

CALIFORNIA ASSOCIATION OF SCHOOL BUSINESS OFFICIALS
a California Nonprofit Public Benefit Corporation

AMENDED AND RESTATED BYLAWS

As amended by vote of the membership in March 2005

Article I - Name, Principal Office and Affiliation

Section 1. Name of Corporation

The name of this corporation is the California Association of School Business Officials, hereinafter referred to as Association. ~~Association~~. The acronym shall be CASBO.

Section 2. Principal Location

The principal office of the Association will be located at such place within the state as the Board may ~~from time to time~~ designate, ~~by resolution~~.

Section 3. Affiliation

The Association is an affiliate, by charter, of the Association of School Business Officials, International.

~~Article II - Nonprofit Status and Purpose~~

~~Section 1-~~

~~This Association is a California nonprofit corporation. This Association is not organized for profit or to engage in any activity ordinarily carried on for profit. The net earnings of the Association shall be devoted only to charitable and educational purposes. No part of the net earnings of this Association shall inure to the benefit of any private shareholder, member or individual.~~

~~Section 2-~~

~~The purposes for which this Association is formed and for which it shall be exclusively administered and operated are to further the interests of public education in California by improving and advancing the effectiveness of those persons engaged in school business administration, both statewide and on a regional basis, and engaging in educational activities to increase the efficiency and economy of business administration of the schools of California. Means by which these purposes shall be accomplished include, but are not limited to: education and professional development of school business officials; communication and information exchange; partnering with public and private entities; promotion of programs for efficiencies and savings for school districts; and developing and distributing to the public publications pertinent to the common interests of the school business industry.~~

~~Section 3-~~

~~In order to accomplish the foregoing purposes, and for no other purpose or purposes, this Association shall also have the power to:~~

- ~~(a) — sue and be sued;~~
- ~~(b) — make contracts;~~
- ~~(c) — receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds, and securities of other corporations;~~
- ~~(d) — act as trustee under any trust whose objects are related to the principal objects of the Association, and to receive, hold, administer, and expend funds and property subject to such trust;~~

- ~~(e) — convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal;~~
- ~~(f) — borrow money, contract debts and issue bonds, notes, and debentures, and secure the payment of any performance of its obligations; and~~
- ~~(g) — do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this Association provided, however, that this Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Association.~~

Article II Membership

Section 1. Types of Membership

The Members of this Association shall include and be limited to ~~natural~~ persons and organizations which meet the criteria ~~established by the CASBO Board and that fit into the following categories: set forth below for one of the eight (8) classes of membership. The designation of such classes and the rights, preferences and privileges of each class are as follows:~~

- ~~(a) — Voting Members – Eligible to vote and hold leadership positions at the state and Section levels, except as stated in subparagraph (ii) below.~~
- ~~) — Active Members –~~
 - ~~(i) — Individual members – Full or part-time employees and elected officials working in school business in California school districts, county offices of education, community college districts or joint powers agencies. Elected officials and regular employees working in school business management in California schools, colleges and universities.~~
 - ~~(ii) — Elected officials and regular employees working with county offices of education, the Community College Chancellor=s Office, the California Department of Education, and other state agencies providing services in school business management for California school and community college districts.~~
 - ~~(iii) — Faculty members of California institutions of higher learning and teaching personnel in California schools engaged in the development of school business management.~~
 - ~~(iv) — Officers and employees of joint powers agencies where school district, county offices of education or community college district are members of the joint powers agencies.~~

~~Active Members are eligible to serve on the Board of Directors and to hold office. Regular employees as referred to in (a)(i) through (iv) of this section, are defined as full or part-time employees of the public agencies (Aqualifying public agencies@) and shall not include independent contractors.~~

- ~~(b) — Board of Education Members – School district, county office of education, community college district or California Department of Education board members when not eligible for active membership.~~
- ~~(c) — Student Members – Persons enrolled in school business management studies when not eligible for active membership.~~
- ~~(d) — Associate Members – Businesses, individuals, state agencies and organizations, including joint powers agencies, actively engaged in supplying products or rendering professional services to school districts, county offices of education, community college districts, joint powers agreement organizations and California Department of Education.~~

~~(e) — Out of State Members — Individuals residing or working outside of California but within the United States, Mexico or Canada and otherwise qualifying under subsections (a), (b), (c) or (d) of this Section 1.~~

~~(f) — Honorary Life Members — Conferred upon a member for outstanding service upon nomination by the Awards Committee and approval of the Board of Directors, as follows:~~

~~(i) — Those members who have made significant contributions to the Association or school business management.~~

~~(ii) — Those members who have completed service as President of the Association.~~

~~Honorary Life Members shall not be assessed dues. Honorary Life Members who have not retired (Active Honorary Life Members) shall have the same rights as Active Members. Retired Honorary Life Members shall have the same rights as Retired Members.~~

~~(g) — (ii) Retired Members -- Individual members who have retired from school business management and are no longer employed as a regular employee of a qualifying education agency. Retired members are not eligible to serve as CASBO President, President-Elect or Vice President public agency, as defined in subsection (a) above. A Retired Member may only serve as a member of the Board of Directors when holding the position of Retiree Committee Chairman, serving as a member of the Council on Professional Development, or holding the office of immediate Past President.~~

(iii) Honorary Life Members – Individuals upon whom the Association has conferred Honorary Life Membership status for outstanding service.

~~(h) — Basic Agency Members — School districts, county offices of education, state agencies, joint powers agencies and community colleges or districts and charter schools shall be granted basic agency membership. Basic Agency Members shall not be assessed dues.~~

~~Section 2.~~

~~Only those Members classified as Active Members, Honorary Life Members or Retired Members in subsections (a), (f) and (g) of section 1 of this article III shall have the right to vote on any matter submitted to a vote of the Members. No other class of Members shall have the right to vote.~~

~~Section 3.~~

~~The Association may refer to persons or organizations described as Members in subsections (b), (c), (d), (e), and (h) of section 1 of this article III above as "Members" even though such persons or organizations are not voting members as set forth in article III, section 2, but no such reference shall constitute anyone a "member" within the meaning of Section 5056 of the California Nonprofit Corporation Law. References to "Members" in these Bylaws shall mean all Members of this Association, whether voting or nonvoting, unless otherwise specifically stated.~~

(b) Non-voting Members – Not eligible to vote in elections, except as stated in subparagraph (ii) below.

