

BYLAWS

for the regulation, except as otherwise provided by law or
its Articles of Incorporation of the

**SANTA BARBARA CHAPTER
OF THE
CALIFORNIA ASSOCIATION OF MARRIAGE AND FAMILY THERAPISTS**
a California Nonprofit Mutual Benefit Corporation

ARTICLE 1. NAME

§ 1.1. The name of this Chapter of the California Association of the Marriage and Family Therapists (hereinafter "CAMFT") shall be Santa Barbara Chapter of the California Association of Marriage and Family Therapists (the "Chapter"). Any change of the Chapter's name shall be accomplished in accordance with the law pertaining to amendment of Articles of Incorporation rather than amendment of these Bylaws.

ARTICLE 2. OFFICES

§ 2.1. **Principal Office.** The Directors shall determine, and may change, the location of the Chapter's principal office.

§ 2.2. **Other Offices.** Other offices may be established at any time by the Board of Directors.

§ 2.3. **Areas Served.** The geographic area served by this Chapter is Santa Barbara, Goleta, Carpinteria, Summerland and the Santa Ynez Valley.

ARTICLE 3. OBJECTIVES AND PURPOSES

§ 3.1. The objectives of this Chapter shall be:

- To advance marriage and family therapy as an art, a science and a mental health profession;
- To assist CAMFT in furthering its objectives on a local level;
- To serve and represent the common professional and business interests of marriage and family therapists;
- To set and maintain professional standards for marriage and family therapists;
- To advocate and work to achieve public and private policies for the advancement of family life;
- To engage in such other lawful activities as are allowed by law and/or are set forth in the Articles of Incorporation of this Chapter; and, to pursue such other objectives and purposes that are in the best interests of CAMFT, its members and the members of this Chapter that are not in conflict with CAMFT's Articles of Incorporation, Bylaws or *CAMFT Code of Ethics*.

This Chapter is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law.

ARTICLE 4. MEMBERSHIP

§ 4.1. **Categories of Membership.** There shall be five (5) categories of membership in this Chapter: clinical membership, prelicensed membership, student membership, associate

membership and affiliate membership.

- a. **Clinical member** – a clinical member shall hold a license as a marriage and family therapist issued by the Board of Behavioral Science for the State of California. All clinical members, regardless of classification, shall be entitled to the rights and privileges of the Chapter without restriction.
- b. **Prelicensed member** – shall have completed all educational requirements for licensure and shall presently be engaged in the process of gaining hours of experience towards licensure either as a registered intern, applicant, or in some other lawful capacity. A prelicensed member shall be eligible for advancement to clinical member status upon becoming licensed, and shall no longer be eligible for prelicensed member status upon the expiration of ninety (90) days from the date of licensure. The prelicensed member's right to vote is limited to voting only for the one director at large who is elected from and by the prelicensed and student membership. A prelicensed member is entitled to the other rights and privileges of association membership.
- c. **Student member** - a student member shall be enrolled in a master's or doctor's degree program satisfying the educational requirements for eligibility to sit for the licensed marriage and family examination(s). A student member shall be eligible for advancement to prelicensed status upon graduation from a master's or doctor's degree program satisfying the educational requirements for prelicensed status, and shall no longer be eligible for student member status upon the expiration of ninety (90) days from the date of graduation. The student member's right to vote is limited to voting only for the one director at large who is elected from and by the prelicensed and student membership. A student member is entitled to the other rights and privileges of association membership.
- d. **Associate member** – shall be:
 - (i) in a profession related to marriage and family therapy, whose practitioners are licensed, certified or registered pursuant to California law, or who are specifically exempt from licensure or certification, who shall not hold a marriage and family therapist license, or
 - (ii) a California licensed marriage and family therapist who is a resident and domiciliary of a state or jurisdiction other than California, or
 - (iii) a resident and domiciliary of a state or jurisdiction other than California who lawfully practices marriage and family therapy, and
 - (iv) an associate member shall not be eligible to vote or to hold office, but shall be entitled to all other rights and privileges of association membership.
- e. **Affiliate member** -- An affiliate member is in a profession not related to marriage and family therapy, whose practitioners are licensed, certified or registered pursuant to California law, or who are specifically exempt from licensure. An affiliate member shall not be eligible to vote or to hold office, but shall be entitled to all other rights and privileges of association membership.

§ 4.2. Qualifications for Membership. CAMFT members in good standing shall be eligible for membership in this Chapter. Loss of membership in CAMFT shall result in loss of membership in this Chapter. Categories of membership shall include clinical,

prelicensed, student, associate and affiliate. Qualifications and voting rights for each category of membership shall be as stated in CAMFT Bylaws as supplemented by Chapter Bylaws.

§ 4.3. **Admission to Membership.** Except as otherwise provided in these Bylaws, membership in any category shall be upon a majority vote of the Board of Directors. All Chapter members shall pay dues in accordance with the dues schedule of the Chapter and CAMFT, and shall abide by the Bylaws and the *CAMFT Code of Ethics*.

§ 4.4. **Fees, Dues and Assessments.** Each member in good standing, except if otherwise exempt by these Bylaws, must pay, within the time and on the conditions set forth in these Bylaws, or where appropriate, as established by the Board of Directors, such fees, dues and assessments as are fixed from time to time by the Board of Directors.

§ 4.5. **Termination of Membership.** Membership in the Chapter shall terminate upon the occurrence of any of the following: resignation, non-payment of dues, expulsion, suspension, or loss of eligibility.

