

BYLAWS

CALIFORNIA ASSOCIATION OF LEGAL DOCUMENT ASSISTANTS "CALDA" A CALIFORNIA NON-PROFIT, MUTUAL BENEFIT CORPORATION Formerly "California Association of Independent Paralegals"

ARTICLE I NAME & OFFICES

Section 1.01 Organization Name. The name of this non-profit Corporation shall be the California Association of Legal Document Assistants (CALDA), hereinafter referred to as the "Corporation".

Section 1.02 Principal Office. The principal offices of the Corporation shall be located at: 6220 Wilhoff Lane, Granite Bay, CA 95746.

Section 1.03 Change of Address. The Board of Directors may change the principal office from one location to another by noting the changed address and effective date in the meeting minutes, and such changes of address shall not be deemed an amendment to the Bylaws.

Section 1.04 Other Offices. The Corporation may also have offices at other places within the State of California, as its business may require and as the Board of Directors may designate.

ARTICLE II PURPOSES

Section 2.01 Non Profit Purpose. The purpose of the Corporation shall be exclusively that of a non-profit, mutual benefit nature, all within the meaning of Section 501(c) 6 of the Internal Revenue Code, as amended from time to time.

Section 2.02 Objectives & Purposes. The primary objectives and purposes of the Corporation shall be to:

1. Encourage a high order of ethical and professional attainment and conduct among the members of the Legal Document Assistant profession, hereinafter referred to as the "Profession", who provide their services and skills to the public.
2. Promote, encourage and sponsor educational activities for the members of the Profession including establishing, revising and maintaining a standardized Curriculum governing the content of such educational activities.
3. Establish good fellowship and beneficial networks among members of this Corporation.
4. Establish and maintain professional relationships with the legal community and other legal assistant and/or paralegal organizations.
5. Afford business opportunities to all members of the Profession regardless of age, gender, race, nationality, political opinion, sexual preference, mental or physical

handicap, or any other classification recognized by state and federal law.

6. Promote use of the Profession to the public.
7. Carry out such other purposes as the Board of the Corporation shall determine from time to time.

ARTICLE III MEMBERSHIP

Section 3.01 Membership Classifications and Benefits. The Corporation shall have two classes of membership: voting members and non-voting members.

1. Voting members may attend meetings, serve as directors or officers as provided within these bylaws and vote on membership business as outlined within these bylaws. A member who has been a voting-member of the Corporation for more than twenty (20) years without a lapse in membership shall be deemed a Lifetime Member through the CALDA Administrative Office and shall continue to be a voting member.
2. Non-voting members may attend meetings but are ineligible to serve as directors or officers and may not vote on membership business as outlined in these Bylaws.

THE BOARD RESERVES THE RIGHT TO DENY OR REFUSE MEMBERSHIP OR RENEWAL OF MEMBERSHIP TO ANY PERSON OR ENTITY. [Per Sec. 3.09] In all cases, the Board may not refuse membership based upon the applicant's age, gender, race, nationality, political opinion, sexual preference, mental or physical handicap, or any other classification recognized by state and federal law.

Section 3.02 Voting Membership Definition and Eligibility. A voting member must be a registered and bonded self-help legal access provider, also known as a Legal Document Assistant. Anyone who is domiciled in California and is currently providing self-help legal services directly to the public is subject to the registration requirements of California Business and Professions Code Section 6400 et seq. effective January 1, 2000. THESE RULES WILL NOT APPLY IF THE ONLY SERVICE PROVIDED IS ADMINISTRATIVE, INCLUDING, BUT NOT LIMITED TO, SOCIAL SECURITY DISABILITY APPEALS AND BANKRUPTCY PETITION PREPARATION.

Section 3.03 Non-Voting Membership Definition. The Non-voting Membership class is divided into the following categories:

1. Student Member: Anyone who is enrolled in an institutionally accredited paralegal program.
2. Honorary Member: Anyone who has been conferred by unanimous vote of the Board, who does not qualify for regular membership. Honorary members may not vote or hold office.

3. **Sustaining Member**. A Sustaining Member is any person, organization or institution other than a Voting Member as described in Section 3.02 who supports the profession, its goals and purposes by making monetary contribution in an amount to be determined by the Board of Directors, but not less than the amount paid by a Voting Member. Sustaining Members do not have voting rights.

4. **Provisional Member**. A Provisional Member is any person who does not meet the criteria of the other membership levels but wishes to join the association. Typically, these individuals are working toward LDA registration with their county and will be moved up to a Voting membership prior to CALDA renewal. Provisional members may not vote or hold office.

Section 3.04 Membership Dues. The Board may, from time to time, fix the amount and the method of payment of dues or assessments for members of the Corporation. Lifetime members (as defined in Section 3.01) shall continue to receive membership benefits but will not be required to pay annual dues.

Section 3.05 Transfer of Membership. No membership or right arising from membership shall be transferred. All membership rights cease upon the member's death, termination, or dissolution.