(i) Institutional Members – School districts, county offices of education, community college districts, joint powers agencies and charter schools. The primary contact and superintendent may serve on committees, but may not serve as a committee chair, assistant chair or hold elected office at the state or Section levels.

(ii) Associate Members – Businesses and organizations actively engaged in supplying products or rendering professional services to education agencies in California. The primary contact of an Associate member may serve on CASBO committees in an ex-officio, non-voting capacity, and may not serve as a committee chair or hold elected office at the state or Section levels, except as follows. The primary contact of an Associate member may serve on the Associate Member Committee as a voting member, the assistant chair or chair of that committee, and, if serving as chair of the

Associate Member Committee, shall also serve as a director on the CASBO Board of Directors as provided in Section 1 of Article IV.

- (iii) State Agencies and Nonprofits – State agencies, higher education institutions and nonprofit organizations. The primary contact may serve on committees, but may not serve as a committee chair, assistant chair or hold elected office at the state or Section levels.

(c) Nonmembers

- (i) Nonmembers may participate in CASBO programs at the state and Section levels, subject to any limitations and fees approved by the CASBO Board of Directors. Nonmembers may not serve as a director, officer, chair, or assistant chair of a council/committee at the Section or state level, except as expressly provided in the Manual of Procedures. Nonmembers may serve as volunteers from time to time as may be in the best interests of CASBO.
- (ii) Subscribers – Individuals who do not qualify for membership who choose to receive CASBO materials.

Section 2. Member Allegiance

All members must support the goals and objectives of CASBO as defined in the current, member-driven strategic plan.

Section 3. Reference to Members

References to “Members” in these Bylaws pertain to all Members of this Association, whether voting or nonvoting, unless otherwise specifically stated. Any such reference shall not cause any person or organization to be a "Member" within the meaning of Section 5056 of the California Nonprofit Corporation Law and shall not confer upon such person or organization any voting privileges not specifically set forth in these Bylaws.

Section 4. Resignation

- ~~(a) — Memberships are issued for one year periods, and expire at the end of each one year period unless the membership is renewed. Expiration of a membership shall not be a termination of a membership subject to the procedures of subsection (e) and (d) of this section 4.~~
- ~~(b) — The Board of Directors, by affirmative vote of two thirds of all of the directors present at a duly held Board meeting, may terminate the membership of any Member for violation of any provision of the Code of Ethics as found in the Manual of Procedures, failure of a Member to meet the qualifications of any of the classes of membership set forth in section 1 of this article III, or for other cause recognizable under law.~~
- ~~(c) — If the Board is to consider the termination of a Member, the Board shall give the Member at least fifteen (15) days prior written notice of such proposed termination and the reasons therefor. The written notice shall be sent to the affected Member by first class or registered mail to the last known address of the affected Member as shown in the Association's records. The Board shall further provide an opportunity for such Member to be heard orally or in writing at a Board meeting to be conducted at least five (5) days prior to the effective date of any proposed Board decision to terminate such Member.~~
- ~~(d) — A Member whose membership is terminated shall be liable for any charges incurred, services or benefits actually rendered, dues, assessments or fees incurred before the termination.~~
- ~~(e) — Any membership on which any assessments or dues, or any installment thereof, are not paid in full within thirty (30) days of the date upon which it becomes payable is deemed to be expired.~~

Section 5-

Any Member may resign from membership at any time by filing a written notice of resignation with the Vice President. No dues shall be refunded in the case of resignation of membership.

Section 5. Dues

The dues or fees for each member and nonmember category shall be set by the CASBO Board of Directors.

Section 6. Discipline

The CASBO Board of Directors may revoke the membership of any member for cause after providing the member with due process. No member shall be expelled except by a two-thirds vote of the CASBO Board of Directors after a hearing at which the member whose expulsion is being considered was given an opportunity to be heard, either in person or in writing, as may be specified by the Board in the Manual of Procedures.

~~A temporary lapse in employment of not more than six months shall not preclude any otherwise eligible member as defined in this article from retaining their elected or appointed position as long as their dues are paid and current and they are pursuing a position in school business that would qualify them for active membership as defined.~~

Article III – CASBO~~IV~~ – Officers

Section 1. Definition of CASBO Officers

The officers of the Association shall be a President, a President-Elect, a Vice President (~~Chief Financial Officer~~) and ~~the Immediate~~ Past President, each of whom shall also ~~serve as~~ be a member of the Board of Directors ~~director~~ of the Association. The Vice President shall function as the ~~customary duties of~~ Secretary and Treasurer, and shall oversee ~~be held by the~~ carrying out of related duties. ~~Vice President.~~ All officers shall be Individual ~~Active~~ Members or ~~Active~~ Honorary Life Members in good standing (not retired from school business management), except that the office of Immediate Past President may be held by a Retired Member.

Section 2. Election of CASBO Officers

Each year, a ~~The~~ Vice President for the following CASBO calendar year shall be elected once by the statewide Individual, Honorary Life and Retiree members in good standing to serve only one ~~four (4) year term as director of the Association shall be chosen annually by the Members,~~ and shall advance through the ranks of President-Elect, President and Immediate Past President. ~~Generally, each~~ ~~Past President, as set forth in section 1(b)(ii) of article V.~~ Each officer shall hold his or her office within the officer ranks for a term of one year beginning at the end of the Annual Conference and ending when his or her successor shall be elected or appointed, and qualified, unless he or she resigns, ~~or~~ is removed or is otherwise disqualified to serve. However, the voting members shall have the absolute right to remove an officer from his or her position, and elect new officers, at any time as provided in the Manual of Procedures.

Section 3. Duties of CASBO Officers

The duties of CASBO officers:

- (a) The President shall serve as chair of ~~be~~ the CASBO Board of Directors ~~chief executive officer~~ of the Association and, subject to the control of the Board, shall have such powers and perform duties as may be prescribed by the Board, the Bylaws or the Manual of Procedures.
- (b) The President-Elect and Vice President shall serve in descending order and, subject to the control of the Board, ~~shall have such powers and perform such duties as may be prescribed by the Board, the Bylaws or the Manual of Procedures.~~
- ~~(c) —~~ The Past President and Regional Directors shall have such powers and perform such duties as may be prescribed by the Board, the Bylaws or the Manual of Procedures.

- (c) The Immediate Past President shall be subject to the control of the Board and shall have such powers and perform such duties as may be prescribed by the Board, the Bylaws or the Manual of Procedures.

