICATION PROCEDURE.** The Board of Directors shall establish, from time to time, reasonable conditions of Membership. Any person desiring Membership (of any class) in the Corporation must submit a written application accompanied by the membership fee as fixed from time to time by the Board of Directors or otherwise prescribed herein, and state in the application that the applicant possesses the qualifications for Membership required by these Bylaws. Said application shall be filed with the Executive Director, who shall forward the application to the Membership Committee for review. After review of the application by the Membership Committee, the Membership Committee shall forward the application with its recommendation of approval or rejection to the Board of Directors. The

Board of Directors shall vote to approve or reject each applicant. Upon acceptance the applicant shall be enrolled in the applicable class of Membership of the Corporation. In case of rejection of applicant, the membership fee shall be returned to the applicant with the notice of rejection.

### **Section 11. MEMBERS IN GOOD**

**STANDING.** Those Members who have qualified for Membership and 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 12. SUSPENSION AND TERMINATION OF MEMBERSHIP.** Members are subject to suspension and termination of their Membership as provided in this Section.

(a) **Termination of Membership:** A Membership shall terminate on occurrence of any of the following events:

(i) Resignation of a Member, on reasonable notice to the Corporation;

(ii) Expiration of the period of Membership, unless the Membership is renewed on renewal terms fixed or approved by the Board of Directors;

(iii) Failure of a Member to pay dues, fees, or assessments as set by the Board of Directors within ninety (90) days after they become due and payable;

(iv) Occurrence of any event that renders a Member ineligible for Membership or failure to satisfy Membership qualifications;

(v) Expulsion of the Member under these Bylaws, based on the good faith determination by the Board of Directors 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 purposes and interests of the Corporation.

(b) **Suspension of Membership:** A Member may be suspended, under these Bylaws, based on the good faith determination by the Board of Directors

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 purposes and interests of the Corporation. A person whose Membership is suspended shall not be a Member during the period of suspension.

(c) **Procedure for Expulsion or Suspension:** If grounds appear to exist for expulsion or suspension of a Member under these Bylaws, the procedure set forth below shall be followed:

(i) The Member shall be given fifteen (15) days' prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any 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.

(ii) The Member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion. The hearing shall be held, or the written statement considered, by the Board of Directors.

(iii) The Board of Directors shall vote on whether or not the Member should be expelled, suspended, or sanctioned in some other way. Expulsion, suspension, or sanction shall require a minimum two-thirds (2/3) vote of the Board of Directors.

(iv) Any action challenging an expulsion, suspension, or termination of Membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

(d) **Appeal Process for Expulsion or Suspension:** Any Member may appeal the decision of the Board of Directors at the Annual Meeting of the Corporation, providing that notice of intent to appeal is provided to the President at least ten (10) days in advance of the Annual Meeting. Providing that a quorum exists, a minimum two-thirds (2/3) vote of the Professional Members present at the Annual Meeting is required to overturn the expulsion

or suspension of a Member.

**Section 13. TRANSFER OF MEMBERSHIP.** Membership is a personal right of the Member, and a Membership, or any right arising from a Membership, may not be transferred to another person, firm, corporation or educational institution. All rights of Membership cease on the Member's death or dissolution.

**Section 14. REINSTATEMENT.** A former Member desiring a continuous Membership record may be reinstated on showing proof of qualification and paying all dues in arrears. If, however, a continuous Membership record is not desired, the Member may be reinstated on showing proof of qualification and paying current year's dues plus any unpaid dues through the date of the prior suspension or termination of such Member's Membership.

**Section 15. RESIGNATION.** Any Member may resign by filing a written resignation with the President or the Board of Directors, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

#### ARTICLE IV MEETINGS OF MEMBERS

**Section 1. ANNUAL MEETING.** The Annual Meeting of the Members of the Corporation (the Annual Business Meeting) shall be held at such time and place, each year, as the Board of Directors shall determine.

#### **Section 2. SPECIAL MEETINGS.**

(a) **Persons Authorized to Call:** A special meeting of the Members may be called at any time for any lawful purpose by the Board of Directors or by the President, and shall be called by the President upon receipt of a written request made by ten percent (10%) or more of the Professional Members.