Section 3.06 Resignation or Voluntary Withdrawal. A member shall have the right to resign or voluntarily withdrawal from the Corporation and terminate that membership by filing with the President or Secretary of the Corporation a written notice of resignation. The resignation shall become effective immediately without any action on the part of the Corporation. All rights as a member of the Corporation shall cease on the resignation or voluntary withdrawal of the membership. Resignation or voluntary withdrawal shall not relieve that member from obligations for charges incurred, services or benefits rendered, dues, or fees, or for any obligation arising from contract or otherwise.

Section 3.07 Temporary Membership Suspension. A member may be suspended based on the good faith determination by the Board that the member has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

The Board shall notify the member immediately upon suspension. The Board shall have 30 days to review the member's conduct and make a determination of termination or reinstatement of membership.

Automatic temporary suspension of membership will occur where a member fails to pay the required dues or fees, in accordance with these Bylaws.

Section 3.08 Membership Termination. A membership shall terminate on occurrence of any of the following events: (1) resignation or voluntary withdrawal of the member; (2) expiration of the period of membership, unless the membership is renewed on the renewal

terms fixed by the Board; (3) the member's failure to pay dues, or fees, as set by the Board within thirty (30) days after they are due and payable; (4) any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or (5) termination of membership based on the good faith determination by the Board, that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

Section 3.09 Membership Termination Procedure. If grounds appear to exist for terminating a member under any Section of these Bylaws, the following steps shall first occur: (1) the Board shall give the member at least 15 days prior notice of the proposed termination and the reasons for the proposed termination and notice shall be given by any reasonable method to provide actual notice and notice given by U.S. Mail shall be sent by registered mail to the member's last address as shown on the Corporation's records; (2) the member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed termination and the hearing shall be held, or the written statement considered by the board before termination should occur; (3) the shall decide whether the member should be terminated in any way and the decision of the Board shall be final; and (4) any action challenging a termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the termination.

Section 3.10 Effect of Membership Suspension or Termination. All rights as a member of the Corporation shall cease on the termination or suspension of the membership. Termination or suspension shall not relieve that member from obligations for charges incurred, services or benefits rendered, dues or fees, or for any obligation arising from contract or otherwise.

Section 3.11. Reinstatement. A member who is suspended or terminated may apply for reinstatement to membership in the after a minimum of one year from the date of termination or suspension Application for reinstatement of membership with CALDA must be made by filing a written request for reinstatement with the CALDA President or Secretary. The Board may condition such reinstatement upon such terms as deemed necessary. If the Board votes to reinstate the member, the member shall immediately pay any dues or obligations owed to the Corporation.

Section 3.12 Members' Inspection Rights. Unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

1. Inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on 5 days' prior written demand on the corporation, which must state the purpose for which the inspection rights are requested or
2. Obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled

to vote for directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the member on or before the later of 10 days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

3. The corporation may, within 10 business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

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

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

Section 3. 13 Certificates of Membership. The Board of Directors of the Corporation may provide for the issuance of certificates evidencing membership in the Corporation.

Section 3. 14 Nonliability of Members. A member of the Corporation is not personally liable, solely because of membership, for the debts, obligations, or liability of the Corporation.

ARTICLE IV MEMBERSHIP MEETINGS

Section 4.01 Annual Conference. The Annual General Meeting of the members shall be held at the Annual Conference in October of each year at a venue to be determined by the Board. Said venue shall include an in-person and/or virtual venue. If the Annual Conference is not held in the month designated herein, the current Board shall, after giving the required notice to the members, cause such meeting to be called as soon thereafter as conveniently possible and in any event, no later than sixty (60) days after the first of October.

Section 4.02 Special Meetings. Special meetings of the members may be held in accordance with the bylaws of the Corporation and may be called by a majority of the executive committee.

Section 4.03 Notice of Meetings. Notice of any meeting of members shall be delivered in writing or by electronic (email) or facsimile transmission and shall be given at least ten (10) days but no more than ninety (90) days before the meeting date. Said notice shall also be posted on the CALDA website. In the case of a specially called meeting of members, notice

that a special meeting will be held at a time as required by the President

Section 4.04 Contents of Notice. The notice shall state the venue, date, and time of the meeting. Said venue shall include an in-person and/or virtual venue. The notice shall state those matters that the Board of Directors, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected must include the names of all those who are nominees at the time the notice is given to the members.

Section 4.05 Conduct of Meetings. The President of the Corporation or, in their absence, the Vice-President, will be Chair of and preside over the meetings of the members.

Section 4.06–Record of Meetings. The Secretary of the Corporation will act as the secretary of all meeting of members. However, in their absence, the Chair of the meeting of members will appoint another person to act as secretary of the meetings.

Section 4.07 Inspection of Accounting Records and Minutes. On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the board of directors, and committees of the board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. This right of inspection extends to the records of any subsidiary of the corporation.

ARTICLE V MEMBERSHIP VOTING

Section 5.01 Voting.