Section 4. CASBO Officer Positions

Qualifications to serve as a CASBO officer:

To qualify for election and/or to hold a position as an officer, the nominee must be an Individual Member or Honorary Life Member in good standing (not retired), and meet the following additional criteria:

- Must have served a minimum of five consecutive years as a CASBO member in good standing.
- Must have served a minimum of three years' experience in a responsible leadership position, which may include a chair or assistant chair of a committee or council at the Section or state level.
- Must have demonstrated awareness of and commitment to the Association goals and objectives as defined in the current strategic plan.
- Must not be retired, except for a person serving as Immediate Past President.

Article IV- CASBO– Board of Directors

Section 1. Composition

The CASBO Board of Directors shall consist of the four officers, ~~twenty~~one director from each Section, the chair of the Associate Member Committee, the chair of the Education Advocacy Foundation and the executive director. ~~(21) persons.~~ All directors, except ex-officio, non-voting members, and the director who serves by virtue of his or her position as the Associate Member chair, shall be Individual ~~Directors shall be Active~~ Members or ~~Active~~ Honorary Life Members in good standing and, except for the Immediate Past President, shall not be retired ~~(not retired)~~ from school business management. ~~With management), except that the exception Director holding the office of the director who serves by virtue of his or her Past President may be a Retired Member. Except for the designated position as on the CASBO Board of Directors for the Associate Member chair, Chair, no other director Director or officer shall be an Associate Member or employed by a company vendor doing business with school districts. The Section directors ~~Directors~~ shall be designated ~~or elected~~ as follows:~~

- (a) Section Director, Designated Positions. ~~The following eleven (11) persons shall be members of the Board of Directors by designation: the President of each of the six (6) regional Sections (Central, Northern, Sacramento, Eastern, Southern and San Diego Imperial); Chair of Retirees Committee; Chair of CBO Committee; Chair of Legislation Committee; Chair of Council on Professional Development; and Chair of Associate Members Committee. The Individual, Honorary Life and Retired Members in good standing, by majority vote of each Section term of office shall be concurrent with the tenure of the Association shall elect one Voting Members to serve as a member of the Board of Directors. ~~person as chair of his or her respective committee or presidency.~~~~
- (b) ~~———— Elected Positions.~~
- (i) ~~———— Section Directors. The six (6) Sections of the Association shall elect one director each, by majority vote of the Active, Honorary Life and Retired Members of each such Section eligible to vote and voting. Each Section director shall be elected for one term of three ~~(3)~~ years only, and the terms shall be staggered in a manner approved by the CASBO Board of Directors. ~~by~~ election of two (2) Section Directors each year (Northern and Sacramento, followed by Southern and Eastern, followed by Central and San Diego Imperial). To qualify for election as a Section Director, the nominee must be an Active Member or Active Honorary Life Member (not retired), and meet the following additional criteria:~~

~~X~~ ~~Two years= service as a Section research and development or standing committee chairperson plus one year=s service on a Section executive committee, or~~

~~X~~ ~~Two years= active service on a Section research and development or standing committee plus one year=s service as president of a CASBO section.~~

~~(ii) Officer Positions:~~

~~Four (4) of the members of the Board of Directors shall serve as both officers and directors. Each year, a director who will also serve as the Vice President for that CASBO calendar year shall be elected once to serve only one four (4) year term as director following the procedures set forth in article VII, section 7 and article VIII. For that director=s second year of his or her term, that director shall serve as President Elect; for the third year, as President; and for the fourth year, as Past President. To qualify for election and to hold a position as a director/officer, the nominee must be an Active Member or Active Honorary Life Member (not retired), and meet the following additional criteria~~

~~The Section directors shall be subject to the control of the Board and shall have such powers and perform such duties as may be prescribed by the Board, the Bylaws or the Manual of Procedures.~~

~~To qualify for election and/or to hold a position as a Section director, the nominee must be an Individual Member or Honorary Life Member in good standing (not retired), and meet the following additional criteria::~~

- ~~• Must have served a minimum of three consecutive~~~~Two years=service~~ as a CASBO member in good ~~Section research and development or standing.~~
 - ~~X~~ ~~Must have served a minimum of two years as an officer, chair or assistant chair of a committee chairperson plus one year=s service on a Section executive committee, or council~~
- ~~• One year=s service on a Section executive committee plus one year=s service~~ at the Section state level.
- ~~X~~ ~~• Must have demonstrated awareness~~ ~~in one~~ of and commitment to the Association goals and objectives as defined in the current strategic plan. ~~following positions:~~

(b) Ex Officio Directors. Ex-officio, non-voting members of the board do not have voting rights.

(i) The Education Advocacy Foundation chair shall be appointed by the CASBO President-Elect for service during his or her one-year term as President. The appointment shall be ratified by the CASBO Board of Directors.

- ~~(ii) The executive~~ ~~—Section president~~
 - ~~—Annual Conference Committee chairperson~~
 - ~~—Executive Committee director.~~
 - ~~—Chairperson of a standing committee~~
 - ~~—State Research and Development chairperson.~~

Section 2. CASBO Board Powers

(a) The CASBO Board of Directors shall determine policies and activities of the Association, approve budgets, levy and collect dues from Members, and shall be vested with the power to act in the name of the Association on matters pertaining to the welfare of the Association. The Board may delegate the management of the activities of the Association to any person or committee; however, any such delegation of the activities and affairs of the Association shall continue to be managed and all corporate powers shall continue to be exercised under the ultimate direction of the Board.

(b) The CASBO Board of Directors shall hire the executive director.

Section 3. Strategic Plan

The CASBO Board of Directors shall be responsible for ensuring the development~~developing~~ and maintenance of~~maintaining~~ a long-range strategic plan that includes a coordinated program of activities to be undertaken by the Association. This plan~~program~~ shall serve as direction~~a guide~~ to all CASBO officers, directors, councils, committees, Section officers and committees, and CASBO staff as to the areas in which they are to operate and the extent of their operations within any given period of time.

