

BYLAWS OF THE INTERNATIONAL TRANSACTIONAL ANALYSIS ASSOCIATION

A California Nonprofit Public Benefit Corporation

ARTICLE 1: Corporate Name and Principal Office.

1.1 The name of this corporation is the International Transactional Analysis Association.

1.2 The principal office for the transaction of the activities and affairs of this corporation may be established at any place or places within or without the State of California by resolution of the Board of Trustees, and its mailing address shall be 5932 Corte Cerritos, Pleasanton, CA 94566-5880

1.2.1 The Board of Trustees may change the location of the principal office. This article may be amended to state the new location.

1.2.2 The Board of Trustees may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

ARTICLE 2: Purpose.

2.1 General Purpose. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California ("California Nonprofit Corporation Law") for public and charitable purposes.

2.2 Specific Purpose. The specific purpose of this corporation shall be to promote awareness and understanding of Transactional Analysis (sometimes referred to as "TA"), a psychology of human behavior, communication, and problem solving, designed to enhance the life of individuals, groups, organizations, and communities and to carry on other charitable and educational activities associated with this goal as allowed by law.

ARTICLE 3: CONSTRUCTION

3.1 Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

3.2 Notifications.

3.2.1 Notification from the corporation to members and notification from members to the corporation shall adhere to the provisions of California Nonprofit Corporation Law.

3.2.2 The Board of Trustees shall, from time to time, develop and publish procedures for electronic communications between members and the corporation as prescribed by the provisions of California Corporations Code §20 and §21. No electronic communication from the corporation to its member will be valid for purposes of notice required herein without the member first having given unrevoked written consent to such electronic communication.

ARTICLE 4: IRREVOCABLE DEDICATION OF ASSETS

4.1 Irrevocable Dedication. This corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any trustee or officer of the corporation.

4.2 Distribution of Assets on Dissolution. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code §501(c)(3).

4.3 Limitations.

4.3.1 Political Activities. This corporation has been formed under the California Nonprofit Corporation Law for the public and charitable purposes described in Article 3, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

4.3.2 Prohibited Activities. The corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3. The corporation may not carry on any activity for the profit of its officers, trustees (directors) or other persons or distribute any gains, profits or dividends to its officers, trustees or other persons as such. Furthermore, nothing in Article 3 shall be construed as allowing the corporation to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE 5: MEMBERSHIP

5.1 Classes of Membership: The corporation shall have members within the meaning of the California Nonprofit Corporation Law. Classes of membership may be established by the Board of Trustees (the "BOT"). The rights and obligations of members are established in the Articles of Incorporation, the Bylaws and the resolutions adopted by the Board of Trustees or the voting members. The BOT shall also determine and publish, from time to time, the qualifications, membership dues, and benefits applicable to each class. In applying for membership, applicants agree to abide with these Bylaws. The classes of members shall be as follows:

5.1.1 Full Member. Full members are voting members, and shall include any applicant who submits an application in the form approved by the BOT and the requisite membership fee, including but not limited to those individuals who hold an IBOC recognized certification (i.e. CTA, PTSTA, TTA, STA, or TSTA).

5.1.2 Supporting Member. Supporting Members are voting members who pay a lesser fee and receive benefits as determined by the BOT.

5.1.3 Student Member. Student Members are voting members who pay a reduced fee and receive benefits as determined by the BOT.

5.1.3.1 Qualification. Admission to this class is appropriate for individuals who are students of Transactional Analysis with pre-Certified Transactional Analyst trainee status or full time university students. Applicants must provide endorsement by either a Provisional Training and Supervising Analyst, a Training and Supervising Transactional Analyst or a *bona fide* university.

5.1.4 Honorary Member. Honorary Members are voting members appointed from time to time by the BOT; they receive membership benefits without fee for whatever period is determined by the BOT.

5.1.5 Retired Member. Regular Members who have retired from employment and/or practice may apply for a reduction in fee and are voting members

5.2 Qualifications for All Members. Any natural person dedicated to the general and specific purposes of the ITAA corporation and meeting the qualifications of Article 5, Item 5.1 shall be eligible for membership on approval of the membership application and payment of such dues and fees as determined by the Board of Trustees.

5.3 Membership Rights. All voting members in good standing as described in Article 5.6, shall have the right to vote on: 1) the election of Trustees, 2) disposition of all or substantially all of the corporation's assets, 3) any merger and its principal terms and any amendment of those terms, and 4) on any election to dissolve the corporation. Members shall have all rights of statutory members specified by California Nonprofit Public Benefit Corporation Law.

5.4 Dues, Fees, and Assessments. Each member must pay, within the time and on the conditions set by the Board of Trustees, the dues, fees, and assessments in amounts to be fixed from time to time by the Board of Trustees. The dues, fees, and assessments shall be equal for all members of each class, but the Board of Trustees may, in its discretion, set different dues, fees, and assessments for each class.

5.6 Good Standing. Members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended shall be members in good standing.

5.7 Termination of Membership. A membership shall terminate on occurrence of any of the following events:

5.7.1 Resignation of the member;

5.7.2 Expiration of the term of membership if membership has been granted for a period of time;

5.7.3 Failure to pay dues, fees, or assessments within 90 days after they are due and payable;

5.7.4 Termination of membership under Article 5.9 of these Bylaws based on the good faith determination by the Board of Trustees, or a committee or person

authorized by the Board of Trustees to make such a determination, 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; or

5.7.5 Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications.