- a. **Resignation:** A member may resign from membership at any time by submitting in writing to the Chapter his or her resignation. The effective date of the resignation shall be when the Chapter receives the letter of resignation or at such later time as is indicated in the letter.
- b. **Nonpayment of Dues:** Anyone whose dues are in default to the Chapter shall be dropped from membership.
- c. **Expulsion or Suspension:** Anyone who has been determined to have violated the ethical standards of CAMFT and/or who has been expelled or suspended from membership in CAMFT, shall also be expelled or suspended from membership in this Chapter. A member may also be expelled or suspended for good cause. The determination whether to expel or suspend a member shall be made by the Board of Directors. Any member to be expelled or suspended shall be entitled to at least fifteen (15) days' prior notice of the expulsion or suspension and the reasons therefor, and the opportunity to be heard by the Board of Directors at least five (5) days before the effective date of the expulsion or suspension. Notice may be given by any method reasonably calculated to provide actual notice. Any notice provided by mail shall be given by first-class or registered mail sent to the last address of the member as shown on the Chapter's records.
- d. **Loss of Eligibility:** Any member, regardless of category or classification, who is no longer eligible for such membership due to a loss of the qualifications entitling such person to hold such membership, including a prelicensed member who has been licensed for ninety (90) days and has not transferred his/her membership to clinical membership, may be dropped from membership, provided a notice is mailed to such member at his/her address of record with the Chapter at least thirty (30) days prior to termination of membership.

§ 4.6. **Reinstatement of Membership.** After Resignation or Termination for Non Payment of Dues: Anyone who has resigned his/her membership from the Chapter or has terminated his/her membership because of non-payment of dues may be reinstated to that member's former category of membership provided that such person meets the criteria for that category of membership, is currently a member of CAMFT, has submitted a new application for membership to the Chapter, accompanied by payment of appropriate dues,

application or other fees, and provided that such person receives a majority vote of the Board of Directors.

After Expulsion or Suspension: Anyone who has been expelled or suspended from membership in the Chapter may be reinstated (i) by the management of the Chapter if the expulsion or suspension was due to loss of CAMFT membership, when membership within CAMFT is reinstated, or (ii) by the Board of Directors, if the expulsion or suspension is for any other reason.

§ 4.7. Non-Transferability of Membership. No member may transfer a membership or any right arising therefrom. All rights as a member of the chapter cease upon the member's death.

§ 4.8. Certificates of Membership. This Chapter may provide certificates of membership, signed by the President, to each applicant accepted into members of the Chapter upon receipt of the required dues or assessments to become a Chapter member.

ARTICLE 5. MEETINGS OF MEMBERS

§ 5.1. Place of Meetings. Meetings shall be held at a location within the area served by the Chapter.

§ 5.2. Annual Meetings. An annual meeting of members shall be held in February unless the Chapter Board of Directors fixes another date and notifies members as provided in Section 5.6, Notice of Meetings, of this Article.

§ 5.3. Membership Meetings. General membership meetings shall be regularly scheduled by the President in consultation with the Chapter Board of Directors.

§ 5.4. Special Meetings. Special meetings may be called by the President in consultation with the Chapter Board of Directors or shall be called upon the request of at least five percent (5%) of the voting members.

§ 5.5. Meetings Held by Electronic Means. A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the Chapter or by electronic video screen communication if the Chapter implements reasonable measures to provide members in person a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and if any member votes or takes other action at the meeting by means of electronic transmission to the Chapter or electronic video screen communication, a record of that vote or action is maintained by the Chapter.

§ 5.6. Notice of Meetings.

Notice of regularly scheduled general meetings shall be made in writing to each member entitled to vote there, not less than ten (10) days prior to the meeting.

Written notice of any annual or special meeting of members, which occurs at a time other than a regularly scheduled general meeting, shall be given to each member, not less than thirty (30) nor more than ninety (90) days before the date of the meeting. When an annual or a special meeting is recessed or adjourned for more than fourteen (14) days, a notice of the recessed or adjourned meeting shall be given as if it were the original meeting.

The notice of meeting shall specify the place, date, and hour of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other

business may be transacted, or (2) in the case of the annual meeting or general meeting, those matters which the Board of Directors, at the time the notice is given, intends to present for action by the members.

Notice of any meeting of members shall be given either personally, or by mail, or by electronic mail (e-mail) addressed to a member at the address or electronic mail (e-mail) address of such member appearing on the books of the Chapter or given by the member to the Chapter for purpose of notice. If no address or electronic mail (e-mail) address appears on the Chapter's books and no other has been given, notice shall be given at the place where the principal office of the Chapter is located or by publication at least once in a newspaper of general circulation in the county in which the Chapter is located.

§ 5.7. Quorum. A quorum for any meeting of the members of the Chapter during which business is conducted shall be fifteen (15) percent of the voting membership. If the members attending a regular meeting (in person and by proxy) constitute less than one-third of the voting membership, the only matters that may be voted on at the regular meeting are matters the general nature of which appeared in the notice of the meeting.

§ 5.8. Recessed or Adjourned Meeting. When a members' meeting is recessed or adjourned to another time or place, the members may transact any business which might have been transacted at the original meeting.

ARTICLE 6. BOARD OF DIRECTORS AND OFFICERS

§ 6.1. Board of Directors. A director's duties must be performed in good faith, in a manner the director believes to be in the best interests of the Chapter and with the care, including reasonable inquiry that an ordinary prudent person in a like position would use under similar circumstances.

- a. **General Corporate Powers.** Subject to the limitations of these Bylaws, the Articles of Incorporation, CAMFT Bylaws, and the laws of California, the activities and affairs of this Chapter shall be conducted and all corporate powers shall be exercised by or under the direction of a Board of Directors, all of whom shall be members of CAMFT and the Chapter as hereinafter provided.
- b. **Specific Powers.** The activities and affairs of this Chapter shall be conducted under the direction of a Board of Directors, all of whom shall be members of the Chapter. Among other powers of the Board of Directors, the Board of Directors has the power to select and remove all agents, employees and/or contractors of the Chapter, fix compensation and secure faithful performance of duties prescribed.
- c. **Composition of Board.** The size of the Chapter's Board of Directors shall be fixed, from time to time, by vote of the Board of Directors. The Chapter's Board of Directors shall be comprised of clinical members, associate members, prelicensed members and student members. No more than thirty-five percent (35%) of the Chapter's Board of Directors shall be comprised of associate members, prelicensed members or student members who are entitled to vote on matters submitted before the Chapter's Board of Directors. Associate members, prelicensed members and student members shall not serve as President, President Elect or Past President, which shall be reserved to clinical members. In case of necessity, the Chapter may request a variance from the CAMFT Board of Directors if the above provision is not achievable. Such request is granted solely for a one year period. The Chapter may make a separate request to the CAMFT Board of Directors should the necessity arise

for a variance in any subsequent year. The Board of Directors shall not contain, at any time, more than two (2) persons who are licensed as marriage and family therapists and who also hold any other license that permits the practice of health care, whether mental or physical.