Section 4. Manual of Procedures

~~The Board of Directors is authorized to sponsor and create Regional Sections of the Association where the members may meet to carry out the purposes of the Association as indicated in Article II, Section 2. The Section Officers will include the minimum positions of President, President Elect, and Vice President (or Secretary/Treasurer). The Board of Directors of the Association shall make a financial appropriation to each Section.~~

~~Section 5-~~

The CASBO Board of Directors shall establish a Manual of Procedures that includes a description of the listing duties of the CASBO Board of Directors, officers, Operational Committees, Standing Committees, Research and Development committees, standing committees, Council on Professional Councils, Development and special appointees and Section officers and committees.-

~~Section 6-~~

~~The Board of Directors shall meet at least twice each year, and at the call of the President with a seven (7) day written notice. The time and~~ regarding its regular and special ~~place of the~~ meetings in the Manual of Procedures ~~shall be fixed by the Board.~~

~~Section 7-~~

~~Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can communicate with all others concurrently, have the ability to fully participate and the Association can verify the identity of all directors participating. All such directors shall be deemed to be present in person at such meeting.~~

~~Section 8-~~

~~Special meetings of the Board of Directors for any purpose may be called at any time by the President or any two directors, upon four (4) days= notice by first-class mail, postage prepaid, or forty-eight (48) hours= notice delivered personally or by telephone, including voice mail, by telegraph, facsimile, electronic mail or other electronic means. Notices shall state the date, time, place and the general purpose of the meeting. Notice of a meeting need not be given to any director who signed a written waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, or who attends the meeting without protesting before or at its commencement about the lack of notice. All waivers, consents, and approvals shall be filed with the Association records or made a part of the minutes of the meeting.~~

~~Section 9-~~

~~A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in section 10 of this article V. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors below a quorum, if any action taken is approved by at least a majority of the required quorum for that meeting.~~

~~Section 10-~~

~~A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of adjournment to any other time or place shall be given prior to the time of the adjourned meeting to the directors who are not present at the time of the adjournment.~~

~~Section 11-~~

~~Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.~~

~~Section 12-~~

~~Directors, officers and members of committees shall not be entitled to compensation for their services as such, although they may be reimbursed for such actual expenses as may be determined by resolution of the Board of Directors to be just and reasonable. Expenses shall be supported by an invoice or voucher acceptable to the Board.~~

~~Section 13-~~

~~Except as provided in Sections 5240(c) and 5241 of the California Nonprofit Corporation Law, in the investment, reinvestment, purchase, acquisition, exchange, sale and management of the Association's investments, the Board shall:~~

- ~~(a) — Avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the Association's capital;~~
- ~~(b) — Comply with all state and federal laws and regulations governing investments by nonprofit corporations qualified as tax exempt organizations including, but not limited to, the provisions contained in Section 5240 of the California Nonprofit Corporation Law; and~~
- ~~(c) — Comply with additional standards, if any, imposed by the Articles of Incorporation, these Bylaws or the express terms of any instrument or agreement pursuant to which the invested assets were contributed to the Association.~~

~~Article VI—Committees~~

~~Section 1-~~

~~Standing committees are advisory to the Board of Directors. The composition, purpose and procedures for each standing committee are more fully stated in the Manual of Procedures. The President shall make appointments as set forth in the Manual of Procedures.~~

~~Section 2-~~

~~The President, with Board of Directors' approval, shall establish State Research and Development Committees and the Council on Professional Development. The composition, purpose and procedures for these committees are stated in the Manual of Procedures.~~

~~Section 3-~~

~~The Executive Committee is a subcommittee of the Board of Directors. The composition, purpose and procedures~~

for the Executive Committee are more fully stated in the Manual of Procedures. The Executive Committee shall consist of the President, President-Elect, Vice President, the six (6) Section Directors, and the Immediate Past President. The President shall serve as chairperson of the committee. The Executive Committee shall (i) assist the President and any other officer in the performance of their duties as the President may direct, and (ii) perform such other duties as the Board of Directors may from time to time determine. The Executive Committee is delegated the ongoing power to act in the name of the Association on compelling financial and policy matters during the interim periods between meetings of the Board of Directors. Any actions by the Executive Committee shall be fully reported to the full Board of Directors and ratified by the Board.

Section 4.

The President is authorized to appoint such special committees as the best interests of the Association may require.

Article V – CASBO Board Rules and Procedures

Section 1. Rules and Procedures

The CASBO Board of Directors shall establish rules and procedures related to the frequency, location, notification, required quorum, and other matters regarding its regular and special meetings in the Manual of Procedures.

Article VII – Annual Conference, Special Meetings and Membership Voting

Section 1.

The annual meeting of the Members shall be at the Annual Conference of the Association. The date, time and location of the meeting shall be established by the Board of Directors and shall be set forth in the notice of meeting sent to the Members in accordance with Section 4 below.

Section 2.

A majority of the Board, the President or five percent (5%) or more of the Members may call special meetings of the Members at any time to consider any lawful business of the Association. If a special meeting is called by Members other than the Board of Directors or President, the request shall be submitted by such Members to the President or President Elect in writing, specifying the general nature of the business proposed to be transacted. The officer receiving the request shall cause notice to be promptly given to the Members entitled to vote, in accordance with the provisions of section 4 of this article VII.

Section 3.

Pursuant to section 5 of this article, the right to vote on matters submitted to the vote of Members at the Annual Conference or otherwise shall be limited to Active Members, Honorary Life Members and Retired Members. All members may participate in the discussion on the floor at the Annual Conference. The privilege of the floor may be extended to any other person who is not an official delegate. Non-members may attend the Annual Conference by paying the non-member registration fee.

Section 4.

Notices of all meetings of Members (whether regular or special) shall be given in writing to each Member entitled to vote as of the record date for notice of the meeting. The notice shall be given not less than twenty (20) nor more than ninety (90) days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted, or (ii) in the case of a regular meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the Members, but any proper matter may be presented at the meeting for such action so long as a quorum is present.