5.8 Suspension of Membership. A membership may be suspended, based on the good faith determination by the Board of Trustees, or a committee or person authorized by the Board of Trustees to make such a determination, 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.

5.8.1 A person whose membership is suspended may not exercise any privileges or rights of a member during the period of suspension.

5.9 Procedure. If grounds appear to exist for terminating or suspending a membership under Article 5, Item 5.7 and 5.8 of these Bylaws, the following procedure shall be followed:

5.9.1 The Board of Trustees shall give the member at least 15 days' prior written notice of the proposed suspension or termination and the specific reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.

5.9.2 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 suspension or termination. The hearing shall be held, or the written statement considered, by the Board of Trustees or by a committee or person authorized by the Board of Trustees to determine whether the suspension or termination should occur.

5.9.3 The Board of Trustees, committee, or person shall determine whether the membership should be suspended, expelled, or the member sanctioned in any reasonable way. The decision of the Board of Trustees, committee, or person shall be final.

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

5.10 Memberships as Not Transferable. No membership or right arising from membership shall be transferred. Subject to Article 5, item 5.3 of these Bylaws, all membership rights cease on the member's death.

5.11 No Fractional Memberships. A membership in the ITAA must be held by a qualified natural person, and may not be shared or co-owned with any other person.

ARTICLE 6: MEETINGS

- 6.1 Annual Meeting. There shall be an Annual General Meeting of the voting members in the second semester of each calendar year on the date designated by the Board of Trustees. The date, time and place of the meeting shall be designated by the Board of Trustees and noticed to the members as provided in Article 6, Item 6.5 of these Bylaws.
- 6.2 Location of Meetings. Meetings of the members shall be held at any place within or outside California designated by the Board of Trustees or by the written consent of all members entitled to vote at the meeting, given before or at the meeting. In the absence of any such designation, members' meetings shall be held at the corporation's principal office.
- 6.2.1 Electronic Communications. The Board of Trustees may establish procedures, subject to the provisions of California Corporations Code §20 and §21, to authorize members to receive notice of and participate in membership meetings electronically. Electronic communications that meet the requirements of this Article 6.2.1, including but not limited to notices of membership meetings, shall be treated as "written" according to the provisions of California Corporations Code §5079. Meetings of members may be held electronically so long as they meet the standards of California Corporations Code §5510(f).
- 6.3 Extraordinary General Meetings
- 6.3.1. The Board of Trustees may determine the need for an Extraordinary General Meeting of the members. The president of the BOT or a majority of the BOT then in office may call an Extraordinary General Meeting. Notice of such meetings must be given at least sixty days but not more than ninety days prior to the date of the meeting. The date, time and place of the meeting shall be designated by the Board of Trustees and noticed to the members as provided in Article 6, Item 6.5 of these Bylaws.
- 6.3.2 For an Extraordinary General Meeting, the Board of Trustees will include with the notice the agenda of items for action.
- 6.3.3 In addition to the items in the agenda, any member attending may introduce any item deemed appropriate for consideration by the members.
- 6.4 Special Meetings. The President or 5 percent or more of the members, may call a special meeting of the members for any lawful purpose at any time.
- 6.4.1 A special meeting called by any person entitled to call a meeting of the members shall be called by written request, specifying the general nature of the business proposed to be transacted, and addressed to the attention of and submitted to the president or the secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, under Article 6, Item 6.5 of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board of Trustees.
- 6.4.1.1 However, the meeting date shall be at least 35 but no more than 90 days after receipt of the request.

- 6.4.1.2 If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice.
- 6.4.1.3 No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.
- 6.5 Written Notice Required. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each member entitled to vote at that meeting.
- 6.5.1 The notice shall specify the place, date, and hour of the meeting, and the means of transmission by and to the corporation, using available information technology by which members may participate in the meeting.
- 6.5.2 For the meeting, the notice shall state the matters that the Board of Trustees, at the time notice is given, intends to present for action by the members.
- 6.5.3 For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted.
- 6.6 Nothing in this Article shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the Board of Trustees calls the meeting.
- 6.7 Notice of Certain Agenda Items. Approval by the members of any of the following actions, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposed action or actions:
- 6.7.1 Removing a trustee without cause;
- 6.7.2 Filling vacancies on the Board of Trustees;
- 6.7.3 Amending the Articles of Incorporation;
- 6.7.4 Amending the Bylaws of the corporation to restrict, create, or expand proxy rights; or
- 6.7.5 Electing to wind up and dissolve the corporation.
- 6.8 Notice Requirements. Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally, by electronic transmission by the corporation (subject to compliance with §§20 and 21 of the California Corporations Code and any procedure adopted by the BOT establishing procedures for electronic communications), or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either:

- 6.8.1 notice is sent to that member by first-class mail or facsimile or other written communication from the corporation's principal office or
- 6.8.2 notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.
- 6.9 Electronic Notice. Consistent with the provisions of the California Corporations Code, notice given by electronic transmission by the corporation shall be valid only if delivered:
- 6.9.1 by facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation;
- 6.9.2 by posting on an electronic message board or network that the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or
- 6.9.3 by other means of electronic communication;
- 6.9.3.1 To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and
- 6.9.3.2 That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.
- 6.10 Notwithstanding the foregoing:
- 6.10.1 An electronic transmission by this corporation to a member is not authorized unless, in addition to satisfying the requirements of this article, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to:
- 6.10.1.1 any right of the recipient to have the record provided or made available on paper in non-electronic form,
- 6.10.1.2 whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation, and
- 6.10.1.3 the procedures the recipient must use to withdraw consent.
- 6.10.2 Notice shall not be given by electronic transmission by the corporation after either of the following:
- 6.10.2.1 the corporation is unable to deliver two consecutive notices to the member by that means, or
- 6.10.2.2 the inability so to deliver the notices to the member becomes known to the secretary, any assistant secretary, or any other person responsible for the giving of the notice.

- 6.11 Affidavit of Mailing. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the secretary, assistant secretary, or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.
- 6.12 Quorum.
- 6.12.1 Fifty (50) of the voting members, or five percent (5%) of the voting members, whichever is the smaller, shall constitute a quorum for the transaction of business at any meeting of members.
- 6.12.2 A quorum includes proxies.
- 6.12.3 If the quorum is less than one-third (1/3) of the voting membership, the members may act only on matters the general nature of which were mentioned in the notice of the meeting.
- 6.12.4 Once a quorum is present, the members may take valid action even though members leave the meeting so that less than a quorum remains.
- 6.13 If no quorum is present within thirty (30) minutes of the announced starting time, then the meeting lapses, and no action may be taken without re-noticing the meeting or waiver of same by following the procedures set forth in Article 7, VOTING.
- 6.13.1 If, however, the attendance at any general or annual meeting, whether in person or by proxy, is less than one-third of the voting power, the members may vote only on matters as to which notice of their general nature was given under Article 6, Item 6.7 of these Bylaws.
- 6.14 Except as otherwise required by law, the Articles, or these Bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

ARTICLE 7. VOTING

- 7.1 Eligibility to Vote. Subject to the California Nonprofit Public Benefit Corporation Law, Members with voting privileges in good standing on the record date as determined under Article 5, Item 5.6 of these Bylaws shall be entitled to vote at any meeting of members.
- 7.2 Manner of Voting. Voting may be by voice or by ballot, except that any election of trustees must be by ballot.
- 7.3 Number of Votes. Each member entitled to vote may cast one vote on each matter submitted to a vote of the members.
- 7.4 Majority Approval. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members.

7.5 Waiver of Notice or Consent. The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if:

7.5.1 a quorum is present either in person or by proxy, and

7.5.2 either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

7.6 A member's attendance at a meeting shall also constitute a waiver, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

7.7 Action by Unanimous Written Consent. Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

7.8 Action by Written Ballot. Any action that members may take at any meeting of members may also be taken without a meeting.

7.8.1 Solicitation of Ballots. This corporation shall distribute one written ballot to each member entitled to vote on the matter. The ballot and any related material may be sent by electronic transmission by the corporation, and responses may be returned to the corporation by electronic transmission. All solicitations of votes by written ballot shall:

7.8.1.1 state the number of responses needed to meet the quorum requirement;

7.8.1.2 state, with respect to ballots other than for election of trustees, the percentage of approvals necessary to pass the measure or measures; and

7.8.1.3 specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall:

7.8.1.3.1 set forth the proposed action;

7.8.1.3.2 give the members an opportunity to specify approval or disapproval of each proposal; and

7.8.1.3.3 provide a reasonable time in which to return the ballot to the corporation.

- 7.8.2 If the corporation has 100 or more members, any written ballot distributed to ten or more members shall provide that, subject to reasonable specified conditions, if the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification.
- 7.8.3 In any election of trustees, a written ballot that a member marks “withhold,” or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a trustee.
- 7.8.4 Approval Requirements. Approval by written ballot shall be valid only when:
- 7.8.4.1 the number of votes cast by ballot (including ballots that are marked “withhold” or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and
 - 7.8.4.2 the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.
- 7.8.5 Written Ballots as Irrevocable. A written ballot may not be revoked.
- 7.8.6 Filing Ballots. All written ballots shall be filed with the secretary of the corporation and maintained in the corporate records for at least 2 years.
- 7.9 Record Date. For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board of Trustees may, in advance, fix a record date.
- 7.9.1 The record date so fixed for sending notice of a meeting shall be no more than 90 nor less than 10 days before the date of the meeting;
 - 7.9.2 Voting at a meeting shall be no more than 60 days before the date of the meeting;
 - 7.9.3 Voting by written ballot shall be no more than 60 days before the day on which the first written ballot is mailed or solicited; and
 - 7.9.4 Taking any other action shall be no more than 60 days before that action.
 - 7.9.5 If not otherwise fixed by the Board of Trustees, the record date for determining members entitled to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held.
 - 7.9.6 If not otherwise fixed by the Board of Trustees, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held.

7.9.7 If not otherwise fixed by the Board of Trustees, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

7.9.8 If not otherwise fixed by the Board of Trustees, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board of Trustees adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

7.9.9 For purposes of Article 7.9 of these Bylaws, a person holding a membership at the close of business on the record date shall be a member of record.