- d. **Meetings.** The Board of Directors shall meet at least four (4) times during each fiscal year. Dates for these regular meetings shall be established by the Board of Directors.

Meetings of Board of Directors shall be held at the principal office of the Chapter or at any other place that is designated from time to time. Meetings of the Board of Directors shall be held at any location within the area served by the Chapter as designated from time to time by the Board.

Regular meetings of the Board shall be held upon not less than twenty (20) days' written notice. Notice of a meeting need not be given to any director who signed a waiver of notice or a written consent to holding the meeting.

Special meetings of the Board of Directors shall be called by the President upon the written request of any three (3) board members, which may include the President. Such specially called meeting shall be held within thirty (30) days of the receipt of the written request by the President or by the Chapter's principal office.

Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communications, or other communications equipment. Participation in a meeting through use of conference telephone pursuant to this subdivision constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) pursuant to this subdivision constitutes presence in person at that meeting if all of the following apply: (1) each member participating in the meeting can communicate with all of the other members concurrently; (2) each member is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Chapter; (3) the Chapter adopts and implements some means of verifying both of the following: (a) a person participating in the meeting is a director or other person entitled to participate in the board meeting and (b) all actions of, or votes by, the Board are cast only by the directors and not by persons who are not directors.

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board individually or collectively consent in writing to such action in any manner specified in the California Nonprofit Corporation Law.

- e. **Quorum.** A majority of the number of directors authorized in these Bylaws shall constitute a quorum of the Board for the transaction of business. Every act or decision made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board, except when a greater or lesser number is required by applicable law or by these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors.

§ 6.2. Board Independence. No more than 49 percent of the Board shall be comprised of interested persons. An "interested person" is someone who (1) is currently compensated by the Chapter within the last 12 months for services rendered, either as a full-time or part-time employee, independent contractor or otherwise; or (2) any relative, spouse or descendent of someone described in (1) above

§ 6.3. Officers.

a. **Composition.** The officers of the Chapter consist of the elected officers including President, President-Elect, Past President, Secretary, and Chief Financial Officer, all elected by the members; and such subordinate officers as the Board shall appoint from time to time.

b. **Duties of Officers.**

- (i) **President:** The President shall, subject to the control of the Board of Directors, generally supervise, direct and control the business of the Chapter. He/she shall preside over all meetings of the Chapter and at all meetings of the Board of Directors. He/she shall recommend to the Board of Directors for appointment standing committee chairpersons and committee members except as otherwise provided in these Bylaws. The President shall be an ex-officio member of all committees, but shall have no right to vote when serving in an ex-officio capacity. He/she may have such other duties and powers as may be prescribed by the Board of Directors or these Bylaws.
- (ii) **President-Elect:** The President-Elect shall succeed to the presidency. He/she shall, in the absence of the President or in the President's inability to serve, perform the duties of the President. He/she shall also perform those duties assigned to him/her by the President and/or the Board of Directors and shall convene the nominating committee preceding the year in which he/she takes office as President of the association.
- (iii) **Secretary:** The Secretary shall keep, or cause to be kept, at the office of the Chapter, a record of members, showing the name of all members, their addresses, and the class of membership held by each. The Secretary is responsible for verifying eligibility for membership with CAMFT. The Secretary shall inform CAMFT, within thirty (30) days of election or appointment, of the names and addresses of all Chapter officers. The Secretary shall give or cause to be given, notice of all meetings of the members and of the Board of Directors required by the Bylaws to be given. He/she shall keep, or cause to be kept, the seal of the Chapter in safe custody. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws. In the event of the Secretary's absence, his/her duties may be performed by any member appointed by the President.
- (iv) **Chief Financial Officer:** The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct records of accounts of the properties and business transactions of the Chapter, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and any other matters customarily included in financial statements. The financial records shall be open to inspection by any

director at all reasonable times.

The Chief Financial Officer shall deposit, or shall cause to be deposited, all money and other valuables in the name and to the credit of the Chapter with such depositories as may be designated by the Board of Directors; shall disburse, or cause to be disbursed, the funds of the Chapter as may be ordered by the Board of Directors; shall render at such regular meetings of the Board, or at such other times as directed by the Board, an account of all of his/her transactions as Chief Financial Officer and of the financial condition of the Chapter, shall prepare or cause to be prepared a proposed annual budget to be presented to the Board of Directors prior to the annual membership meeting, and shall have such other powers and shall perform such other duties as may be prescribed by the Board of Directors or the Bylaws. If required by the Board of Directors, the Chief Financial Officer shall give the Chapter a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his/her office and for restoration to the Chapter of all of its books, papers, vouchers, money, and other property of every kind in his/her possession, or under his/her control upon death, resignation, retirement, or removal from office.

§ 6.4. Compensation. No compensation shall be paid to any member of the Board or Officers of the Chapter for performing the duties for which he or she was elected. Nothing in this section shall prevent board members from receiving reimbursement for expenses as may be determined by the Board of Directors to be just and reasonable.

§ 6.5. Election of Directors and Officers and Term of Office.

- a. **Nominations:** The Board of Directors shall appoint, upon recommendation of the President, a nominating committee consisting of a chair, who shall be a member of the Board of Directors, and at least two (2) clinical members of the Chapter, none of whom shall be eligible for nomination by the nominating committee. The nominating committee's function is to nominate qualified members and certify the eligibility of the candidates for election to the Board of Directors. The committee, in selecting its nominees, shall seek diversity of representation and shall take into account the geographical composition of the membership.

The nominating committee shall meet at least ninety (90) days prior to the date Board Members will assume office to propose a slate of candidates for the upcoming year. Names of nominees shall be announced in writing to voting members at least fifty (50) days prior to the date of election.

The committee shall inform all nominees of the duties of the offices for which they have been nominated and secure their consent to serve.