Notice of any meeting of Members shall be given either personally or by mail, telegraphic or other written communication, charges prepaid, addressed to each Active, Honorary Life and Retired Member

~~either at the address of that Member appearing on the books of the Association or the address given by the Member to the Association for the purpose of notice. Notice shall be deemed to have been given at that time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.~~

~~If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice must also state the general nature of the proposal: removing a director without cause; filling vacancies on the Board of Directors under those circumstances where a vote of the Members is required pursuant to article IX, section 4 of these Bylaws; amending the Articles of Incorporation of the Association or these Bylaws in any manner requiring approval of the Members; approving a contract or transaction between the Association and one or more of its directors, or between the Association and any corporation, firm or association in which one or more of its directors has a material financial interest; voting upon any election to voluntarily terminate and dissolve the Association.~~

~~Section 5.~~

~~Voting at a meeting may be by voice or by secret ballot, at the discretion of the President. Proxy voting shall not be permitted on any matter put to the vote of the Members. On each matter submitted to a vote of the Members, whether at a meeting of the membership called and held pursuant to the provisions of these Bylaws or otherwise, each Active, Honorary Life and Retired Member shall be entitled to cast one vote. Cumulative voting shall not be permitted. In addition, only those Active Members and Retired Members who are current in the payment of all dues duly imposed pursuant to article X shall be entitled to vote at any meeting of Members or by written ballot.~~

~~Section 6.~~

~~One third of the voting power of Active, Honorary Life and Retired Members shall constitute a quorum for the transaction of business at a meeting of the Members or by written ballot. Annually at the first meeting of the Board of Directors each year, the Board shall determine the number of Members required to constitute a quorum. The quorum for election of a regional Section Director shall be one third of the voting power of Active, Honorary Life and Retired Members within that regional Section. If a quorum is obtained, the affirmative vote of the majority of the voting power of Members represented at the meeting or by written ballot, entitled to vote and voting on any matter (other than the election of directors) shall be the act of the Members, unless the vote of a greater number is required by California Nonprofit Corporation Law or by the Articles of Incorporation or Bylaws.~~

~~Section 7.~~

~~The election of directors shall be conducted by the submission of written ballots to the voting Members without the necessity of calling a meeting of Members, so long as the requirements for action by written ballot set forth in this section 7 and in the Manual of Procedures are satisfied. Ballots for the election of regional Section Directors shall be submitted only to those voting Members of the Sections entitled to vote for Section Director at that election. Any other matter or issue requiring the vote of the Members may be submitted to the voting Members for approval by written ballot without the necessity of calling a meeting of Members, so long as the requirements for action by written ballot set forth in this section 7 and in the Manual of Procedures are satisfied. The determination to seek Member approval for Association action by written ballot shall be made by a majority vote of the Board. The procedures for balloting shall be set forth in the Manual of Procedures.~~

~~Section 8.~~

~~Approval by written ballot shall be valid only when: (i) the number of votes cast by ballot within the time period specified equals or exceeds the quorum that would have been required to be present at a membership meeting if such a meeting had been convened to vote on the proposal, and (ii) the number of approvals equals or exceeds the number of affirmative votes required to approve the action at a membership meeting. Once cast, a written ballot may not be revoked. Upon tabulation of the written ballots, the Board shall notify the Members of the outcome of the vote at the Annual Conference in the case of election of directors, or within 30 days following the close of the balloting process and tabulation of the ballots for other matters. If the number of written ballots cast with respect to any matter is insufficient to constitute a quorum, the Board shall so notify the Members.~~

Article VIII—Nominations and Elections

Section 1-

~~Each year an Elections Committee shall be formed pursuant to the Manual of Procedures consisting of the three most recent active immediate Past Presidents, who agree to serve, and the current President. The immediate Past President shall be Elections Committee Chair.~~

Section 2-

~~The Board of Directors of each Regional Section shall receive, verify eligibility and forward to the Elections Committee no later than November 1 of each year, the names of nominees for Section Director. More than one candidate may be submitted for each vacancy.~~

Section 3-

~~The Board of Directors of the regional Section from which the Vice President director is to be elected for that year shall receive, verify eligibility and forward to the Elections Committee, no later than November 1 of that year, the names of one or more nominees for Vice President who meet the minimum qualifications for that office as prescribed in Article 5, (1) (ii) (b) and is active in the section that is certifying candidates for election as Vice President. In nominating the Vice President, consideration shall be given to the dispersion of leadership opportunities among sections with the normal rotation being: Central Section; Northern Section; Sacramento Section; Eastern Section; Southern Section and San Diego Imperial Section. Vice President shall be considered as the starting point for the annual succession of officers.~~

Section 4-

~~It shall be the duty of the Elections Committee to receive nominations from the Section Boards of Directors and submit a slate of candidates for each vacancy to be filled. Only those persons whose names are submitted by the Elections Committee shall be eligible for election to office.~~

Section 5-

~~The annual election of directors shall be conducted by written ballot in accordance with article VII, section 7 and the Manual of Procedures. The candidate receiving the highest number of votes within a regional Section shall be elected as director of that regional Section. The candidate receiving the highest number of votes for Vice President shall be elected to that position. The directors thus elected shall take office immediately upon conclusion of the Annual Conference following their election.~~

Section 6-

~~There shall be no organized campaigning for directors beyond in person, direct communication with individuals, and the use of a CASBO provided and approved flyer/brochure not larger than 8 1/2 X 11 printed in one color ink. Information provided by the candidates on approved CASBO candidate application forms will provide the basis for the flyer/brochure, articles written by CASBO in association publications and the official ballot. The candidate application will allow for limited biographical information and position statements. The provisions of this section shall be implemented by the Manual of Procedures.~~

~~Article IX—Vacancies on the Board of Directors~~ Article VI - Vacancies on the CASBO Board of Directors

Section 1 Vacancies

~~A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence~~ A vacancy or vacancies on the CASBO Board of Directors shall be deemed to exist upon the specific circumstances which may include ~~of~~ any of the following: (i) the death, resignation or removal of a director; (ii) an increase in the authorized number of directors; or (iii) the failure of the Voting Members to elect directors by ballot.

Section 2. Resignations of CASBO Officers or CASBO Board Members

Any director or officer may resign by giving written notice of resignation to the CASBO President, the President Elect, or the CASBO Board of Directors. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective. ~~If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.~~

Section 3. Removal from Office

(a) With Cause. ~~The CASBO~~^(a)—~~The~~ Board of Directors shall have the power and authority to remove an officer or director for cause and declare his or her office vacant if he or she (i) has been declared of unsound mind by a final order of court; (ii) has been convicted of a felony; (iii) has been found by a final order or judgment of any court to have breached any duty under Sections~~sections~~ 5230 through 5237 of the California Nonprofit Corporation Law (relating to the standards of conduct of directors); (iv) fails or ceases to meet any required qualification that was in effect at the beginning of that director's current term of office; or (v) fails to attend three consecutive meetings of the Board.

(b) Without Cause. Officers may be removed for any or no reason by majority vote of the Voting Members of CASBO. Section directors may be removed for any or no reason by majority vote of the Voting Members of the Section that elected the Section director. The Associate Member Committee director may be removed for any or no reason by removal from the position of Associate Member Committee chair by the CASBO President, with the approval of the majority of the Board of Directors.