7.10 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, facsimile transmission, or otherwise.

7.10.1 Solicited Proxies. If the corporation has 100 or more members, any form of proxy distributed to 10 or more members 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 trustees, any form of proxy that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote for the election of trustees is withheld, shall not be voted either for or against the election of a trustee.

7.10.2 Subject Matter of Proxy to Be Stated. Any 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 or, in an election of trustees, the proxy lists the persons who have been nominated at the time the notice of the vote is given to the members. Such matters include amendments of the articles of incorporation or Bylaws changing proxy rights; certain other amendments of the articles of incorporation; removal of trustees without cause; filling vacancies on the Board of Trustees; 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; or the election to dissolve the corporation.

7.10.3 Expiration and Revocability of Proxies. No proxy shall be valid after the expiration of 11 months from the date of the proxy, unless provided otherwise in the proxy, except that the maximum term of a proxy shall be 3 years after the date of execution. A validly executed proxy shall continue in full force and effect until either

7.10.3.1 It is revoked by the member executing it, before the vote is cast under that proxy,

7.10.3.2 by a writing delivered to the corporation stating that the proxy is revoked, or

7.10.3.3 by a subsequent proxy executed by that member and presented to the meeting, or

7.10.3.4 as to any meeting, by that member's personal attendance and voting at the meeting; or

7.10.3.5 written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote under that proxy is counted.

7.10.3.6 A proxy may not be irrevocable.

7.11 Adjournment:

7.11.1 Notice. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy.

7.11.2 No meeting may be adjourned for more than 45 days.

7.11.3 When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned (or the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which members may participate) are announced at the meeting at which adjournment is taken. If, after adjournment, a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting.

7.11.4 At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

ARTICLE 8: BOARD OF TRUSTEES

8.1 General Powers of Board of Trustees. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws regarding actions that require approval of the members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Trustees, which serves also as the Board of Directors of the corporation, as identified in the California Corporations Code. The rights, obligations and duties of all Trustees shall be identical, and shall be the rights, obligations and duties assigned to "directors" of California nonprofit corporations, as specified by the California Corporations Code.

8.2 Specific Powers of Board of Trustees. Without prejudice to the general powers set forth in Article 8, Item 8.1 of these Bylaws, but subject to the same limitations, the Board of Trustees shall have the power to do the following:

8.2.1 Prescribe the powers and duties for all corporate officers, agents, and employees as are consistent with the law, the Articles of Incorporation, and these Bylaws; fix their compensation; and require from them security for faithful service.

8.2.2 Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of members.

8.2.3 Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

8.3 Number and Qualifications of Trustees. The Board of Trustees shall consist of at least 9, but no more than 20 trustees unless changed by amendment to these Bylaws. The exact number of trustees shall be fixed, within those limits, by a resolution adopted by the Board of Trustees. All Members in good standing with voting privileges are qualified to be elected to the Board of Trustees.

8.3.1 Composition of the Board of Trustees. The Board of Trustees shall be composed of the elected officers and at large trustees. At large trustees shall consist of those representing geographic regions as determined by the Board of Trustees, from time to time, and such additional trustees as determined by the Board of Trustees. No redistricting or revision of a region will serve to divest a properly elected trustee from completing the term of office for which he or she is elected.

8.3.2 Interested Persons as Trustees. No more than forty-nine (49) percent of the persons serving on the Board of Trustees may be "interested persons." An interested person is:

8.3.2.1 any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a trustee as trustee; and

8.3.2.2 any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person, or the registered domestic partner of any of the foregoing persons. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

8.4 Term of Office:

8.4.1 Regardless of the class in which a Trustee belongs, no Trustee shall serve more than two successive terms as a member of the Board of Trustees.

8.4.2 The president may serve on the Board of Trustees for a maximum of four successive terms as follows: One year as president-elect, two years as president, one year as past president and one three-year term as a trustee, either before or after serving in the presidential series of terms in office.

8.4.3 The president-elect shall serve a one-year term, during the second year of the term of the president.

8.4.4 The past president shall serve a one-year term following completion of the second year of presidency.

8.4.5 The terms of office for other office bearers and Trustees will be staggered to allow for elections that provide continuity for the Board of Trustees. The staggering of these terms of office will be determined by action of the Board of Trustees.

8.4.6 Office Commences: All Trustees and office bearers shall commence their terms of office beginning immediately after the Annual General Meeting of the membership.

8.4.7 There shall be no non-voting trustees on the Board of Trustees.

8.5 Nomination of Candidates for Election to the Board of Trustees

8.5.1 Nominations by the Nominating Committee

8.5.1.1 The Nominating Committee shall nominate its recommended candidates for election to fill vacant positions at least 45 days before the date of any election of trustees.

8.5.1.2 At least 30 days before the date mailing of ballots, the Nominating Committee shall submit a report to the Board of Trustees that identifies all nominees for office.

8.5.1.3 When members of a geographic region do not nominate a member-at-large trustee, the Nominating Committee may identify a nominee for such region.

8.5.2 Nominations by Members.

8.5.2.1 Nominations for officers. Any member with voting privilege and in good standing may nominate members for trustees or officers.