- b. **Eligibility:** No person shall be eligible for election unless he or she is a member of the Chapter.
- c. **Limitations:** No person shall be placed on the ballot or appointed to the Board of Directors, if such person, in serving out his or her present elected or appointed term, will have served on the Board of Directors for four (4) consecutive years or more, whether by appointment or election. This provision shall be inapplicable to a person who is placed on the ballot for the office of president elect/president/past president. In case of necessity, the Chapter may request a variance from the CAMFT Board of

Directors if the above provision is not achievable.

- d. **Election Procedures:** Election of the Board of Directors will occur at the annual meeting, with newly elected or appointed board members to assume office on January 1 of each year or as candidates become available throughout the year and to serve until December 31 of that year, or until such later time as their successors have been elected or appointed.

The nominating committee shall prepare a ballot consisting of the slate of nominees. The ballot may be presented for voting at the annual meeting or may be mailed to all voting members of the Chapter. The ballot may be sent by electronic mail (e-mail) by the Chapter to voting members of the Chapter who have given unrevoked consent to receive electronic mail (e-mail) ballots and have an electronic (e-mail) address in the records of the Chapter. The ballot or electronic mail (e-mail) ballot shall be sent at least twenty-five (25) but not more than thirty-five (35) days prior to the end of the fiscal year and preceding the date for newly elected board members to assume office.

Nominations from the floor will be accepted with the prior consent of the nominee.

The candidates receiving the largest number of votes shall be elected. In the event of a tie, a run-off election shall be conducted by the President at the annual membership meeting.

To be valid, a ballot must be returned in the official ballot envelope which has been signed by the voting member. The ballots shall be counted in an impartial and confidential manner by the elections committee or its designee. The results shall be announced to the membership at the annual membership meeting.

The ballots shall be maintained for two (2) months after the election and then shall be destroyed. During the two month period following the election, the ballots shall be open to inspection by any voting member of the Chapter under the supervision of the elections committee or its designee.

- e. **Rotation and Term of Office:** A President-Elect shall be elected each year, who will serve for three (3) years; the first year as President-Elect, the second year as President, and the third year as past president of the Chapter.

A Secretary and a Chief Financial Officer shall be elected on alternate years, each to serve two (2) year terms.

Each year one (1) director at large shall be elected to serve a two (2) year term. On alternate years, the director at large may be elected by the prelicensed membership to serve a two (2) year term. The director at large elected by the prelicensed membership shall remain eligible to complete said term even though there has been a change in membership from prelicensed to clinical member.

There shall be no election for President except at such time as the President elect shall decline or otherwise be unable to serve as President.

- § 6.6. **Vacancies.** In the event that a vacancy occurs on the Board of Directors, other than the presidency, the Board of Directors shall elect, by a majority of the directors then in office, at the next regular Board of Directors meeting, any eligible clinical member of the Chapter to fill the unexpired term. If the vacancy is for the director who was elected by the prelicensed members, such vacancy may be filled by any eligible clinical member or any eligible prelicensed member.

§ 6.7. **Removal of Board Members.** The Board of Directors, by a vote of not less than eight (8) of its members, shall have the authority to recommend, for approval by the membership, removal from office for cause any one of its members after having given that member an opportunity to appear before and be heard by the Board of Directors.

§ 6.8. **Order of Succession.** In the absence of the President from a meeting over which he/she should preside or in the permanent absence of the President, the order of succession shall be; President-Elect, Past President, Secretary, Chief Financial Officer.

ARTICLE 7. COMMITTEES

§ 7.1. Standing Committees.

- a. **Nominating Committee.** The nominating committee shall select qualified nominees for election to the Board of Directors. The committee shall prepare a slate and ballot of members to be elected as described in these Bylaws. The committee shall oversee election procedures and perform such other duties and tasks described in Article 6.
- b. **Ethics Committee.** The ethics committee shall inform Chapter members of the *CAMFT Code of Ethics*. The ethics committee shall serve in an educational capacity for the members and the public regarding ethical practice and shall promote compliance with the ethical standards.
- c. **Bylaws Committee.** The Bylaws committee shall consider the advisability of Bylaw amendments, hear or review all proposed amendments and make recommendations to the Board of Directors regarding amendments to the Bylaws.
- d. **Program Planning and Evaluation Committee.** The program planning and evaluation committee shall provide leadership for an ongoing process of evaluating the work of the Chapter and recommending general guidelines for planning the Chapter's activities to fulfill current goals and objectives.
- e. **Finance Committee.** The finance committee shall evaluate the financial status of the Chapter, and in conjunction with the Chief Financial Officer, recommend to the Board of Directors changes in dues and assessments and make such other recommendations as may be necessary to provide income for the Chapter to carry out its activities.
- f. **Membership Committee.** The membership committee shall promote membership in the Chapter and may from time to time publish a directory of Chapter members. The membership committee will assist in verifying eligibility of prospective members in the Chapter.

§ 7.2. **Special Committees.** Such other committees, subcommittees, commissions, or task forces may be created and appointed by the Board of Directors as in its judgment may be necessary. The duties and terms of any such special committees shall be prescribed by the Board of Directors.

§ 7.3. **Composition of Committees.** Committees shall consist of at least three (3) members, a majority of whom shall be clinical members of the Chapter.

§ 7.4. **Appointment of Committees.** Standing committee chairpersons shall be appointed by the President in consultation with the Board of Directors. Standing committee members shall be appointed by the President in consultation with the chairperson.

§ 7.5. Meetings and Actions of Committees.

- a. **Meetings.** Committees shall meet at such times as determined either by resolution of the Board of Directors, by resolution of the committee, or by a committee chairperson. Meetings of committees shall be held at any place designated by the Board, the committee or the committee chairperson.
- b. **Notice.** Meetings of committees shall be held upon not less than ten (10) days written notice. Notice of a meeting need not be given to any committee member who signed a waiver of notice.
- c. **Quorum.** A majority of the committee members of each committee shall constitute a quorum of the committee for the transaction of business.
- d. **Minutes.** Minutes shall be kept of each meeting of any committee. The Board of Directors may adopt rules or policies governing committees that are not inconsistent with these Bylaws.