1. Quorum. One third of the members eligible to vote, represented in person, electronically, or by proxy, shall constitute a quorum.
2. Loss of Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment or the withdrawal of enough members to leave less than a quorum. Any action taken, other than adjournment, must be approved by at least a majority of members as required to constitute a quorum.
3. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.
4. Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment. These adjournment rules shall apply to both board and membership meetings.
5. Eligibility to Vote. Subject to the provisions of the California Nonprofit Corporation Law, the only persons entitled to vote at any meeting of members shall be voting members who

are in good standing as of the record date.

6. Record Date Determined by Board. For purposes of determining which members are entitled to receive notice of any meeting, to vote, or to give consent to corporate action without a meeting, the Board of Directors may fix, in advance, a "record date" which shall not be more than sixty (60) not fewer than ten (10) days before the date of any such meeting, nor more than sixty (60) days before any such action without a meeting. Only members of record on the date so fixed are entitled to notice, to vote, or to give consents, except as otherwise provided in the Articles of Incorporation, or in the California Nonprofit Corporation Law.

7. Manner of Casting Votes. Voting may be by voice, or written proxy or electronic ballot, except that any election of Directors must be by ballot if demanded by any member at the meeting before the voting begins.

8. Voting. Each member entitled to vote shall be allowed to cast one vote on each matter submitted to a vote of the members. Cumulative voting shall not be permitted.

9. Approval by Majority Vote. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote, shall be the act of the members.

Section 5.02 Proxies.

Proxies. Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the member and filed with the secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy by the member or the member's attorney-in-fact, whether by manual signature, typewriting, electronic signature, or otherwise.

Solicited Proxies. Any form of proxy shall give the member an opportunity to specify a choice between approval and disapproval of each matter or group of related matters and, subject to reasonable specified conditions, shall provide that, when the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification. In an election of directors, any form of proxy that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director. However, a "withhold" selection shall be counted as part of the quorum.

Subject Matter of Proxy to Be Stated. Any revocable proxy covering matters for which a vote of the members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on. Such matters include amendments to the articles of incorporation; amendments to the articles or bylaws changing proxy rights; removal of directors without cause; filling vacancies on the board of directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all corporate assets unless the transaction is in the usual and regular course of the corporation's activities; the principal terms of a merger or the amendment of a merger agreement; the election to dissolve the corporation; contracts or transactions between the corporation and one or more directors or between the corporation and an entity in which a director has a material financial interest; or a plan of distribution of assets other than money to members when the corporation is in the process of winding up, when the distribution is not in accordance with liquidation rights of any class or classes.

Expiration and Revocability of Proxies. No proxy shall be valid after the conclusion of the meeting for which the proxy applied

Section 5.03_Inspectors of Elections. Before any meeting of the members or any action by written or electronic ballot, the Board nominations and elections chair may appoint any persons other than candidates for office or current board members as inspectors of election to act at the meeting. If the inspectors of election are not so appointed for any meeting, or if any person so appointed fails to appear or refuses to act, the Chair of the meeting may, and on request of any member or member's proxy must, appoint inspectors of election at the meeting. If inspectors of election are not so appointed for any action by written ballot, or if any person so appointed refuses to act, the President of the Corporation must appoint inspectors of election for that written ballot on request of any member or member's proxy. The number of inspectors will be either one or three. If appointed at a meeting on the request of one or more members or proxies, the majority of members represented in person or by proxy must determine whether one or three inspectors are to be appointed.

Section 5.04 Duties of Inspectors of Election. The inspectors of election must perform the following duties:

1. Determine the number of outstanding voting memberships, the voting power of each, and, when applicable, the number represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies.
2. Receive votes, ballots, or consents.
3. Hear and determine all challenges and questions in any way arising in connection with the right to vote.
4. Count and tabulate all votes and consents.
5. Determine when the polls shall close.
6. Determine the result.
7. Do any other acts that may be proper to conduct the election or vote with fairness to all members.

The Inspectors must perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If there are three inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act or certificate of all. On request of the Chair or any member or member's proxy, the inspectors of election must make a written report concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors is prima facie evidence of the facts stated.

ARTICLE VI MEMBERSHIP CHAPTERS

Section 6.01 Corporation Chapters. Members may organize local Corporation Chapters for the purpose of providing area members with more specific networking and education. Chapters must be formed pursuant to the **CALDA Operations Procedure Manual**.

Section 6.02 Liability. No Chapter officer, director, representative, agent or employee of the Chapter shall create or incur any debt or obligation on behalf of or in the name of the Corporation. No Corporation officer, director, representative, agent or employee of the Corporation shall be held liable for any debt, contract or other obligation of the Chapter unless such liability was pre-approved by the Board or the action was taken in compliance with these Bylaws.

ARTICLE VII ANNUAL ELECTION OF DIRECTORS AND OFFICERS

Section 7.01 Election by Ballot at the Annual Conference. Officers and Directors shall be elected at the Annual Conference in accordance with the provisions of this Article and the Nominations and Elections Committee guidelines contained in the Nominations and Elections section of the CALDA Operations Procedure Manual as adopted and amended by the Board periodically.