8.5.2.2 Nominations for member-at-large trustees with geographic region responsibilities may be made by members resident in the geographic regions established by the Board of Trustees.

8.5.2.3 Nominations of other member-at-large trustees. When such a position is open, any voting member may nominate.

8.5.3 Agreement to nomination. To be validly nominated, the person nominated must agree to accept the nomination. Members in good standing and with voting privileges may nominate themselves.

8.5.4 Nomination of a member is required for being elected as an officer or member-at-large trustee.

8.5.5 Nominee's Right to Solicit Votes. The Board of Trustees shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to

members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

8.5.6 Use of Corporate Funds. If more people have been nominated for trustee than can be elected, no corporate funds may be expended to support a nominee.

8.6 Voting for Officers and Trustees

8.6.1 Notice of Elections. At least 30 days prior to the closing date for nominations, the nominating committee will announce, in the newsletter and in a post on the website, that nominations for vacant positions for the next year are open.

8.6.2 Closing date. The closing date for all nominations to reach the corporation's principal office will be in first week in February, or at least six months before the scheduled annual meeting of the members, whichever is sooner, with date and hour to be specified in the announcement of the Nominating committee.

8.6.3 Ballots. When there is more than one nominee for a position, a ballot shall be mailed to all voting members no later than 45 days after the close of nominations.

8.6.3.1 Elections that require a membership vote may be conducted via paper ballots or by electronic means, subject to reasonable procedures to be adopted by the Board of Trustees from time to time.

8.6.3.2 When paper ballots are used, they shall must arrive at the principle office or other designated address no later than 45 days following the mailing of ballots.

8.6.3.3 If electronic voting is offered, in order to be counted, ballots must be cast through the media in order to arrive at the corporation's office within 45 days following the electronic distribution of ballots.

8.6.3.4 The Board of Trustees shall, from time to time, adopt and publish reasonable procedures to obtain the members' consent to electronic receipt of notice, proxy solicitation, and voting by electronic transmission, or in the alternative, to permit the members to receive written notice, proxy solicitations, and ballots and return such proxies and ballots to the corporation.

8.6.4 Voting privilege and limitation. Each voting member in good standing shall be entitled to cast one vote for each vacancy, but shall not be entitled to cumulate votes.

8.6.5 If only one candidate for officer or trustee has been nominated, the nominee shall be declared as elected.

8.6.6 If no candidate for officer or trustee has been nominated by either the Nominating Committee or a member, then the Board of Trustees shall declare a vacancy, and shall appoint a member to serve the full term of the vacant position.

8.6.7 Election Results. Results shall be announced within 45 days after the results are determined. Announcement of results to the membership shall be published in the

next general publication of the corporation's newsletter and on the corporation's website.

8.6.8 Election of President-Elect. The election of the President-Elect shall be by a majority of the voting members in a meeting or election in which a quorum of members is represented in person or by proxy. Should there be multiple nominees, and if the initial ballot does not produce such a majority, a run-off election will be held between the two candidates with the highest number of votes in the initial round, and the candidate with the highest number of votes will be elected. The BOT may from time to time, adopt and publish reasonable procedures, consistent with the provisions of these Bylaws and applicable provisions of law, to conduct run-off elections so long as a quorum of members is present or represented by proxy.

8.7 Vacancies on Board of Trustees. A vacancy or vacancies on the Board of Trustees shall occur in the event of:

8.7.1 the death, removal, or resignation of any trustee; provided, however, that a trustee who was appointed as a trustee, rather than elected by the members, may be removed by the person or persons who appointed that trustee, and may not be removed without the written consent of that person.

8.7.2 the declaration by resolution of the Board of Trustees of a vacancy in the office of a trustee who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court of competent jurisdiction to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3;

8.7.3 the vote of a majority of all members, to remove the trustee; provided that any trustee elected by the vote of members of a geographic region, voting as such, rather than by all members of the corporation, may be removed only by the vote of the members of that region.

8.7.4 the increase of the authorized number of at large trustees; or

8.7.5 the failure of the members, to elect the number of trustees required.

8.8 Resignation of Trustees. Except as provided below, any trustee may resign by giving written notice to the president or the secretary of the corporation. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a trustee's resignation is effective at a later time, the Board of Trustees may appoint a successor to take office as of the date when the resignation becomes effective.

8.8.1 Except on notice to and approval of the California Attorney General, no trustee may resign if the corporation would be left without a duly elected trustee.

8.9 Removal of Trustees.

8.9.1 Trustees shall not be removed without cause, except by the approval of the voting members. Approval by or of the members means approval or ratified by the affirmative vote of a majority of the votes represented and voting at a duly held

meeting at which a quorum is present, or written ballot conducted in compliance with the California Nonprofit Corporations Law.

8.9.2 The Board of Trustees may declare vacant the office of a trustee who has been declared of unsound mind by a final order of a court or convicted of a felony, or has been found by a final order or judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Corporations Law (Standards of Conduct), or if at the time the trustee was elected, the bylaws of this corporation specified that a trustee could be removed for missing a specified number of board meetings and failed to attend the specified number of meetings. Additionally, the Board of Trustees may, by a majority of trustees who meet all of the required qualifications to be a trustee, may declare vacant the office of any trustee who fails or ceases to meet any required qualification that was in effect at the beginning of that trustee's current term of office.