(b) **Calling Special Meetings:** A special meeting called by any person or persons (other than the Board of Directors) authorized to call a meeting shall be called by written request or notice, specifying the general nature of the business

proposed to be transacted, and submitted to the President, Vice President, or the Secretary-Treasurer of the Corporation. The Secretary-Treasurer shall cause notice to be given promptly to the Members entitled to vote stating that a meeting will be held at a specified time and date fixed by the Board of Directors, provided, however, that the meeting date shall be at least thirty-five (35) days, but no more than sixty (60) days, after receipt of the request. If the notice is not given within fifteen (15) days after receipt of the request, 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 of Directors.

(c) **Proper Business of Special Meetings:** The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time (unless otherwise provided by applicable law).

#### **Section 3. NOTICE REQUIRED FOR MEETINGS OF MEMBERS.**

(a) **General Notice Requirements:** Whenever Members are required or permitted to take any action at a meeting, written notice of the meeting shall be given to each Member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and, (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the Annual Meeting, those matters that the Board of Directors, at the time notice is given, intends to present for action by the Members.

(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 states the general nature of the proposal or proposals:

(i) Removing a director or an officer without cause;

(ii) Amending the Articles of Incorporation;

(iii) Approving a contract or transaction

between the Corporation and one or more directors, or between the Corporation and any entity in which a director has a material financial interest; or

(iv) Electing to wind up and dissolve the Corporation.

(c) **Manner of Giving Notice:** Written notice of any meeting of the Members at which official Corporation business is to be transacted shall be mailed to each Member not less than thirty (30) days before the date of the meeting. The notice shall be given either by first-class, registered, or certified mail, or published in the Corporation's official publication 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 appearing on the books of the Corporation.

(d) **Affidavit of Mailing 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-Treasurer, Assistant Secretary-Treasurer, or any transfer agent of the Corporation, and if so executed, shall be filed and maintained in the Corporation's minute book.

#### **Section 4. VOTING.**

(a) **Membership Meetings:** At all meetings of Members of the Corporation, each Professional Member in good standing shall have one (1) vote and may take part and vote in person or by proxy. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number or voting by classes or by districts is required by these Bylaws or by the California Nonprofit Mutual Benefit Corporation Law or by the Articles of Incorporation.

(b) **Board of Directors' Meetings:** At all Board of Directors' meetings of the Corporation, each Board Member shall have one (1) vote for each Professional Member in good standing whose principal address is within the district of the Board Member. Unless otherwise specifically provided by these Bylaws, a majority vote of those Board Members present and voting shall govern. A member

of the Board of Directors may designate a proxy at a regularly scheduled meeting of the board. The designation must be communicated to the President or Secretary-Treasurer prior to the commencement of the meeting. A signed letter of proxy designation must be sent to the Secretary-Treasurer no later than five days following the meeting date. A proxy vote may not be used at any specially-called meeting or executive session of the Board of Directors.

#### **Section 5. Quorum of Members.**

(a) **Percentage Required:** Five percent (5%) of the voting power shall constitute a quorum for the transaction of business at any meeting of Members, provided, however, that if any regular or annual meeting of Members is actually attended in person by less than one third (1/3) of the voting power, the only matters that may be voted on are those of which notice of their general nature was given under Article IV, Section 3 of these Bylaws.

(b) **Loss of Quorum:** 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. Adjournment, and Notice of Adjourned Meeting.** Any meeting of Members, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Members represented at the meeting. No meeting may be adjourned for more than forty-five (45) days. When a meeting of Members is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Members may transact any business that might have been transacted at the original meeting.

**Section 7. Cancellation of Meetings.** The Board of Directors may cancel any annual or special

meeting of Members for cause, except as may be otherwise provided by these Bylaws. Cancellation of any meeting of Members shall require a four-fifths (4/5) vote of the Board of Directors.

**Section 8. Conduct of Meetings; Rules of Order.** The meetings and proceedings of the Members of the Corporation shall be regulated and controlled according to most recent edition of Robert's Rules of Order, except as may be otherwise provided by these Bylaws.