Section 7.02 Eligibility for Voting. Only Voting Members in good standing shall be eligible to vote at the Annual Meeting.

Section 7.03 – Quorum for Annual Meeting: A quorum for the election of Directors shall not include the requirement of attendance at the annual general meeting . However, for all other business, a quorum shall consist of the majority of those members present at said meeting. Note: Although the annual meeting occurs in conjunction with the annual educational conference of this association, one does not need to be a conference attendee in order to attend the annual general meeting .

Section 7.04 - Quorum for Election of Officers and Directors. The majority of voting members who cast their ballots in person, or by proxy, or by electronic delivery, shall constitute a quorum for purposes of electing officers and directors.

Section 7.05 - Quorum for All Other Business of the Association. The majority of the membership present at an annual general meeting properly called or provided for, shall be sufficient to conduct all other business of the association at the annual meeting.

ARTICLE VIII BOARD OF DIRECTORS

Section 8.01 Board Members.

The Board shall be comprised of:

1. Four (4) Officers on the Executive Committee which shall be President, Vice President, Secretary and Treasurer and at least Nine (9) additional Directors not to exceed (13) board members.
2. The number of Directors may be changed by amendment of these bylaws.

The immediate Past President will serve in an advisory capacity to the board on an as needed basis. They may attend board meetings and may be called upon to offer advice or historical context in board discussions. If the Past President is unable or unwilling to serve, the immediate past Vice-President will serve.

The person serving in this advisory capacity has no voting rights except the case of a tie vote during a board vote.

Section 8.02 Powers. Subject to the provisions of the California Corporations Code, the Articles of Incorporation, and these Bylaws as to actions required to be authorized or approved by the members, all Corporation activities and affairs shall be conducted and all Corporation powers shall be exercised by or under the authority and direction of the Board of Directors.

Section 8.03 Duties. It shall be the duty of the Board to:

1. Perform all duties imposed upon them collectively or individually by law, by the Articles of Incorporation of this Corporation or by these bylaws.
2. Appoint, remove, employ and discharge, prescribe the duties and fix the compensation, if any, of all officers, agents, employees and contractors of the Corporation, except as otherwise provided in these bylaws.
3. Supervise all agents, employees, Corporation Chapters, and contractors of the Corporation to assure their duties are performed properly.
4. Meet at such times as are required by these bylaws.
5. Participate in Board training and work with experts from other nonprofit organizations and others to enhance Board effectiveness.
6. Register their addresses (physical and electronic) and phone numbers with the Secretary of the Corporation. Notices of meetings mailed and/or emailed to them at such addresses shall be valid notices thereof.

Section 8.04 Directors' Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, and documents of every kind, and to inspect the physical properties of the corporation. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of books, records, and documents of every kind.

Section 8.05 Qualifications. Only a person who has been a voting member of the Corporation as defined under Article III section 3.02 for two years (24 consecutive months) with no lapse in membership shall be eligible to be elected as a Director of the Corporation. Each Director must qualify as a voting member with no lapse in membership for the duration of the term of office.

Section 8.06 Election of Executive Committee Officers who shall comprise the executive committee of the newly elected board, shall be elected by the board of directors at a meeting of the Board of Directors immediately after the annual meeting. The President and Treasurer shall be elected at the Annual conference in odd-numbered years and the Vice President and the Secretary, shall be so elected in even-numbered years.

Section 8.07 Terms of Office. Officers and Directors shall take office at the end of the Annual Conference and shall hold office for two (2) years or until a successor shall have been duly elected and qualified or appointed as set forth herein.

Section 8.08 Fees and Compensation. Directors shall not be compensated for their services in such capacity. Reasonable expenses incurred in the performance of their duties as a Director may be reimbursed upon resolution of the Board.

Section 8.09 Chair of Committees. Upon taking office, Directors shall be appointed by the President to serve as a chairperson of a Committee. The Nominations and Elections Committee shall be chaired by the immediate Past President.

Section 8.10 Restrictions Regarding Interested Directors Notwithstanding any other provision of these bylaws, less than half of the persons serving on the board may be interested persons. For purposes of this Section, "Interested persons" means either:

Any person currently being compensated by the Corporation for services rendered within the previous twelve (12) months, excluding any compensation paid to a Director as outlined in these Bylaws;

or any person who is related to someone who was paid by the Corporation for work that they did for the Corporation in the past twelve (12) months.

Section 8.11 Regular Board Meetings. A board orientation meeting shall take place after the adjournment of the Annual Conference of members of the Corporation. At that orientation meeting, the dates, times, and places of the regular meetings of the Board during the coming year shall be determined. Those dates, times and places shall be published on the CALDA website. The Board shall meet at least four times during the calendar year with the final one being held immediately prior to the commencement of the Annual Conference. Only members of the association, or selected guest attendees at the sole discretion of the board, may attend

the board meetings. However, the board shall have discretion to decide whether any given meeting shall be open to the public.