8.9.3 Any trustee who does not attend three successive Board of Trustees meetings will automatically be disqualified from serving on the Board of Trustees and the office of such trustee declared vacant, unless:

8.9.3.1 The trustee has given reasonable prior notice of inability to attend, or,

8.9.3.2 The trustee requests a leave of absence for a limited period not to exceed 30 days, and the trustees at a regular or special meeting approve the leave on good cause shown. If such leave is granted, the number of Board of Trustees members will be temporarily reduced by one in determining whether a quorum is or is not present;

8.9.3.3 The trustee suffers from an illness or disability which prevents him or her from attending meetings, and the Board of Trustees by resolution waives the automatic disqualification under this subsection; or

8.9.3.4 The Board of Trustees by resolution adopted within 30 days following the date of disqualification of the trustee, upon good cause shown, agrees to reinstate the trustee who has missed three successive meetings.

8.9.4 Any vacancy caused by the disqualification or removal of a trustee shall be filled as provided in Article 8, Item 8.10.1.

8.10 Vacancies

8.10.1 Vacancies Filled by Board of Trustees. Except for a vacancy created by the removal of a trustee by the members, vacancies on the Board of Trustees may be filled by approval of the Board of Trustees or, if the number of trustees then in office is less than a quorum, by

8.10.1.1 the unanimous written consent of the trustees then in office,

8.10.1.2 the affirmative vote of a majority of the trustees then in office at a meeting held according to notice or waivers of notice complying with Corporations Code 5211, or

8.10.1.3 a sole remaining trustee.

8.11 Any reduction of the authorized number of trustees shall not result in any trustee's being removed before his or her term of office expires.

8.12 Duties of a trustee.

8.12.1 A Trustee shall perform the duties of a Trustee, including duties as a member of any committee of the Board of Trustees on which the Trustee may serve, in good faith, with fair dealing, honesty, loyalty, diligence, and due care in a manner such Trustee believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

8.12.2 In performing the duties of a Trustee, a Trustee shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

8.12.2.1 One or more officers or employees of the corporation whom the Trustee believes to be reliable and competent in the matters presented;

8.12.2.2 Counsel, independent accountants or other persons as to matters which the Trustee believes to be within such person's professional or expert competence; or

8.12.2.3 A committee of the Board of Trustees upon which the Trustee does not serve, as to matters within its designated authority, which committee the Trustee believes to merit confidence, so long as in any such case, the Trustee acts in good faith, after reasonable inquiry when the deed therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

8.12.3 A person who performs the duties of a Trustee in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Trustee, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the corporation or assets held by it, are dedicated.

8.13 Trustee Compensation. The Trustees and committee members shall not receive any compensation for their services as Trustees or committee members. The Board of Trustees may, however, by resolution, reimburse any Trustee or committee member for all or any portion of the expenses incurred by such Trustee or committee member in attending any meeting of the Board of Trustees, provided that written evidence of all such expenses shall be filed with the Treasurer of the corporation before such reimbursement shall be made. This article shall not preclude any Trustee or committee member from serving the corporation in any other capacity and receiving reasonable compensation.

ARTICLE 9: BOARD OF TRUSTEES MEETINGS

9.1 Location of Board of Trustees Meetings. Meetings of the Board of Trustees shall be held at any place within or outside California that has been designated by resolution

of the Board of Trustees or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

9.2 Meetings by Telecommunication. Any Board of Trustees meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this article shall constitute presence in person at the meeting if both the following apply:

9.2.1 Each member participating in the meeting can communicate concurrently with all other members.

9.2.2 Each member is provided the means of participating in all matters before the Board of Trustees, including the capacity to propose or to interpose an objection to, a specific action to be taken by the corporation.

9.3 Meetings associated with Membership meetings. Immediately before any meeting of members, the Board of Trustees shall hold a meeting for purposes of organization, and transaction of other business. Separate notice of this meeting is not required.

9.4 Other meetings of the Board of Trustees may be held without notice at such time and place as the Board of Trustees may fix from time to time.

9.5 Special Meetings. Special meetings of the Board of Trustees for any purpose may be called at any time by the president or any two trustees.

9.5.1 Notice of the time and place of special meetings shall be given to each trustee at least 7 days in advance by:

9.5.1.1 personal delivery of written notice;

9.5.1.2 first-class mail, postage prepaid;

9.5.1.3 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 trustee or to a person at the trustee's office who would reasonably be expected to communicate that notice promptly to the trustee;

9.5.1.4 facsimile;

9.5.1.5 electronic mail; or

9.5.1.6 other electronic means.

9.5.1.7 All such facsimile, emailed or electronic notices are subject to the consent provision of California Corporations Code §20, and shall be given or sent to the trustee's address or telephone number or email address as shown on the corporation's records.

9.6 Notices sent by first-class mail shall be deposited in the United States mails at least 30 days before the time set for the meeting.

9.6.1 Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, or sent, respectively, at least 7 days before the time set for the meeting.

9.6.2 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.