## **ARTICLE V ELECTION OF DIRECTORS AND OFFICERS**

**Section 1. Nomination by Committee.** The President shall appoint a committee of at least three (3) Professional Members in good standing to select qualified candidates for election to office and to the Board of Directors at least ninety (90) days before the date of any election of directors or officers. The nominating committee shall make its report at least sixty (60) days before the date of the election, and the Secretary-Treasurer shall forward to each Member a list of all candidates nominated by committee under this Section.

**Section 2. Nominations By Members.** Any Professional Member in good standing may place names of prospective Directors and officers in nomination by submitting in writing to the Secretary-Treasurer of the Corporation the names of the Members so nominated at least ninety (90) days before the date of the election. The Secretary-Treasurer shall immediately notify each nominee in writing of their nomination and elicit an acceptance or rejection of said nomination. The nominee must indicate in writing the acceptance of the nomination to the Secretary-Treasurer at least sixty (60) days before the election. Failure to respond to a notice of nomination will indicate a rejection of the nomination.

**Section 3. Election Procedure.** The Professional Members in good standing shall elect the Board of Directors and officers of the Corporation by written ballot.

(a) **Ballots:** The President of the Corporation (or in the absence of the President, any officer or Director) shall distribute by first-class mail

one written ballot to each Member who is a Professional Member in good standing on the date that the ballots are mailed. Each ballot shall:

- (i) List each office or directorship that is to be filled by the election;
- (ii) List all of the names of the candidates nominated for each office or directorship under Article V, Section 1 and Article V, Section 2 of these Bylaws;
- (iii) Provide space for write-in candidates for each office or directorship that is to be filled by the election;
- (iv) Indicate the number of responses needed to meet the quorum requirement; and
- (v) Specify the time by which the ballot must be received in order to be counted.

Such ballots shall be mailed at least thirty (30) days before the election date. A written ballot that a member marks "withhold," or otherwise marked in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director or officer.

(b) **Quorum:** A quorum for the election of Directors and officers is equal to five percent (5%) of the Professional Members in good standing at the time the ballots were mailed.

(c) **Number of Votes Required:** If there are two (2) candidates for one office or Directorship, the person receiving a majority of votes cast shall be elected. In the event there are three (3) or more candidates for one office or Directorship, and if a majority vote is not received by any one candidate for such office or Directorship, there shall be a run-off election between the two (2) candidates receiving the most votes. The run-off ballot shall be mailed within five (5) days following the election to the same list of Members as was the original ballot. The Professional Members shall have fifteen (15) days to cast their votes in the run-off election. The person receiving a majority of votes cast in the run-off election shall be elected.

(d) **Revocation:** A written ballot may not be

revoked after it has been submitted to the Corporation.

(e) **Filing:** All written ballots shall be filed with the Secretary-Treasurer of the Corporation and maintained in the records of the Corporation for at least three (3) years.

**Section 4. Initial Officers.** The Incorporator and the initial Directors are authorized to select, appoint, and remove, the officers of the Corporation until the first Annual Meeting of Members.

**Section 5. Use of Corporate Funds to Support Nominee.** Funds of the Corporation may not be used or expended to support any nominee for any office or Directorship.

## **ARTICLE VI BOARD OF DIRECTORS**

**Section 1. Powers.** The policy-making body of the Corporation shall be known as the Board of Directors (sometimes referred to as the "Board"), which shall have authority and responsibility to manage, supervise, control, and direct the affairs of the Corporation.

(a) **General Corporate Powers:** Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation and Bylaws regarding actions that require the approval of the Members, the Corporation's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the direction of the Board of Directors.

(b) **Specific Powers:** Without prejudice to the general powers set forth in Article VI, Section 1, of these Bylaws, but subject to the same limitations, the Directors shall have the power to:

(i) Appoint and remove at the pleasure of the Board of Directors all the Corporation's agents and employees; prescribe powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.

(ii) Change the principal office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities within or outside California; and designate any place within or outside California for holding any meeting of Members.

(iii) Adopt and use a corporate seal and alter the forms of the seal.

(iv) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, and in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidences of debt and securities.