Section 8.12 Location of Board Meetings. Meetings of the board shall be held at any place within or outside California that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

Section 8.13 Special Meetings of the Board. Special meetings of the board for any purpose may be called at any time by the president or any vice president, the secretary, or any two directors.

1. **Notice of Special Meetings of the Board.** Notice of the time and place of special meetings shall be given to each director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the corporation's records.
2. The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting.

Section 8.14 Board Meetings by Technology.

Any board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

1. Each member participating in the meeting can communicate concurrently with all other members.
2. Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.
3. The corporation adopts and implements means of verifying both of the following: (i) a person communicating by telephone, electronic video equipment, or other communications equipment is a director entitled to participate in the board meeting; and (ii) all statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director.
4. Participation in a meeting pursuant to this bylaw shall constitute presence in person at

such meeting. All video presence requires live video vs. photo appearance unless one is otherwise unable to appear.

Section 8.15 Notice of Board Meetings. Notice of the date, time and place of all meetings of the Board, other than regular meetings held pursuant to these Bylaws, shall be given to each Board member in writing or by electronic or facsimile transmission and posted on the CALDA website not less than seven (7) days before the meeting. Such notice may be given by the President or Secretary of the Corporation. Notice of any meeting of the Board need not be given to any Officer or Director who signs a waiver of notice of such meeting, or a consent to holding the meeting or approval of the minutes thereof either before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement such member's lack of notice. All such waivers, consents and approvals shall be filed with the Corporation records or made a part of the minutes of the meeting.

Section 8.16 Waiver of Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to them.

Section 8.17 Quorum for Board Meetings. A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (1) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (2) approval of certain transactions between corporations having common directorships, (3) creation of and appointments to committees of the board, and (4) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 8.18 Notice of Adjournment. Notice of the time and place of holding a continuation of an adjourned meeting shall be given to absent Board members if the adjournment exceeds twenty-four (24) hours.

Section 8.19 Board Action Without Meeting. An action required or permitted to be taken by the board may be taken without a meeting if all directors individually or collectively consent in writing to that action and if, subject to Corporations Code the number of directors then in office constitutes a quorum. The written consent or consents shall be filed with the minutes of the proceedings of the board. The action by written consent shall have the same force and effect as an unanimous vote of the directors. For purposes of Corporations Code only, "all

directors” does not include an “interested director” as defined in Corporations Code or a common director as described in Corporations Code who abstains in writing from providing consent, when (i) the facts described in Corporations Code are established or the provisions of Corporations Code are satisfied, as appropriate, at or before the execution of the written consent or consents; (ii) the establishment of those facts or satisfaction of those provisions is included in the written consent or consents executed by the noninterested or noncommon directors or in other records of the corporation; and (iii) the noninterested or noncommon directors approve the action by a vote that is sufficient without counting the votes of the interested directors or common directors.

Section 8.20 Resignation. Any Director may resign at any time by giving written notice to the President or the Secretary of the Corporation. Any such resignation shall take effect on the date of receipt of such notice or at any such later time as is specified therein; and, unless otherwise specified therein, the acceptance of such resignation by the Board shall not be necessary to make it effective.

Section 8.21 Removal. Directors may be removed by the majority vote of the Board for just cause, as determined from time to time by the Board at their sole discretion, including, but not limited to, failure to perform or complete job responsibilities as prescribed in the procedural manual for that committee and/or Board position, more than one unexcused Board meeting per year (not including any “special” Board meetings), and/or failure to maintain his or her membership in the Corporation in good standing. The Board may declare vacant the office of Director where the Director has been declared of unsound mind by a final order of court, convicted of a felony, or where the Director has been found by final order or judgment of any court to have breached duties imposed by California Corporations Code Section 7230 et seq. on Directors who perform functions with respect to assets held in charitable trust. Any Director removed from the Board for reasons stated above shall not be eligible to serve as Director for 24 months after their removal.

Section 8.22 Filling Vacancies Any vacancy of a Director on the Board caused by resignation, death, removal, disqualification or any other cause may be filled by the President and ratified by a majority vote of the Board at the next Board meeting. A member so appointed to fill a vacancy as Director shall serve out the remainder of the vacating Director's term. The appointee must meet the qualifications required for the vacant position.

Section 8.23 Non-Liability of Directors. Except as provided for by the laws of the State of California and the laws related to Nonprofit Public Benefit Corporations, the Directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

Section 8.24 Indemnification by Corporation of Directors, Employees and Other Agents. To the extent that a person who is, or was, a Director, Officer, employee or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative or investigation proceeding brought to procure a judgment against such person

by reason of the fact that she/he is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlement and other amounts reasonably incurred in connection with such proceedings shall be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of related sections of the Nonprofit Public Benefit Corporation Law.