9.7 Quorum.

9.7.1 A majority of the authorized number of trustees, which includes both officers and at large trustees, shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the trustees present at a duly held meeting at which a quorum is present shall be an act of the Board of Trustees, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to:

9.7.1.1 approval of contracts or transactions in which a trustee has a direct or indirect material financial interest,

9.7.1.2 approval of certain transactions between corporations having common trusteeships,

9.7.1.3 creation of and appointments to committees of the Board of Trustees, and

9.7.1.4 indemnification of trustees.

9.8 A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some trustees from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

9.9 Waiver of Notice. Notice of a meeting need not be given to any trustee 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 trustee who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

9.10 Adjournment. A majority of the trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place.

9.10.1 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 trustees who were not present at the time of the adjournment.

9.11 Board of Trustees Action without Meeting. Any action that the Board of Trustees is required or permitted to take may be taken without a meeting if all Board of Trustees members consent in writing to the action; provided, however, that the consent of any trustee who has a material financial interest in a transaction to which the corporation is a party and who is an "interested trustee" as defined in Corporations Code §5233 shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board of Trustees. All such consents shall be filed with the minutes of the proceedings of the Board of Trustees.

ARTICLE 10: BOARD OF TRUSTEES COMMITTEES

10.1 The Board of Trustees, by resolution adopted by a majority of the trustees then in office, may create one or more committees, each consisting of two or more trustees and no one who is not a trustee, to serve at the pleasure of the Board of Trustees.

10.1.1 Appointments to committees of the Board of Trustees shall be by majority vote of the trustees then in office. The Board of Trustees may appoint one or more trustees as alternate members of any such committee, who may replace any absent member at any meeting.

10.1.2 Any such committee shall have all the authority of the Board of Trustees, to the extent provided in the Board of Trustees resolution, except that no committee may do the following:

10.1.2.1 Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;

10.1.2.2 Fill vacancies on the Board of Trustees or any committee of the Board of Trustees;

10.1.2.3 Fix compensation of the trustees for serving on the Board of Trustees or on any committee;

10.1.2.4 Amend or repeal Bylaws or adopt new Bylaws;

10.1.2.5 Amend or repeal any resolution of the Board of Trustees that by its express terms is not so amendable or repealable; or

10.1.2.6 Create any other committees of the Board of Trustees or appoint the members of committees of the Board of Trustees; or

10.1.2.7 Expend corporate funds to support a nominee for trustee if more people have been nominated for trustee than can be elected; or

10.1.2.8 Approve any contract or transaction to which the corporation is a party and in which one or more of its trustees has a material financial interest, except as special approval is provided for in Corporations Code §5233(d)(3).

10.1.2.9 With respect to any assets held in charitable trust, approve any contract or transaction between this corporation and one or more of its trustees or

between this corporation and an entity in which one or more of its trustees have a material financial interest, subject to the approval provisions of Corporations Code §5233(d)(3).

10.2 Audit Committee. If and when the corporation achieves gross annual revenue of greater than \$2 Million U.S., then the corporation shall have an audit committee consisting of at least two trustees, and may include nonvoting advisers.

10.2.1 Trustees that are employees or officers of the corporation or that receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the corporation (other than for service as trustee) may not serve on the audit committee.

10.2.2 The audit committee shall perform the duties and adhere to the guidelines set forth in the corporation's audit committee charter as amended from time to time by the Board of Trustees. Such duties include, but are not limited to:

10.2.2.1 Assisting the Board of Trustees in choosing an independent auditor and recommending termination of the auditor, if necessary;

10.2.2.2 Negotiating the auditor's compensation;

10.2.2.3 Conferring with the auditor regarding the corporation's financial affairs; and

10.2.2.4 Reviewing and accepting or rejecting the audit.

10.2.3 Members of the audit committee shall not receive compensation for their service on the audit committee in excess of that provided to trustees for their service on the Board of Trustees. If the corporation has a finance committee, a majority of the members of the audit committee may not concurrently serve as members of the finance committee, and the chair of the audit committee may not serve on the finance committee.

10.2.4 Regardless of the corporation's annual gross revenue (except where required by law), a certified review of the corporation's books shall be obtained every other year by an outside person of CPA or similar standing.

10.2.5. Audited Financial Statements. If the corporation achieves annual gross revenue of \$2 Million U.S., the corporation must prepare annual financial statements audited by an independent certified public accountant (CPA). The statements must use generally accepted accounting principles. The independent CPA must follow generally accepted auditing standards.

10.3 Compensation Committee. Before the corporation hires or engages any compensated executive, the Board of Trustees must review and approve the compensation of the Chief Executive Officer or President, and the compensation of the Chief Financial Officer or treasurer, to ensure that the payment is "just and reasonable."

10.3.1 If and to the extent the corporation hires or engages a paid employee, or plans to engage a compensated employee, the corporation shall have a

compensation committee consisting of at least three trustees and no one who is not a trustee. Trustees who are also employees of the corporation may not serve on the compensation committee. Pursuant to Government Code §12586(g) and the applicable provisions of federal law, the compensation committee shall review the compensation of the president, treasurer and such other officers of the corporation the compensation committee determines appropriate, annually and whenever a modification in compensation is proposed.

10.3.2 The review shall include an evaluation of the performance of the officers and an analysis of appropriate comparability data. Based on its review, the compensation committee shall recommend just and reasonable compensation amounts for the officers to the Board of Trustees.