~~(b) — A Section President serving as director by designation may only be removed without cause by that Regional Section. A Committee Chair serving as director by designation may only be removed without cause by the Board of Directors. Regional Section Directors may only be removed without cause by vote of the Section. Directors serving as officers (President, President-Elect, Vice President, Past-President) may only be removed without cause by vote of the Active, Honorary and Retired Members.~~

Section 4. Section Director Vacancies

~~(a) — A vacancy for any reason in the position of a Section President serving on the Board of Directors by designation shall be filled by the Regional Section. Any other designated director position shall be filled by the President with approval of the Board of Directors.~~

~~(b) — Except for vacancies created by removal of a director from office, a A vacancy in a Section director position on the Board shall be filled from that Section on an interim basis until the next election of that director's position by the CASBO President, with ratification by the CASBO Board of Directors. ~~director=s position (i) by the President, if less than one year remains in the term; or (ii) if one year or more remains in the term, or the vacancy is created by removal of a Section director, the vacancy shall be filled by the affirmative vote of a majority of the Member of the Section qualified to vote and voting by written ballot. —~~~~

Section 5. CASBO Officer Vacancies

~~(e) —~~ A vacancy in the office of CASBO President for any reason shall be filled until the next annual election of officers by ascension of the President-Elect to the office of President. A vacancy in the office of President-Elect shall be filled by the Vice President. A vacancy in the office of Vice President or Immediate Past President shall be filled by the vote of a majority of the directors then in

office, until the next election of directors and officers. In the case of the vice president, the next regular election will include the office of Vice President and President-Elect. If the President, President-Elect or Vice President vacates his or her office in mid-term, the officer who is named to replace them shall serve for the remainder of the original term and shall also serve the full term for which they were elected.

Section 6. Education Advocacy Foundation Chair Vacancies

A vacancy in the office of Education Advocacy Foundation chair shall be filled by an appointment of the CASBO President for the balance of the CASBO President's term in office. The appointment shall be ratified by the CASBO Board of Directors.

Section 7. Associate Member Committee Chair Vacancy

A vacancy in the office of Associate Member committee chair shall be filled by an appointment of the CASBO President for the balance of the CASBO President's term in office. The appointment shall be ratified by the CASBO Board of Directors.

Article VII CASBO State Committees and Councils~~X—Dues and Finance~~

Section 1. Standing Committees of the Board of Directors

Standing committees are subcommittees of and advisory to the CASBO Board of Directors. The composition, purpose and procedures for each standing committee are more fully stated in the Manual of Procedures. The CASBO President shall make appointments to Standing Committees as set forth in the Manual of Procedures.

(a) Executive Committee. The purpose and procedures for the Executive Committee are more fully stated in the Manual of Procedures. The Executive Committee shall consist of the four officers (voting) and the executive director (non-voting). The President shall serve as chair of the committee. The Executive Committee shall (i) assist the President and any other officer in the performance of their duties as the President may direct, and (ii) perform such other duties as the Board of Directors may from time to time determine. The Executive Committee is delegated the ongoing power to act in the name of the Association during the interim periods between meetings of the CASBO Board of Directors. Any actions by the Executive Committee shall be fully reported to the full CASBO Board of Directors and ratified by the CASBO Board of Directors.

(b) Budget Committee. The Budget Committee shall consist of the Vice President (chair) and at least four other members appointed by the CASBO President and ratified by the CASBO Board of Directors, at least two of which shall be members of the CASBO Board of Directors. The Budget Committee shall provide regular budget oversight on behalf of the Board, making reports to the Board at its quarterly meetings, and working with staff to develop and propose the Association's annual budget to the CASBO Board of Directors.

(i) The Budget Committee is appointed for a term of one year.

(c) Audit Committee. The Audit Committee shall provide independent and critical oversight of the annual audit and reporting to the Board as appropriate. The Audit Committee shall oversee the hiring, setting compensation and activities of the Association's auditor. The Audit Committee shall consist of not less than four persons, at least three of which are members of the CASBO Board of Directors, none of which is a member of the management team or employee of CASBO or a CASBO subsidiary. The Vice President may not serve on the Audit Committee. The Audit Committee shall be appointed by the CASBO President and ratified by the CASBO Board of Directors.

(i) The Audit Committee is appointed for a term of one year.

(d) Strategic Planning Committee. The Strategic Planning Committee is appointed and serves in accordance with the Manual of Procedures. The committee shall report to and work closely with the CASBO Board of Directors in the development and execution of the Association's strategic plan.

(e) Governance Oversight Committee. The Governance Oversight Committee shall provide the forum for:

- (i) Reviewing existing bylaws and policies and making appropriate recommendations to the board for updates and changes;
- (ii) Conducting periodic ad hoc reviews of governance documents to ensure they are current and in alignment with the CASBO bylaws, Manual of Procedures and strategic plan;
- (iii) Ensuring ongoing assessment of the association's governance needs and making recommendations to the Board as appropriate;
- (iv) Ensuring ongoing assessment of Board effectiveness and providing ongoing review and recommendations to enhance the Board of Directors operations and practices;
- (v) Ensuring consistent application and adherence to bylaws and policies at all levels of the Association;
- (vi) Addressing and responding to concerns related to association governance and member conduct.

The Governance Oversight Committee shall consist of three board members appointed by the CASBO President on a rotating basis as delineated in the Manual of Procedures.

(f) Appointments Committee. The Appointments Committee shall evaluate applications for appointment to State Operational Committees and State Professional Councils, certify qualified applicants, and forward those names for consideration as delineated in the Manual of Procedures. The Appointments Committee shall consist of three board members appointed by the CASBO President on a rotating basis as delineated in the Manual of Procedures.

~~For all categories of membership except Associate Members and Basic Agency Membership, a one-year term of membership shall begin upon the receipt of membership dues. Prior to the expiration of a term of membership, dues shall be payable upon invoice. The Associate Members Committee may separately determine the period of membership and payment terms for Associate Members, with approval of the Board of Directors. No dues shall be charged to Basic Agency Members, as defined in section (1)(h) of article III.~~

Section 2. State Operational Committees

(a) State Operational Committees shall focus on key areas of CASBO operations that require the expertise of members. These may include such operations as the annual conference, membership, associate member, retiree, professional education and certification, nominations and elections, strategic partnerships, legislation, and such other operations as the CASBO Board of Directors determines is necessary and appropriate. The composition, purpose and procedures for these committees shall be established by the Board of Directors in the Manual of Procedures and shall be consistent with the Association's strategic plan.