**Section 2. Number and Qualification of Directors.** Prior to the first Annual Meeting of Members, the authorized number of initial Directors shall be six (6), and the initial Directors shall be appointed or elected by the Incorporator or by any sole Director in office or by unanimous vote of any two Directors in office. At all times after the first Annual Meeting of Members, the authorized number of Directors shall be eight (8). Any Professional Member in good standing who is a resident of the State of California shall be eligible for nomination and election to the Board of Directors of the Corporation. Each Director shall be selected from and shall represent those Professional Members whose principal address is within their own district. That is, one Director shall be elected by the Members located in and to represent each separate district. If, at any time, there are no voting Members in any district, then that district shall not be entitled to elect a Director and the authorized number of Directors shall be reduced, automatically, to eliminate the Director for such district; if, at any time in the future, such District does have voting Members, such district shall again be authorized to elect a Director and the authorized number of Directors shall be increased, automatically, to include such Director. The districts shall consist of and be defined as follows:

**District 1:** The Counties of Alameda, Contra Costa, Marin, Mendocino, Napa, Solano, and

Sonoma;

**District 2:** The Counties of Monterey, San Benito, San Francisco, San Mateo, Santa Clara and Santa Cruz;

**District 3:** The Counties of Alpine, Amador, Butte, Calaveras, Colusa, Del Norte, El Dorado, Glenn, Humboldt, Lake, Lassen, Modoc, Nevada, Placer, Plumas, Sacramento, San Joaquin, Shasta, Sierra, Siskiyou, Stanislaus, Sutter, Tehama, Trinity, Tuolumne, Yolo and Yuba;

**District 4:** The County of Los Angeles;

**District 5:** The County of Orange;

**District 6:** The Counties of San Bernardino and Riverside;

**District 7:** The Counties of San Diego and Imperial; and

**District 8:** The Counties of Fresno, Inyo, Kern, Kings, Madera, Mariposa, Merced, Mono, San Luis Obispo, Santa Barbara, Tulare and Ventura; and all Professional Members residing in states other than California or countries other than the United States of America.

**Section 3. Election, Designation, and Term of Office.** All Directors shall be elected annually pursuant to Article V to hold office for a term of one (1) year. Each such Director, including a Director elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

**Section 4. Vacancies on the Board of Directors.**

(a) **Events Causing Vacancy:** A vacancy or vacancies on the Board shall exist on the occurrence of any of the following:

(i) The death or resignation of any Director;

(ii) The declaration by resolution of the Board of a vacancy in the office of a Director who

has been declared of unsound mind by an order of court or convicted of a felony, or, if the Corporation holds assets in charitable trust, has been found by a final order or judgment of any court to have breached a duty arising under section 7238 of the California Corporations Code;

(iii) The vote of the Members or, if the Corporation has fewer than 50 Members, the vote of a majority of all Members, to remove any director(s);

(iv) An increase of the authorized number of Directors; or

(v) The failure of the Members to elect the number of Directors required to be elected.

(b) **Resignations:** Except as provided below, any Director may resign by giving written notice to the President or the Secretary-Treasurer. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective.

(c) **Filling Vacancies:** In the event that a vacancy is created by the removal of a Director by the Members, only the Members shall have a right to fill that vacancy and that vacancy shall be filled by election as defined in Article V of these Bylaws. Otherwise, vacancies on the Board may be filled by a majority vote of the Directors then in office or by a sole remaining Director. If the term for the vacant Directorship expires in more than one hundred twenty (120) days, then the vacancy shall be filled by election; however, the requirement of an election does not preclude the Board from temporarily filling the vacancy during the election process. In the event that an election is required, the election process shall begin within ten (10) days of the occurrence of the vacancy or vacancies.

(d) **No Vacancy on Reduction of Number of Directors:** No reduction of the authorized number of Directors shall have the effect of removing any Director from office before that Director's term of office expires.

**Section 5. Directors' Meetings.**

(a) **Place of Meetings:** Meetings of the Board shall be held at any place within or outside 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.

(b) **Meetings by Telephone:** Any meeting may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting.

(c) **Annual Meeting:** Immediately after each annual meeting of Members, the Board shall hold a regular meeting for purposes of organization and the transaction of other business. Notice of this meeting is not required.

(d) **Other Regular Meetings:** Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time.

(e) **Special Meetings:**

(i) **Authority To Call:** Special meetings of the Board for any purpose may be called at any time by the President or any three (3) Directors (or by any one Director if there should be, for any reason, less than four Directors in office).

(ii) **Notice:**

(1) **Manner of Giving Notice:**

Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (d) via facsimile; or (e) by telegram, charges prepaid. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the Corporation.