In all cases, in determining indemnification is available to the Director, Officer, employee or other agent of this Corporation under California Law, the determination as to whether the applicable standard of conduct set forth in California Corporations Code Section 5238 has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding. If the number of Directors who are not parties to the proceeding is less than two-thirds (2/3) of the total number of Directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

Section 8.25 Insurance. This Corporation shall have the power and shall use its best efforts to purchase and maintain Director's and Officer's liability insurance on behalf of any Director, Officer, employee or agent of the Corporation, against any liability asserted against or incurred by the Director, Officer, employee or agent in any such capacity or arising out of the Director's, Officer's, employee or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under these Bylaws; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Director, Officer, employee or agent of the Corporation for any self-dealing transaction, as described in California Corporations Code.

ARTICLE IX OFFICERS

Section 9.01 Number of Officers. The Officers of the Corporation shall be President, Vice President, Secretary and Treasurer.

Section 9.02 Election, Qualification and Term of Office. The Officers of the Corporation shall be elected to the Board by the Board of Directors in an annual election.

1. Election of Officers: Immediately after each annual meeting of members, the board shall hold a general meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required.
2. Other general meetings of the board may be held without notice at such time and place as the board may fix from time to time.

3. Only a voting member of the Corporation who has been an officer or a director for at least two years (24 consecutive months) with no lapse in membership since being a Director shall be eligible for election to the Executive Committee.

Section 9.03 Fees And Compensation. Officers shall not be compensated for their services in such capacity. Reasonable expenses incurred in the performance of their duties as an Officer may be reimbursed upon resolution of the Board.

All unreimbursed expenses absorbed by an officer or director in the course of conducting business on behalf of the Corporation may be treated as an income tax deduction pursuant to the IRS tax codes and/or advice of a professional tax preparer.

Section 9.04 Removal and Resignation. Any Officer may resign at any time by giving written notice to the President or to the Secretary of the Corporation. Any such resignation shall take effect on the date of receipt of such notice or at any such later time as is specified therein; and, unless otherwise specified therein, the acceptance of such resignation by the Board shall not be necessary to make it effective.

Officers may be removed by the majority vote of the Board for just cause, as determined from time to time by the Board at their sole discretion, including, but not limited to, failure to perform or complete job responsibilities as prescribed in the procedural manual for that committee and/or Board position, or more than one unexcused Board meeting per year (not including any "special" meetings), and/or failure to maintain their membership in the Corporation in good standing. Any Officer removed from the Board for reasons stated above shall not be eligible to serve as an Officer for 24 months after their removal.

Section 9.05 Vacancies. Any vacancy of an officer caused by resignation, death, removal, disqualification or any other cause, may be filled by the President and ratified by a majority vote of the Board at the next Board meeting. A member so appointed to fill a vacancy as Officer shall serve out the remainder of that term. The appointee must meet the qualifications required for the vacant position.

Section 9.06 Duties of the Officers

1. **PRESIDENT.** The President shall be the Chief Executive Officer of the Corporation, shall preside over all meetings of the members and as Chair of the meetings of the Board, shall have general supervision, direction, and control of the internal business and affairs of the Corporation, shall be an ex-officio member of all Committees and in general shall perform all duties incident to the office of President and have such powers and duties as may be prescribed by the Board from time to time, or by these Bylaws. The outgoing President may serve two more years on the Board in an advisory capacity as a non-voting member of the Board of Directors.
2. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these bylaws, the President may, in the name of the Corporation, execute or designate another officer to execute such deeds, mortgages, bonds, contracts, checks or other

instruments which may be authorized from time-to-time by the Board

3. VICE PRESIDENT. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the office of the President. The Vice President shall perform such other duties as may be assigned from time to time by the President or by the Board. The Vice President may be the supervisor of the Annual Conference Committee.
4. SECRETARY. The Secretary shall keep the minutes of the meetings of the members in one or more books provided for that purpose. The minutes of meetings shall include but are not limited to the time and place of such meetings, whether regular or special, and if special, how authorized, the notice given, the names of those present at such meetings and the proceedings of such meetings. The Secretary shall be custodian of the records of the Corporation and keep them in safe custody. The Secretary shall see that all notices are duly given of all meetings of the Board as required by law or these Bylaws. In the absence or disability of the President and Vice President, the Secretary shall perform all the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Secretary shall also post the minutes of each Board meeting on the CALDA website.
5. TREASURER. The Treasurer shall have charge and custody of and shall be responsible for all funds of the Corporation, receive and give receipt for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in banks, trust companies or other depositories selected by the Board. The Treasurer shall reconcile the bank accounts on a monthly basis and electronically provide a reconciliation report to the Executive Board and forward a copy to the Association Administrative Office for filing with the Monthly Bank Statements, hard copies of which are kept by the Administrative Office. The Treasurer shall prepare a projected budget for the year based on anticipated income and expenditures. The Treasurer shall provide regular written quarterly reports including year to date budget income and expenditures concerning the financial affairs of the Corporation at each Board meeting, and in general perform all duties incident to the office of Treasurer and such duties as from time to time may be assigned by the President or the Board. The Treasurer shall submit a full report to the membership annually. If required by the Board or the voting members, the Treasurer shall give a bond or the faithful discharge of their duties in such sum and with such surety or sureties as shall be determined by the Board.-The Corporation will bear the cost of any bond. The books of account shall be open to inspection by any Board member providing reasonable notice is given to the Treasurer to provide the same. The books of account are to be kept current.