ARTICLE 8. FINANCE

§ 8.1. **Fiscal Year.** The fiscal year of the Chapter shall be determined by the Board of Directors of the Chapter.

§ 8.2. **Dues: Setting.** The dues of the Chapter shall be determined at the annual meeting of the Chapter, by mail ballot or electronic mail (e-mail) ballot at any other time, or as determined by the Board of Directors.

A dues increase shall be passed only following a two-thirds majority vote of the Board of Directors, or a majority vote of the members present at the annual meeting, or if the membership vote is taken by ballot, a majority of the ballots voting on the dues increase.

Notification of any change in the annual dues shall be made to all members affected as soon after the vote as is practicable and reasonable, but not less than thirty (30) days prior to the effective date of any such increase.

§ 8.3. **Payments of Dues.** Each member in good standing, except as otherwise exempt by the Bylaws, must pay, within the time and on the conditions set forth in these Bylaws, or where appropriate as established by the Board of Directors and/or the membership, such fees, dues and assessments as are fixed from time to time by the Board of Directors and/or the membership.

§ 8.4. **Fees and Assessments.** The Board of Directors, or its designee, may establish such fees and assessments as it deems appropriate.

§ 8.5. **Budget.** The proposed budget for each year shall be presented to the Board of Directors by the Chief Financial Officer prior to the annual membership meeting. The proposed budget shall be approved by a majority vote of the Board of Directors. The Board of Directors is empowered to make any changes in the budget necessitated by circumstances and consistent with the priorities of the Chapter.

§ 8.6. **Depository.** The Board of Directors, or its designee, shall select and designate such bank or trust company as it deems advisable as official depository of the funds of the Chapter and prescribe the manner in which such funds shall be withdrawn.

ARTICLE 9. RECORDS AND REPORTS

§ 9.1. **Maintenance and Inspection of Articles and Bylaws.** The Chapter shall keep at its

a. "Agent" means any person who is or was a director, officer, employee, or other agent of the Chapter, or is or was serving at the request of the Chapter as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent

§ 10.1. Definitions. The following definitions apply for the purposes of this Section:

ARTICLE 10. INDEMNIFICATION

§ 9.5. Records Retention. The officers of the Chapter shall retain Chapter records for at least the periods indicated in Exhibit A attached to these Bylaws.

Such report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Chapter that such statements were prepared without audit from the books and records of the Chapter. Upon written request of a member the Board, or its designee, shall promptly cause the most recent annual report to be sent to the requesting member.

c. Any information required by Section 8322, or its successor section(s), of the California Nonprofit Corporation Law, dealing with insider transactions.

b. A statement of the place where the names and addresses of the current members are located.

a. A balance sheet at the end of such fiscal year and an income and expense statement and statement of changes in financial position for such fiscal year.

§ 9.4. Annual Report to Members. The annual report shall be prepared by the Secretary to the Board of Directors. The Chapter shall notify each member yearly of the member's right to receive an annual report. An annual report shall be prepared not later than one hundred and twenty (120) days after the close of the Chapter's fiscal year. Such report shall contain in appropriate detail the following:

§ 9.3. Inspection by Directors. Every director shall have the right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Chapter. This inspection may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

§ 9.2. Maintenance and Inspection of Other Chapter Records. The accounting books, records and minutes of proceedings of the members of the Board of Directors and any committee(s) of the Board of Directors shall be kept at the selected office for the Chapter or with the financial officer and/or Secretary of the Chapter. The minutes and the accounting books and records shall be kept in written or typed form. The minutes, and accounting books and records shall be open to inspection on the written demand of any member, at any reasonable time during usual business hours; provided, that minutes available for inspection may be redacted to protect the privacy of individuals, to protect privileged information, or for other similar good cause. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts.

The Chapter shall provide CAMFT with a copy of the Chapter Bylaws and any amendment(s) thereafter made.

selected office in California the original 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.

The Chapter shall provide CAMFT with a copy of the Chapter Bylaws and any amendment(s) thereafter made.

of a foreign or domestic corporation which was a predecessor corporation of the Chapter or of another enterprise at the request of that predecessor corporation;

- b. "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- c. "Expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under this Section 10.

§ 10.2. Indemnification in Actions by Third Parties. The Chapter shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Chapter to procure a judgment in its favor, an action brought under Section 7237 of the California Nonprofit Mutual Benefit Corporation Law, or an action brought by the Attorney General or a person granted relater status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that that person is or was an agent of the Chapter, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with that proceeding if that person acted in good faith and in a manner that person reasonably believed to be in the best interests of the Chapter and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of that person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Chapter or that the person had reasonable cause to believe that the person's conduct was unlawful.

§ 10.3. Indemnification in Actions by or in the Right of the Chapter. The Chapter shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Chapter, or brought under Section 7237 of the California Nonprofit Mutual Benefit Corporation Law, or brought by the Attorney General or a person granted relater status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that the person is or was an agent of the Chapter, against expenses actually and reasonably incurred by that person in connection with the defense or settlement of that action if the person acted in good faith, in a manner such person believed to be in the best interests of the Chapter, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 10.3:

- a. In respect of any claim, issue, or matter as to which that person shall have been adjudged to be liable to the Chapter in the performance of that person's duty to the Chapter, unless and only to the extent that the court in which the proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court shall determine;
- b. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- c. Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

§ 10.4. Indemnification Against Expenses. To the extent that an agent of the Chapter has been successful on the merits in defense of any proceeding referred to in Paragraph § 10.2 or § 10.210.3 of this Section or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

§ 10.5. Required Determinations. Except as provided in Section 10.4, any indemnification under this Section shall be made by the Chapter only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Paragraph § 10.2 or § 10.23 of this Section, by:

- a. A majority vote of a quorum consisting of directors who are not parties to the proceeding; or
- b. The court in which the proceeding is or was pending upon application made by the Chapter or the agent or the attorney or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by the Chapter.

§ 10.6. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the Chapter prior to the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the agent to repay that amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Section.