(2) **Time Requirements:** Notices sent by first-class mail shall be deposited in the United States mails at least five (5) days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph or via facsimile shall

be delivered, telephoned, or given to the telegraph company at least 72 hours before the time set for the meeting.

(3) **Notice Contents:** The notice shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation. It need not specify the purpose of the meeting.

(iii) **Quorum:** A majority of the authorized number of Directors shall constitute a quorum for the transaction of any and all business properly conducted or authorized by the Board of Directors. If a quorum of Directors is not present at any meeting of Directors, the Directors present shall have no authority to conduct any business except to adjourn and reschedule the meeting. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, those provisions relating to (A) approval of contracts or transactions between the Corporation and one or more Directors or between the Corporation and any entity in which a Director has a material financial interest, (B) creation of and appointments to committees of the Board, and (C) indemnification of Directors. 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.

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

(v) **Adjournment:** A majority of the Directors present, whether or not a quorum is present,

may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

**Section 6. Action Without a Meeting.** Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

**Section 7. Compensation and Reimbursement.** Directors of the Corporation shall not receive any compensation for their service. Directors may be reimbursed for expenses when on official business for the Corporation. Terms and conditions of such reimbursements are to be specified by the Board of Directors.

## ARTICLE VII OFFICERS AND THEIR DUTIES

**Section 1. Officers of the Association.** The elected officers of the Corporation shall be a President, a Vice President and a Secretary-Treasurer. The Board of Directors, in its discretion, may elect or appoint additional subordinate officers, such as one or more Assistant Vice Presidents, and Assistant Secretary-Treasurers. The Immediate Past President shall serve as an ex-officio officer to the association. Each officer shall represent the Corporation in a responsible and appropriate manner while attending functions in an official capacity.

**Section 2. Qualifications for Office.** Any Professional Member in good standing who is a resident of the State of California shall be eligible for nomination and election to any elective office of the Association. The Board of Directors shall establish reasonable qualifications for the positions of subordinate officers.

**Section 3. Election, Designation, and Term of Office.** All officers shall be elected annually pursuant to Article V (or, for subordinate office positions, pursuant to this Article VII) to hold office for a term of one (1) year. Each such officer, including an officer elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

### Section 4. Vacancy of an Office.

(a) **Events Causing a Vacancy:** A vacancy of an office shall exist on the occurrence of any of the following:

(i) The death or resignation of an officer;

(ii) The declaration by resolution of the Board of a vacancy in an office where the officer has been declared of unsound mind by an order of court or convicted of a felony, or, if the Corporation holds assets in charitable trust, has been found by a final order or judgment of any court to have breached a duty arising under section 7238 of the California Corporations Code;

(iii) The vote of the Members to remove an officer, or the vote of the Directors to remove any subordinate officer, or the vote of the Directors to remove any officer for cause; or

(iv) The failure of the Members to elect a candidate to fill an office.

(b) **Resignations:** Any officer may resign, at any time, by giving written notice to the President or the Secretary-Treasurer or the Board of Directors. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective.

(c) **Filling Vacancies:** In the event that a vacancy is created by the removal of an officer by the Members, only the Members shall have a right to fill that vacancy and that vacancy shall be filled by election as defined in Article V of these Bylaws. Otherwise, a vacancy in an office may be filled by a majority vote of the Directors then in office or by a sole remaining Director. If the term for the vacant office expires in more than one hundred twenty (120)

days, then the vacancy shall be filled by election; however, the requirement of an election does not preclude the Board from temporarily filling the vacancy during the election process. In the event that an election is required, the election process shall begin within ten (10) days of the occurrence of the vacancy or vacancies.

**Section 5. President.** Subject to the approval of the Board, the President shall be the general manager of the Corporation and shall supervise, and shall direct the Corporation's activities, affairs, and officers. In addition, the President shall:

- (a) Preside at all meetings of Members, and at all Board meetings;
- (b) Serve as the Chair of the Board of Directors;
- (c) Conduct proceedings according to the rules of parliamentary procedure;
- (d) Serve as a nonvoting ex-officio member of all committees with the exception of the Nominating Committee;
- (e) Appoint the chair of each standing or special committee;
- (f) Promote and advance the objectives of the Corporation;
- (g) Address the Annual Meeting with recommendations for the future well-being of the Corporation; and
- (h) Perform all duties incident to the office of President and such other duties as may be prescribed from time to time by the Board of Directors.