ARTICLE X COMMITTEES

Section 10.01 Committees In General. By a majority vote of the Board, the Board shall designate one or more standing committees, each consisting of not less than one (1) Director who shall serve as chairperson. The Chairperson of the committee shall be appointed by the President of the Corporation from the elected Directors. The Chairperson shall obtain potential committee member names from a list of interested members. The President may at any time establish one or more ad hoc committees whose members or chairperson may, but need not be, Directors. Such committees may perform such duties and take such actions as may be authorized by the Board.

Section 10.02 Rules. Each committee may adopt rules for its own governance, which shall not be inconsistent with these Bylaws or with the rules adopted by the Board. Each committee shall follow the **Procedural Manual guidelines** for that committee. Each committee chairperson shall ensure duties are assigned and carried out by committee members serving on the committees.

Section 10.03 Executive Committee. The Officers of this Corporation shall constitute the Executive Committee who shall have the power and authority of the Board to perform the necessary management of the business and affairs of the Corporation, *except with respect to:*

1. Filling of vacancies on the Board or on any committee that has the authority of the Board, except as provided for within these bylaws.
2. Allocating or spending any funds .
3. Fixing of compensation for any employees, contractors, agents of others
4. Amendment or repeal of bylaws or the adoption of any bylaws.
5. Amendment or repeal of any resolution or action of the Board which by its express terms is not so amenable or repealable.
6. Approval of any transaction to which this Corporation is a party and/or in which one or more of the Directors has a material financial interest, except as expressly provided in the California Corporation Law.

A majority of the Executive Committee is required to conduct business.

The Executive Committee shall keep regular minutes of its proceedings and cause them to be filed with the Secretary. All members of the Board shall be notified in writing by electronic or facsimile transmission of any decision made by or business conducted by the Executive Committee.

The Board of Directors, may, by a majority vote of Directors, designate additional members to serve on the Executive Committee.

Section 10.04 Committees. The committees of the Corporation shall consist of one or more committees appointed by a majority vote of the Board, each consisting of not less than one (1) Director who shall serve as chairperson. Refer to **CALDA Operations Manual** for current committee designations and status.

**ARTICLE XI
COMMITTEE CHAIRS**

Section 11.01 Resignation. Any Committee Chair may resign at any time by giving written notice to the President or the Secretary of the Corporation. Any such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and the acceptance of such resignation by the Board shall not be necessary to make it effective.

Section 11.02 Removal. Committee Chairs may be removed by the majority vote of the Board for just cause including, but not limited to, failure to perform or complete job responsibilities as prescribed in the procedural manual for that committee and/or Board position and/or failure to maintain a membership in the Corporation in good standing.

Section 11.03 Vacancies. Any vacancy in any Chair position caused by resignation, death, removal, disqualification or any other cause may be filled by appointment by the President or by a majority vote of the Board. The member appointed to hold that Chair position until the next annual election must meet the qualifications required for the vacant position.

Section 11.04 Fees and Compensation. Committee chairs shall not be compensated for their services in such capacity. Reimbursement of expenses that exceed the pre-approved proposed budget of said Chair may be made upon resolution of the Board after the chair submits the appropriate receipts as prescribed by the Chief Financial Officer.

Section 11.05 Chairs of the Committees and Duties. All Chairs of the Committees shall be Directors. Each Committee Chair shall hold that position for two (2) years unless they are a first year director and limited to one year, or is re-appointed as Chair of the same committee for the second year of his/her term as a Director. Each committee Chair shall be responsible for carrying out the duties and procedures established in the Procedural Manual for that Committee and shall prepare a proposed budget for the year for the committee to be presented to the Chief Financial Officer at the first Board meeting of the year.

**ARTICLE XII
CONTINUING EDUCATION**

Section 12.01 Required Use of Continuing Education Materials. All CALDA Seminars, Conferences, Chapters, Educational Broadcasts, and other events shall feature approved materials from CALDA's digital library.

**ARTICLE XIII
AMENDMENTS AND REVISIONS TO BYLAWS**

Section.13.01 Amendments to these Bylaws may be made only upon completion of the following:

1. An ad hoc Bylaws Committee appointed by the President for study, consideration and recommendation of the proposed amendment shall submit such amendment to the

Executive Committee for review at the earliest possible time, together with recommendation as to passage by the Board of Directors.

2. After review by the Executive Board, the President shall cause a copy of said proposed amendment to be delivered to each director at least two weeks prior to the next scheduled Board meeting at which time the matter will be presented to the Board of Directors for a vote.

Section 13.02 Amendments and Revisions. Subject to the adopted parliamentary authority of this Corporation, these Bylaws or any part thereof may be altered, amended or repealed or new Bylaws adopted by approval of a simple majority of the votes cast by voting members of this Corporation. Amendments to the Bylaws or a revised set of Bylaws become effective immediately after the vote adopting the new revision. However, changes to conform to existing law, and corrections of clerical and grammatical errors may be made with Board approval.