§ 10.7. Other Indemnification. No provision made by the Chapter to indemnify its directors of officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement, or otherwise, shall be valid unless consistent with this Section. Nothing contained in this Section shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

§ 10.8. Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Section, except as provided in Section 10.4, in any circumstances in which it appears:

- a. That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- b. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

§ 10.9. Insurance. The Chapter shall have power to purchase and maintain insurance on behalf of any agent of the Chapter against any liability asserted against or incurred by the agent in that capacity or arising out of the agent's status as such whether or not the Chapter would have the power to indemnify the agent against liability under the provisions of this Section 10, provided, however, that the Chapter shall have no power to purchase and maintain such insurance to indemnify any agent of the Chapter for a violation of Section 7420 of the California Nonprofit Mutual Benefit Corporation Law.

§ 10.10. Non-Applicability to Fiduciaries of Employee Benefit Plans. This Section 10 does

not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though that person may also be an agent of the Chapter as defined in Paragraph 10.1.a. The Chapter shall have power to indemnify that trustee, investment manager, or other fiduciary to the extent permitted by Section 207(f) of the California General Corporation Law.

ARTICLE 11. AMENDMENTS TO THE BYLAWS

§ 11.1. Initiation of Amendments. Bylaw amendments may be initiated in one of two ways:

- a. The Board of Directors, upon recommendation of the Bylaws committee, may initiate a bylaw amendment, or
- b. Ten (10) members of the Chapter may, by a written petition addressed to the Secretary of the Chapter, initiate an amendment.

§ 11.2. Adoption of Amendment. These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors, provided that certain amendments to the Bylaws, as specified in the California Nonprofit Corporation Law are approved by the members, including those that would materially and adversely affect the rights of members as to voting, dissolution, redemption, or transfer; increase or decrease the number of members authorized in total or for any class; effect an exchange, reclassification or cancellation of all or part of the memberships; authorize a new class of membership; or change the authorized number of directors.

Proposed amendments that require a vote of the membership and have received a two-thirds (2/3) vote of the Board of Directors, shall be recommended to the membership for ratification by mail ballot or by electronic mail (e-mail). A copy of the proposed amendment or amendments shall be sent by mail or electronic mail (e-mail) to all voting members of the Chapter at least three (3) weeks prior to the time of voting. In the case of mail balloting, there shall be specified on the ballot a deadline for its return. A two-thirds (2/3) majority of ballots returned shall be required for ratification of the proposed amendment.

ARTICLE 12. CONFLICTS OF INTEREST

§ 12.1. Purpose. The purpose of this Conflict of Interest Policy (this "Conflict Policy") is to protect the interests of the Chapter when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director or might result in a possible excess benefit transaction. This Conflict Policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations.

§ 12.2. Definitions.

- a. **Interested Person.** Any Director, Officer or member of a committee with Board-delegated powers, who has a direct or indirect Financial Interest, as defined below, is an Interested Person.
- b. **Financial Interest.** A person has Financial Interest if the person has, directly or indirectly, through business, investment, or family:

- (i) An ownership or investment interest in any entity with which the Chapter has a transaction or arrangement.
- (ii) A compensation arrangement with the Chapter or with any entity or individual with which the Chapter has a transaction or arrangement; or
- (iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Chapter is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A Financial Interest is not necessarily a conflict of interest. Under Section 6.3b below, a person who has a Financial Interest may have a conflict of interest only if the Board or committee, as the case may be, decides that a conflict of interest exists

§ 12.3. Procedures.

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Board considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After the Interested Person discloses the Financial Interest and all material facts to the Board, and after any discussion, the Interested Person shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest.**
 - (i) An Interested Person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - (ii) The chairperson of the Board meeting shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - (iii) After exercising due diligence, the Board or committee shall determine whether The ABC Charity of California can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - (iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Directors, whether the transaction or arrangement is in the Chapter's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the Board shall make its decision as to whether to enter into the transaction or arrangement.
 - (v) The decision of the Board as to whether to enter into the transaction or arrangement with the Interested Person may be effected by unanimous

written consent in lieu of a Board meeting, as allowed by law, provided that the Interested Person abstains from the vote in writing.

- (vi) The Chapter shall provide all Board members with an annual report listing all transactions with or indemnification of any Interested Person, as and in the manner required by applicable law.
 - (vii) Prior to approving a transaction with an Interested Person, the Board of the Chapter shall consider, with the advice of counsel, whether to notify the California Attorney General, as permitted by Title 11 California Code of Regulations § 999.2, and whether to seek the prior approval of the Attorney General.
- d. Violations of the Conflict of Interest Policy.
- (i) If the Board or committee has reasonable cause to believe an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.
 - (ii) If, after hearing the Interested Person's response and after making further investigation as warranted by the circumstances, the Board, or committee, as the case may be, determines the Interested Person has failed to disclose an actual or possible conflict of interest, the Board shall take appropriate disciplinary and corrective action.

§ 12.4. Records of Proceedings. The minutes of the Board and all committees with Board-delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

§ 12.5. Compensation.

- a. A voting member of the Board who receives compensation, directly or indirectly, from the Chapter for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Chapter for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Chapter, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

§ 12.6. **Annual Statements.** Each Director, Officer and member of a committee with Board-delegated powers shall annually sign a statement which affirms such person has read and understands this Conflict Policy as part of the bylaws of this corporation, has agreed to comply with this Conflict Policy and understands that the Chapter is nonprofit and in order to maintain its federal exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

§ 12.7. **Periodic Reviews.** To ensure the Chapter operates in a manner consistent with nonprofit purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint venture and arrangements with management organizations conform to the Chapter's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further nonprofit purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

§ 12.8. **Use of Outside Experts.** When conducting the periodic reviews as provided for in Section 6.7 above, the Chapter may, but need not, use outside advisors unless otherwise required by law. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 13. OTHER PROVISIONS

§ 13.1. **Endorsement of Documents; Contracts.** Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Chapter and any other person, when signed by any one of the President, Secretary or Chief Financial Officer of the Chapter shall be valid and binding on the Chapter in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons, and in the manner, time to time determined by the Board. Unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Chapter by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

§ 13.2. **Joint Ventures.** "Joint Venture" is defined as any arrangement, including contractual or more formal arrangements undertaken through a limited liability company, partnership, or other entity, through which the Chapter and another entity jointly undertake any activity or business venture, or otherwise agree to joint ownership of any asset. A Joint Venture may include both taxable and tax-exempt activities.