**Section 6. Vice President.** The Vice President shall assist the President as directed. In the absence or disability of the President, the Vice President shall perform all duties of the President. When so acting, the Vice President shall have all powers of and be subject to all restrictions on the President. The Vice President shall have such other powers and perform such other duties as the Board may prescribe.

**Section 7. Secretary-Treasurer.** The

Secretary-Treasurer shall keep the minutes of the meetings of the Board of Directors, and shall be responsible for the books and records of the association.

The Secretary-Treasurer shall also keep or cause to be kept, at the Corporation's principal office or at a place determined by Board resolution, a record of the Corporation's Members, showing each member's name, address, and class of Membership.

The Secretary-Treasurer shall also be responsible for the association's funds and financial records. The Secretary-Treasurer shall collect and report, or supervise the collection and reporting, of all contributions and expenditures, shall establish proper accounting procedures for the handling of the association's funds, and shall be responsible for the keeping of the funds in such banks as approved by the Board of Directors. The Secretary-Treasurer shall report on the financial condition of the association at meetings of the Board of Directors and at other times when called upon by the President. All financial records of the corporation shall be open to inspection by any Director at all reasonable times.

At the end of each fiscal year, the Secretary-Treasurer shall prepare, or cause to be prepared, an annual report which shall, if required by the Board of Directors, be reported on by a certified public accountant. At expiration of the Secretary-Treasurer's term of office, or upon his or her removal, he or she shall immediately deliver over to the incoming Secretary-Treasurer all books, money and other association property in his or her charge.

**Section 8. Immediate Past President.** Upon expiration of a President's term of office, the President shall become the Immediate Past President and shall perform such duties as the President shall direct.

## **ARTICLE VIII INDEMNIFICATION**

**Section 1. Right of Indemnity.** To the fullest extent permitted by law, the Corporation shall indemnify its directors, officers, employees, and other persons described in Section 7237(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 that 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 this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

**Section 2. Approval of Indemnity.** On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of Members. At that meeting, the Members shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Members present at the meeting in person or by proxy shall authorize indemnification.

**Section 3. Advancement of Expenses.** To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

## ARTICLE IX INSURANCE

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, Director, employee, or

agent in such capacity or arising out of the officer's, Director's, employee's, or agent's status as such.

## ARTICLE X RECORDS AND REPORTS

**Section 1. Maintenance of Corporate Records.**  
The Corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its Members, Board, and committees of the Board; and
- (c) A record of each Member's name, address, and class of Membership.

### **Section 2. Members' Inspection Rights.**

(a) **Membership Records:** Subject to Division 2, Part 3, Chapter 13, Article 3 (commencing at Section 8330) of the California Corporations Code and unless the Corporation provides a reasonable alternative as provided below, any Member may do either or both of the following for a purpose reasonably related to the Member's interest as a Member:

(i) Inspect and copy the records of Members' names, addresses, and voting rights during usual business hours on five days' prior written demand on the Corporation, which demand must state the purpose for which the inspection rights are requested; or

(ii) Obtain from the Secretary-Treasurer of the Corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of Members who are entitled to vote for the election of Directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the Member. The demand shall state the purpose for which the list is requested. The Secretary-Treasurer shall make this list available to the Member on or before the later of ten days after (a) the demand is received or (b) the date specified in the demand as the date as of which the list is to be compiled.

The Corporation may, within ten business

days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the Membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand.

If the Corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a Member, or if it provides a reasonable alternative under this Section, it may deny the Member access to the Membership list.

Any inspection and copying under this Section may be made in person or by the Member's agent or attorney. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of any subsidiary of the Corporation.

(b) **Accounting Records and Minutes:** On written demand on the Corporation, any Member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the Member's interest as a Member. Any such inspection and copying may be made in person or by the Member's agent or attorney. Any right of inspection extends to the records of any subsidiary of the Corporation.