- (i) The Manual of Procedures shall define the process through which State Operational Committees receive direction from, provide input to and otherwise communicate with the Board of Directors as they conduct their work on behalf of the Association.
- (ii) The Associate Member Committee is dedicated to supporting CASBO as a nonprofit association in pursuit of its mission and the fulfillment of its strategic plan.

(b) Terms.

- (i) Members State Operational Committee members shall be appointed by the incoming CASBO President on a rotational basis for terms of three years as established in the Manual of Procedures. The rotation shall ensure that an incoming CASBO President appoints no more than approximately one-third of any State Operational Committee each year. All appointments shall be ratified by the CASBO Board of Directors.
- (ii) Assistant Chairs and Chairs. The State Operational Committees shall be distributed into three groups, such that the number of Committees in each group approximates one-third of the total Committees as closely as possible, following the process established in the Manual of Procedures. Any new State Operational Committees shall be assigned to one of the three groups in a manner that retains the approximate one-third distribution, as established in the Manual of Procedures. Each year, the incoming CASBO President shall appoint the assistant chairs of the State Operational Committees in one of the three groups, the incoming CASBO President-Elect shall appoint the assistant chairs of the Committees in the second group, and the incoming CASBO Vice President shall appoint the assistant chairs of the Committees in the third group, following the process as established in the Manual of Procedures. The assistant chair of each State Operational Committee shall serve a one-year term as assistant chair, and then shall automatically ascend to the position of chair for that Committee for a subsequent one-year term. All appointments shall be ratified by the CASBO Board of Directors

~~The Board of Directors shall establish the dues of the Association at the January Board of Directors' meeting for the next fiscal year, which is defined as the period July 1 through June 30. Membership categories are specified in Article III—Membership.~~

Section 3. State Professional Councils

(a) State Professional Councils shall serve as professional-area experts at the state level and issue-area resource experts to CASBO committees on an as-needed basis. State Professional Councils may include a council on chief business officials, school accounting, child nutrition, community colleges, school facilities, financial services, human resources, maintenance & operations, payroll, purchasing, risk management, security, education technology, transportation and such other areas as the Board of Directors determines is necessary and appropriate.

The composition, purpose and procedures for these committees shall be established by the CASBO Board of Directors in the Manual of Procedures and shall be consistent with the Association's strategic plan.

(b) Terms.

- (i) Members. State Professional Council members shall be appointed by the incoming CASBO President on a rotational basis for terms of three years as established in the Manual of Procedures. The rotation shall ensure that an incoming CASBO President appoints no more than approximately one-third of any State Professional Council per year. All appointments shall be ratified by the Board of Directors.

(ii) Assistant Chairs and Chairs. The State Professional Committees shall be distributed into three groups, such that the number of Committees in each group approximates one-third of the total Committees as closely as possible, following the process established in the Manual of Procedures. Any new State Professional Committees shall be assigned to one of the three groups in a manner that retains the approximate one-third distribution, as established in the Manual of Procedures. Each year, the incoming CASBO President shall appoint the assistant chairs of the State Professional Committees in one of the three groups, the incoming CASBO President-Elect shall appoint the assistant chairs of the Committees in the second group, and the incoming CASBO Vice President shall appoint the assistant chairs of the Committees in the third group, following the process as established in the Manual of Procedures. The assistant chair of each State Professional Committee shall serve a one-year term as assistant chair, and then shall automatically ascend to the position of chair for that Committee for a subsequent one-year term. All appointments shall be ratified by the CASBO Board of Directors.

~~Payment of dues shall entitle members to attend all Section Meetings, receive the Foundation's journal and such other publications as the Board of Directors may authorize.~~

Section 4. State Special Committees, Task Forces and Working Groups

~~Subject to the approval of the CASBO, the Board of Directors, the CASBO President is authorized to appoint such special committees, task forces and working groups as the best interests of the Association may require. These special groups may be created to address specific issues, tasks or projects, serve charge a registration fee for a defined period of time and be accountable to the CASBO attendance at the Annual Conference to cover the cost of the educational forum. The amount of this fee shall be set by the Board of Directors. The Board of Directors is also authorized to charge registration fees for attendance at CASBO sponsored workshops and seminars. Section Boards of Directors may authorize charging fees for their educational programs and activities.~~

Section 5. Vacancies

Vacancies on state committees and councils, including chairs and vice chairs, shall be filled by appointment of the CASBO President and shall be ratified by the CASBO Board of Directors. Appointees shall fill the balance of the term of the person they are replacing.

~~Section 5.~~

~~The Board of Directors shall determine the official depositories of the Association.~~

~~Section 6.~~

~~All checks and notes of the Association exceeding \$5,000.00 shall be signed by the President and Vice President, or by such other two officers or persons as the Board of Directors may from time to time designate. All checks and notes of the Association for \$5,000.00 or less shall be signed by the Vice President, or if the Vice President is unable to sign checks and to perform the necessary functions of the office, the President, President-Elect and/or the Executive Director are authorized to sign checks on behalf of the Association on a temporary basis when so designated by the Board of Directors.~~

Section 7.

The Board of Directors is authorized to reimburse the following persons for expenses incurred on behalf of the Association: (i) Active Members, provided that payment of dues is current; (ii) Retired Members appointed by the President with the approval of the Board of Directors to serve on committees, provided that payment of dues is current; (iii) actively employed Honorary Life Members, provided that payment of dues is current; and (iv) non-members, participating in Association activities at the specific request of the Board of Directors.

~~Section 8.~~

~~The Association shall keep (i) correct and complete books and records of account including annual financial statements and quarterly balance sheets, (ii) written minutes of the proceedings of its Members, Board, and committees, and (iii) a record of each Member's name, address, and class of membership at the principal office of the Association.~~

Section 9-

~~The Board shall post an annual report on the association Website within 120 days after the end of the Association's fiscal year. That report shall contain all information required by law to be disclosed and may also contain the following information, in appropriate detail:~~

- ~~(a) The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year;~~
- ~~(b) The principal changes in assets and liabilities, including trust funds;~~
- ~~(c) The Association's revenue or receipts, both unrestricted and restricted to particular purposes;~~
- ~~(d) The Association's expenses or disbursements for both general and restricted purposes;~~
- ~~(e) Any information required to be reported under Section 6322 of the Nonprofit Corporation Law requiring the disclosure of certain transactions in excess of \$50,000 per year between the Association and any director of the Association and indemnifications and advances to officers or directors in excess of \$10,000; and~~
- ~~(f) An independent accountant's report or, if none, the certificate of an authorized officer of the Association that such statements were prepared without audit from the Association's books and records.~~

Article VIII – Sections

Section 1. Section Structure

This Association's organizational structure shall include Sections, with each Section comprised of a geographic area within California. The CASBO Board of Directors shall establish the number and boundaries of the Sections. The CASBO Board of Directors may modify the number and/or boundaries of the Sections from time to time as may be deemed appropriate. The CASBO Board of Directors shall define the terms of the Association's relationship with Section in the Manual of Procedures. All Sections shall be established and operate in accordance with these Bylaws and with the Manual of Procedures.