- c. **Approval and Management of Joint Activities.** Before making any decision to participate in a Joint Venture, the Chapter will ensure that the Joint Venture furthers the Chapter's exempt purposes and will negotiate at arm's length contractual and other terms of participation that safeguard the Chapter's exemption from federal income tax. Such terms shall be in writing in the operating agreement of the Joint Venture and shall include the following minimum requirements:

- (i) With respect to any whole joint venture (that is, a joint venture in which the Chapter contributes substantially *all* of its assets to the enterprise), the Chapter shall control the Joint Venture through fifty-one percent (51%) or more of the voting rights and/or veto power;
- (ii) With respect to any ancillary joint venture (that is, a joint venture to which a portion of the Chapter's resources are contributed), the Chapter would, at a minimum, maintain sole control over the tax-exempt aspects of the Joint Venture and would have voting and ownership interests in the Joint Venture that are consistent with the Chapter's capital contributions;
- (iii) A requirement that any subsequent contract with the Chapter's partner in the Joint Venture be negotiated at arm's length and for fair market value;
- (iv) A requirement that the Joint Venture give priority to the Chapter tax-exempt purposes over maximization of profit for the participants of the Joint Venture; and
- (v) A prohibition on activities that would jeopardize tax-exempt status.

§ 13.3. Travel. The following policies apply to first-class or charter travel involving an employee of the Chapter:

- a. Premium-class or charter travel must be approved by someone at the same level or higher authority of the Chapter.
- d. Employees with physical impairments or special needs must submit annual certifications unless the employee has permanent impairments, which can then be submitted once.

§ 13.4. Companion Travel. Reimbursements of travel expenses for a spouse or dependent will be paid only if the travel expense qualifies as nontaxable working condition fringe benefits under IRS Regulations:

- a. The travel of the spouse or dependent is for a bona fide business purpose.
- b. The employee substantiates the time, place, amount, and business purpose of the travel under an accountable expense reimbursement plan.
- e. The following criteria will be evaluated to determine whether a bona fide business purpose exists:
 - (i) The companion's function must be necessary; *i.e.*, result in desired business benefits to the Chapter.
 - (ii) The companion's contributions to the Chapter must be those which cannot efficiently be performed (or performed at all) by the employee alone.
 - (iii) The companion's services must augment the employee's purpose for the trip.
 - (iv) The benefit to the Chapter's business must be substantial.
- f. If there is a bona fide business purpose for the travel, the following documentation of the companion's activities must be provided:
 - (i) Document the purpose for companion attendance by having written requirements for the spouse such as functions which must be attended (Corporate functions in addition to social functions would be helpful), roles

which must be served during the meetings, and actively put these requirements into practice.

(ii) Document the companion's business role and mandatory presence in positions descriptions (a sample position description is on the following page) and meeting minutes.

(iii) Document the purpose for companion's attendance by having written requirements for the companion such as functions which must be attended (functions in addition to social functions would be helpful), roles which must be served during the meetings, and actively put these requirements into practice.

g. Reimbursements of companion expenses are generally considered taxable income unless the business purpose of the companion's travel has been established.

§ 13.5. Tax Indemnification and Gross-Up Payments. Tax indemnification and gross-up payments refer to the Chapter's payment or reimbursement of any tax obligations for an employee. When these compensation arrangements are provided to executives of the Chapter, they should generally be documented and approved as part of the compensation package.

§ 13.6. Discretionary Spending Accounts. A discretionary spending account generally refers to an account or sum of money under the control of an employee with respect to which he or she is not accountable to the Chapter under an accountable plan, whether or not actually used for any personal expenses. Discretionary spending accounts can be subject to abuse because of the lack of accountability that is sometimes present. When used, it is important that the use of these accounts be limited to specific individuals and for specified amounts.

§ 13.7. Housing Allowance. A housing allowance is any payment for, or provision of, housing by the Chapter for personal use by an employee. To qualify for special tax treatment, the housing allowance must be approved by the Board

§ 13.8. Whistleblower. If any employee reasonably believes that some policy, practice, or activity of the Chapter is in violation of law, a written complaint must be filed by that employee with the Chair of the Board. It is the intent of the Chapter to adhere to all laws and regulations that apply to the Chapter and the underlying purpose of this policy is to support the Chapter's goal of legal compliance with Labor Code §1102.5 and any other statute or regulation applicable to whistleblower protection. The support of all employees is necessary to achieving compliance with various laws and regulations. An employee is protected from retaliation only if the employee brings the alleged unlawful activity, policy, or practice to the attention of the Chapter and provides the Chapter with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to employees that comply with this requirement.

The Chapter will not retaliate against an employee who in good faith, has made a protest or raised a complaint against some practice of the Chapter, or of another individual or entity with whom the Chapter has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

The Chapter will not retaliate against employees who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of the Chapter that the employee reasonably believes is in violation of a law, or a rule, or regulation mandated

pursuant to law or is in violation of a clear mandate or public policy concerning the health, safety, welfare, or protection of the environment.

§ 13.9. Form 990 Review and Approval. It is the responsibility of the Chief Financial Officer to prepare and approve the Chapter's federal and state tax returns and related filings, and to ensure their timely filing. The Treasurer shall provide a draft of the Chapter's annual Form 990 federal tax return to each member of the Board of Directors, by email, with at least five days' opportunity to comment or ask questions, prior to filing the return.

§ 13.10. Disclosure of Documents.

- a. It is the Chapter's policy to fully comply with the Federal (and any state) public disclosure requirements, and to make such additional disclosures as may be useful to foster constructive public comment and donor diligence. To this end, the board shall ensure that the following documents are publicly available, together with such other documents as the board may deem appropriate:
 - (i) Forms 990, 990-T, 1024 and 5227.
 - (ii) The Chapter's IRS Determination letter(s).
 - (iii) The Chapter's articles of incorporation.
- b. The Chapter shall honor the public inspection and copying requirements prescribed by IRS regulations, including: Provide copies to individuals who request them, immediately in the case of in-person requests, and within 30 days in the case of written requests. The Chapter may charge a reasonable copying fee plus actual postage, if any.
- c. The Board shall also, from time to time, assess the costs and benefits of different vehicles for making such documents publicly available, for example, on the Chapter's website or through third party websites.