**Section 3. Maintenance and Inspection of Articles and Bylaws.** The Corporation shall keep at its principal office, or if its principal office is not in California, at its principal business office in this state, the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the Members at all reasonable times during office hours. If the principal office of the Corporation is outside California and the Corporation has no principal business office in this state, the Secretary-Treasurer shall, on the written request of any Member, furnish to that Member a copy of the Articles of Incorporation and Bylaws as amended to date.

**Section 4. Inspection by Directors.** Every

Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. 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 documents.

## **Section 5. Annual Report.**

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

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

(ii) A statement of the place where the names and addresses of current Members are located; and

(iii) Any information that is required or may be required from time to time by these Bylaws.

(b) The Corporation shall notify each Member annually of the Member's right to receive a financial report under this Section. Except as provided in subsection (iii) of this bylaw, on written request by a Member, the Board shall promptly cause the most recent annual report to be sent to the requesting Member.

(c) This Section shall not apply if the Corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year.

**Section 6. Annual Statement of Certain Transactions and Indemnifications.** As part of the annual report to all Members, or as a separate document if no annual report is issued, the Corporation shall annually prepare and mail or deliver to its Members and furnish to its Directors a statement of any transaction or indemnification of the

following kinds within 120 days after the end of the Corporation's fiscal year:

(a) Unless approved by Members under Section 7233(a) of the California Corporations Code, any transaction (1) to which the Corporation, its parent, or its subsidiary was a party, (2) which involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (3) in which either a Director or an officer had a direct or indirect material financial interest (a mere common directorship is not a material financial interest). 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, when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

(b) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the Corporation, unless the loan, guaranty, indemnification, or advance has already been approved by the Members under Section 5034 of the California Corporations Code, or the loan or guaranty is not subject to the provisions of subdivision (a) of Section 7235(a) of that Code.

## ARTICLE XI CONSTRUCTION AND 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 and the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

## ARTICLE XII DISTRIBUTION OF ASSETS

The Corporation shall use its funds only to accomplish the purposes specified in these Bylaws,

and no part of such funds shall inure or be distributed to the Members. On dissolution of the Corporation, any funds remaining shall be distributed to one or more recognized charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

## ARTICLE XIII AMENDMENTS

### Section 1. Amendment by the Board.

#### (a) **Membership Rights Limitation:**

Subject to the rights of Members under these Bylaws, the Board may adopt, amend, or repeal Bylaws unless the action would:

(i) Materially and adversely affect the Members' rights as to voting, dissolution, transfer, or representation;

(ii) Increase or decrease the number of Members authorized in total or for any class;

(iii) Effect an exchange, reclassification, or cancellation of all or part of the Memberships; or

(iv) Authorize a new class of voting Membership.

(b) **Changes to Number of Directors:** Once Members have been admitted to the Corporation, the Board may not, without the approval of the Members, specify or change any bylaw provision that would:

(i) Fix or change the authorized number of Directors;

(ii) Fix or change the minimum or maximum number of Directors; or

(iii) Change from a fixed number of Directors to a variable number of Directors or vice versa.

(c) **High Vote Requirement:** If any provision of these Bylaws requires the vote of a larger proportion of the Board than otherwise required by law, such provision may not be altered, amended, or repealed except by that greater vote.

**(d) Members' Approval Required:**

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 a Member or Members (excluding Directors elected or appointed prior to the first Annual Meeting of Members);
- (iii) Increase the quorum for Members' meetings;
- (iv) Authorize proxy voting; or
- (v) Authorize cumulative voting.

**Section 2. Amendment by Members.** New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of the Members, provided, however, that any such adoption, amendment, or repeal also requires approval by the Members of a class if that action would:

- (a) Materially and adversely affect the rights, privileges, preferences, restrictions, or conditions of that class as to voting, dissolution, redemption, or transfer in a manner different than the action affects another class;
- (b) Materially and adversely affect that class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions, or conditions of another class;
- (c) Increase or decrease the number of Memberships authorized for that class;
- (d) Increase the number of Memberships authorized for another class;
- (e) Effect an exchange, reclassification, or cancellation of all or part of the Memberships of that class; or
- (f) Authorize a new class of voting Memberships. 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 vote of that greater number. No amendment may extend a Director's term beyond that for which the Director was elected.

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[Amended February 18, 2000]  
[Amended May 16, 2010]