Section 13.03 Procedures for Amendments and Revisions. All material changes to the Bylaws shall be reviewed by a corporate attorney for accuracy and consistency. After approval by the Board, a copy of the proposed revised Bylaws or amendment(s) shall be posted to the Corporation's website and shall be emailed to all voting members of the Corporation to the last known email address of the member so that each eligible member can cast a vote on whether to adopt said changes to the Bylaws.

ARTICLE XIV BUSINESS TRANSACTIONS

Section 14.01 Contracts and Execution of Instruments. All contracts or other instruments requiring execution by the Corporation in the normal course of business shall be signed by the President or an officer designated by the President. No other contracts or other instruments may be entered into or signed on behalf of the Corporation unless authorized by a resolution of the Board.

Section 14.02 Loans. No loans shall be contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. No loans shall be made by the Corporation to its officers, Directors or members.

Section 14.03 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other such federally insured depositories as approved by the Board.

Section 14.04 Contributions. The Board may accept gifts, bequests or contributions for or on behalf of the Corporation for the public purpose of this Corporation.

Section 14.05 Disbursements and Expenditures. Any receipts for expenses are to be presented to the Treasurer and Association Management within 14 days of expenditure. Any additions to this section shall be set forth in the Operations Procedures Manual

**ARTICLE XV
FISCAL YEAR, CORPORATE RECORDS AND REPORTS**

Section 15.01 Fiscal Year. The financial year of the Corporation shall be from January 1 through December 31 of each year.

Section 15.02 Keeping Records. The Corporation must keep adequate and correct records of accounts and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation must also keep a record of its members giving their names and addresses and the class of membership held by each. The minutes will be kept in written form. Other books and records will be kept in either written form or in any other form capable of being converted into written form. Such records are located at the Corporation's principal place of business.

Section 15.03 Annual Report. The Corporation will provide membership with a financial report annually. The annual report will be prepared not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. The annual report must contain in appropriate detail all the information required by California Corporations Code Section 8321, specifically, (1) A balance sheet as of the end of the fiscal year and an income statement and statement of changes in financial position for the fiscal year; (2) A statement of the place where the names and addresses of the current members are located; and (3) Any information concerning certain transactions and indemnifications required by Corporations Code Section 8322.

The annual report must be accompanied by any report of independent accountants. However, if there is no report by independent accountants, the certificate of any authorized officer of the Corporation that the statements were prepared without audit from the books and records of the Corporation.

Section 15.04 Inspection of Articles and Bylaws. This corporation shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the members at all reasonable times during office hours. If the corporation has no business office in California, the secretary shall, on the written request of any member, furnish to that member a copy of the articles of incorporation and bylaws, as amended to the current date.

Section 15.05 Annual Statement of Certain Transactions and Indemnifications. The Corporation must furnish annually to its members a statement of any transaction or indemnification described in Corporations Code Section 8322(d) and (e), if that transaction

or indemnification took place. The annual statement must be affixed to and sent with the annual report described in Section 14.03 of these Bylaws.

ARTICLE XVI EMERGENCY PROVISIONS

Section 16.01 Emergency. The emergency Bylaw provisions of this section are adopted in accordance with Corporations Code. Notwithstanding anything to the contrary herein, this section applies solely during an emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements of these Bylaws:

1. A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or regardless of cause, any fire, flood, or explosion;
2. An attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;
3. An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or
4. A state of emergency proclaimed by the governor of the state in which one or more Directors are resident, or by the President of the United States.

Section 16.02 Emergency Action. During an emergency, the board may:

1. Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent resulting from the emergency;
2. Relocate the principal office or authorize the officers to do so;
3. Give notice to a director or directors in any practicable manner under the circumstances, including, but not limited to, by publication and radio, when notice of a meeting of the board cannot be given to that director or directors in the manner prescribed by these Bylaws; and
4. Deem that one or more officers present at a board meeting is a director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum. During an emergency the board may not take any action that is not in the Corporation's ordinary course of business. Any actions taken in good faith during an emergency under this section may not be used to impose liability on a director, officer, employee, or agent.

ARTICLE-XVII MISCELLANEOUS


Section 17.01 Disposition of Assets. No director, officer, employee or other person connected with this Corporation shall be entitled to share in the distribution of, and shall not receive any of the corporate assets on dissolution of the Corporation. Assets shall be distributed to another nonprofit organization as determined by the Board of Directors.

Section 17.02 Rules of Order. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not consistent with these Bylaws and any special rules of order the Corporation may adopt.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of CALDA, a California nonprofit mutual benefit corporation; that these bylaws, consisting of **Twenty-three (23)** pages, are the bylaws of this corporation as approved by the board of directors on **July 25, 2023** and approved by the membership on **August 12, 2023**; and that these bylaws have not been amended or modified since the latter date.

Executed on **September 8, 2023**, at Gold River, California.

A handwritten signature in black ink, appearing to read 'J. Barei', written over a horizontal line.

JENNY BAREI, Secretary