§ 13.11. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Mutual Benefit Corporation law shall govern the construction of these Bylaws.

§ 13.12. Liability of Members. No member, regardless of the class or category of membership held, and whether or not a voting member, shall personally or otherwise be liable for any of the debts, liabilities and/or obligations of the Chapter.

Nothing in this Article shall be construed to relieve any person of any liability imposed by the applicable law regarding unauthorized distributions.

§ 13.13. Use of Name. No member shall speak on behalf of and/or represent the Chapter without authorization from the President or Board of Directors.

§ 13.14. Staff. The Chapter Board of Directors may employ staff whose terms and conditions of employment shall be specified by the Board. Such staff may manage and direct the activities of the Chapter as prescribed by the Board of Directors and shall be responsible to the Board.

§ 13.15. Property. The title to all property, funds and assets of the Chapter shall be held by the Chapter, through its Board of Directors, and it shall have authority to oversee or control the acquisition, administration, and disposition of the property. The Chapter may accept

gifts, legacies, devises, donations, and/or contributions in any amount and in any form upon such terms as may be decided by the Board of Directors

§ 13.16. Rules of Order; Parliamentary. Robert's Rules of Order, Newly Revised, shall govern all meetings of the Chapter in which they are applicable and in which they are not inconsistent with these Bylaws unless modified by the majority of the voting members present.

A parliamentarian shall be appointed by the President from among the members of the Board of Directors. The parliamentarian shall have the responsibility to ensure compliance with the Bylaws and Robert's Rules of Order, Newly Revised, unless modified, at all meetings of the Board of Directors and all official meetings of the Chapter.

§ 13.17. Interpretation. These Bylaws constitute a written agreement between the Chapter and its members. These Bylaws should be interpreted in accordance with CAMFT and the California Nonprofit Corporation Law which supplements and controls these Bylaws.

§ 13.18. Restrictions. All policies and activities of the Chapter shall be consistent with applicable federal, state and local laws and other legal requirements, including the California Nonprofit Corporation Law under which the Chapter is organized and operated.

Chapter Articles of Incorporation and/or Bylaws may not violate the CAMFT Articles of Incorporation and/or CAMFT Bylaws

ARTICLE 14. DIVISION OF THE CHAPTER

Division of the Chapter into two chapters may be initiated by a recommendation passed by a two-thirds (2/3) majority of Board of Directors. Upon passage by the Board, the recommendation for division shall be recommended to the membership for ratification by mail ballot or by electronic mail (e-mail) ballot. A written copy of the proposal shall be sent to all voting members of the Chapter at least three (3) weeks prior to the time of voting. There shall be specified on the ballot a deadline for return of the mailed ballot. A two-thirds (2/3) majority of ballots returned shall be required for ratification of the proposed division. The proposed division shall be submitted to the CAMFT Board of Directors for their approval and for chartering of the two chapters created by the division.

ARTICLE 15. MERGER OF THE CHAPTER

Merger of the Chapter with another Chapter may be initiated by a recommendation passed by a two-thirds (2/3) majority of the Board of Directors of each Chapter. Upon passage by the Board of each Chapter, the merger shall be recommended to the membership of each Chapter for ratification by mail ballot or electronic mail (e-mail) ballot. A written copy of the recommendation shall be sent to all voting members of each Chapter at least three (3) weeks prior to the time of voting. There shall be specified on the ballot a deadline for return of the mailed ballot. A two-thirds (2/3) majority of ballots returned shall be required for ratification of the proposed merger. The proposed merger shall be submitted to the CAMFT Board of Directors for their approval and chartering.

ARTICLE 16. DISSOLUTION OF THE CHAPTER

Dissolution of the Chapter, whether voluntary or involuntary, shall be conducted in accordance with applicable law. In the event of the dissolution of the Chapter, all assets and funds of the Chapter shall, after debts and/or obligations are paid, be distributed to a charitable organization

or foundation as determined by the Board of Directors.

SECRETARY'S CERTIFICATE

I am the Secretary of the Santa Barbara Chapter of the California Association of Marriage and Family Therapists. I certify that the foregoing Bylaws were adopted on _____, 2011 by the Board of Directors of the Chapter and remain in effect.

Danah Davis

Secretary

Dated: May 20, 2011

Exhibit A
Records Retention Guidelines

Type of Document	Retention Period
Accounts receivable and payable ledgers and schedules	7 years
Annual audited financial statements, audit reports, General ledgers, internal audit reports, trial Balance journals	permanently
Articles of Incorporation, Charter, Bylaws, minutes And other incorporation records	permanently
Bank Reconciliation	7 years
Bank Statements, deposit records, electronic fund Transfer documents and cancelled checks	7 years
Charts of Accounts	permanently
Personnel files (terminated employees)	7 years after termination
Contracts, mortgages, notes and leases (still in effect)	permanently
Contracts, mortgages, notes and leases (expired)	7 years
Correspondence (general)	4 years
Correspondence (legal and important matters)	permanently
Correspondence (with customers and vendors)	4 years
Depreciation schedules	permanently
Employment applications	3 years from making the record Or taking the personnel action
Financial statements	7 years
Garnishments	7 years
Insurance policies, records, current accident Reports, claims (still in effect)	permanently
Insurance policies, records, accident reports,	

Claims (expired)	7 years
Inventory records	7 years
Invoices (to customers, from vendors)	7 years
Loan documents and notes	permanently
Personnel files (employee demographic Information and compensation records)	7 years
Personnel files (I-9's)	7 years after date of hire or 1 year after termination
Personnel files (payroll records and summaries including records related to employee's leave of absence)	7 years
Retirement and pension records including Summary Plan Descriptions (ERISA)	permanently
Tax Returns and worksheets	permanently
Timesheets	7 years
Trademark registrations and copyrights	permanently
Workers' Compensation documentation	10 years after 1 st closure