Section 2. Sections Rules

(a) Sections may not separately incorporate. Sections shall be accountable to the CASBO Board of Directors. The CASBO Board of Directors shall establish rules and policies relating to the governance of Sections, the parameters of activities of the Sections, the financial record keeping and reporting of Sections, and the creation of bank and investment accounts by Sections.

(b) The CASBO Board of Directors shall adopt a basic set of Section bylaws which ensure consistent governance, operational and financial standards among all Sections. Each Section, upon adoption or modification of Section bylaws, shall submit said bylaws to the CASBO Board of Directors for approval.

Section 3. Sections Subject to Statewide Bylaws

Notwithstanding the above, Sections shall abide in all provisions of the Bylaws and policies of the Association, as well as the decision of the CASBO Board of Directors. Sections shall take no action or approve any rule or policy that is inconsistent with or contrary to any law or regulation, or CASBO Articles of Incorporation, Bylaws, Manual of Procedures or action of the CASBO Board of Directors.

Article ~~IX~~XI - Indemnification of Corporate Agents

Section 1. Indemnification

Subject to any policies established by the CASBO Board of Directors, the CASBO Board of Directors may, in its

~~sole discretion. To the fullest extent permitted by law, this Association shall have the power to~~ indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Nonprofit Corporation Law, including persons formerly occupying those positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any ~~"proceeding," "proceeding";~~ as that term is used in that Section and including an action by or in the right of the Association, by reason of the fact that such person is or was a person described by that Section. ~~"Expenses," "Expenses";~~ as used in this Bylaw shall have the same meaning as in Section 5238(a) of the California Nonprofit Corporation Law.

~~Section 2-~~

~~On written request to the Board by any person seeking indemnification under Section 5238(b) or (c) of the California Nonprofit Corporation Law, the Board shall promptly determine in accordance with Section 5238(a) of the California Nonprofit Corporation Law whether the applicable standard of conduct set forth in Section 5238(b) or (c) has been met and, if it has, 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 5238(e) of the California Nonprofit Corporation Law whether the applicable standard of conduct set forth in Section 5238 (b) or (c) has been met and, if it has, the Members present at the meeting shall authorize indemnification.~~

~~Section 3-~~

~~To the fullest extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under sections 1 and 2 herein in defending any proceeding covered by those sections shall be advanced by the Association before final disposition of the proceeding, on receipt by the Association 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 Association for those expenses.~~

~~Section 4-~~

~~The Association shall have the power to purchase and maintain insurance 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 XII – Dissolution~~

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

~~Article XIII – Limitations on Powers~~

~~Section 1-~~

~~The Association shall not:~~

- ~~(a) — engage in any transaction in which one or more of its directors has a material financial interest and which meets the definition of a self-dealing transaction@ as defined in section 5233 of the Nonprofit Public Benefit Corporation Law unless the transaction has been approved by one of the means specified in subparagraph (d) of that section 5233; and~~
- ~~(b) — make any loan of money or property to, or guarantee the obligation of, any director or officer unless the transaction is first approved by the California Attorney General.~~

~~The provisions of this section 1 are not intended to prohibit the Association from reimbursing or advancing directors and officers for their actual expenses incurred or that will be incurred in the~~

~~performance of their duties and as may be determined by resolution of the Board of Directors to be just and reasonable.~~

~~Article XIV- Miscellaneous~~

Section 1. Repeal of Bylaws

~~"Robert's Rules of Order" shall be the primary authority for all matters of procedure not specifically covered by these Bylaws.~~

~~Section 2-~~

~~In all articles of these Bylaws where the masculine pronoun or suffix is used, it will be read as meaning either sex.~~

~~Section 3-~~

~~These Bylaws may only be amended or repealed or new Bylaws adopted by the affirmative ~~two-thirds (2/3)~~ vote of a majority of the ~~Individual, Active, Retired and Honorary Life Members~~ in good standing voting, except as otherwise provided by the Bylaws. Proposed amendments or repeal of these Bylaws shall be submitted to the voting members in the manner set forth in the Manual of Procedures, ~~if possible, by written ballot at the time of the election of officers.~~ If any provision of these Bylaws requires the vote of a larger proportion or all of the voting Members, such provisions may not be altered, amended or repealed except by such greater vote, unless otherwise specifically provided herein.~~

~~Section 4-~~

~~As and when required by section 6210 of the California Nonprofit Corporation Law, the Association shall file with the Secretary of State of the State of California, on the prescribed form, a statement setting forth the names and complete business or residence addresses of the chief executive officer, Vice President and chief financial officer, the street address of its principal office in this state, together with a designation of the agent of the Association for the purpose of service of process.~~

~~Section 5-~~

~~The rights of directors and members to inspect the books and records of the Association shall be as follows:~~

- ~~(a) — All accounting books and records, minutes of proceedings of the Members, the Board and committees of the Board and membership lists and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any Member or his or her duly appointed representative at the offices of the Association for any purpose reasonably related to the Member=s interest as such. A Member=s right of inspection includes the right to make extracts and copies of documents. The Board of Directors may establish reasonable rules with respect to (i) notice of inspection, (ii) hours and days of the week when inspection may be made, and (iii) payment of the cost of reproducing copies of documents requested by the Member.~~
- ~~(b) — Every director shall have an absolute right at any reasonable time to inspect all books, records, documents and minutes of the Association and the physical properties owned by the Association. The right of inspection by a director includes the right to make extracts and copies of documents.~~
- ~~(c) — The Association shall make its annual return of organization exempt from income tax (IRS Form 990), its application for tax exempt status (IRS Form 1023) and supporting papers, and its IRS determination letter available for public inspection, and otherwise comply with the law regarding inspection and copying of such documents.~~