10.3.3 At the request of the president of the Board of Trustees, the compensation committee shall review any issue involving staff compensation and benefits, including but not limited to, housing, health, and retirement plans.

10.4 Executive Committee. The Executive Committee of the Board shall consist of those Trustees who are the officers of the corporation, namely, the President, the President-Elect, the Past President, the Secretary, the Treasurer, the Vice Presidents.

10.4.1 Actions of the executive committee shall be reported to and ratified by the full Board of Trustees at the next scheduled Board of Trustees meeting.

10.5 Investment Committee.

10.5.1 This corporation shall have an investment committee comprised of not less than three trustees.

10.5.2 The committee shall act with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with these matters would use in the conduct of an enterprise of like character and with like aims to accomplish the purposes of the institution. Individual investments shall be considered as part of an overall investment strategy.

10.5.3 The committee shall consider present and future financial requirements, expected total return, general economic conditions, the appropriate level of risk, appropriate levels of income, growth and long-term net appreciation, and the probable safety of the funds.

10.5.4 The committee may retain professional money managers, and shall develop an investment policy that shall be reconsidered at least annually, in light of the changing needs of the corporation, economic conditions, and any other factors that may affect the corporation's tolerance of risk and need for income.

10.5.5 The committee may recommend the retention of property contributed by a donor (whether or not it produces income), and a donor's request should be a factor in making the determination of whether to sell a particular asset contributed by a donor.

10.6 Committee Meetings.

10.6.1 Meetings and actions of committees of the Board of Trustees shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board of Trustees actions, except that the time for general meetings of Board of Trustees committees and the calling of special meetings of Board of Trustees committees may be set either by Board of Trustees resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records.

10.6.2 The Board of Trustees may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Board of Trustees has not adopted rules, the committee may do so.

ARTICLE 11: OFFICERS

11.1 Officers: Every officer of the corporation shall also be a member of the Board of Trustees.

11.1.1 The officers of this corporation shall be the President, the President-Elect, the Past President, the Secretary, the Treasurer, the four Vice Presidents.

11.1.2 No person may hold more than one office at the same time. Officers will serve staggered terms of office as determined by the Board of Trustees

11.2 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by appointment, for the balance of the vacating officer's term of office, by resolution of the Board of Trustees.

11.3 Resignation and Removal of Officers.

11.3.1 Resignation.

11.3.1.1 Any officer may resign at any time by giving written notice to the Board of Trustees.

11.3.1.2 The resignation shall take effect on the date the notice is received or at any later time specified in the notice.

11.3.1.3 Unless otherwise specified in the notice, the resignation need not be accepted to be effective.

11.3.1.4 Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

11.3.2 Removal

11.3.2.1 Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by a vote of two-thirds (2/3) of those Trustees at a meeting of the Board at which a quorum is present.

11.4 Responsibilities of President.

- 11.4.1 Subject to the control of the Board of Trustees, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside at all members' meetings and at all Board of Trustees' meetings. The president shall have such other powers and duties as the Board of Trustees or the Bylaws may specify.
- 11.4.2 In the absence of or in the event of the death, disability, or unwillingness to serve the President, the Board of Trustees shall determine which Vice President of the Board of Trustees will serve.
- 11.5 Responsibilities of the Vice Presidents. Each of the Vice Presidents shall have an area of responsibility and specific responsibilities, as determined by the Board of Trustees from time to time. The description of scope of duties of each Vice President shall be published by the BOT to the membership from time to time. At least one Vice President shall be authorized to assume the duties of the President if the President is unable to act in the capacity of President due to death, disability or the like.
- 11.6 Responsibilities of Secretary.
- 11.6.1 The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board of Trustees may direct, a book of minutes of all meetings, proceedings, and actions of the Board of Trustees, of committees of the Board of Trustees, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at Board of Trustees and committee meetings; and the number of members present or represented at members' meetings.
- 11.6.2 The secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and Bylaws, as amended to date.
- 11.6.3 The secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by resolution of the Board of Trustees, a record of the corporation's members, showing each member's name, address, and class of membership.
- 11.6.4 The secretary shall give, or cause to be given, notice of all meetings of members, of the Board of Trustees, and of committees of the Board of Trustees that these Bylaws require to be given. The secretary has such other powers and perform such other duties as the Board of Trustees or the Bylaws may require.
- 11.7 Responsibilities of Treasurer.
- 11.7.1 The treasurer, as chief financial officer, shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions.
- 11.7.2 The treasurer shall:

- 11.7.2.1 send or cause to be given to the members and trustees such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board of Trustees. The books of account shall be open to inspection by any trustee at all reasonable times.
 - 11.7.2.2 deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board of Trustees may designate;
 - 11.7.2.3 disburse the corporation's funds as the Board of Trustees may order;
 - 11.7.2.4 render to the president, chair of the Board of Trustees, if any, and the Board of Trustees, when requested, an account of all transactions as treasurer and of the financial condition of the corporation; and
 - 11.7.2.5 have such other powers and perform such other duties as the Board of Trustees or the Bylaws may require.
- 11.7.3 If required by the Board of Trustees, the treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board of Trustees for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the treasurer on his or her death, resignation, retirement, or removal from office.
- 11.8 Contracts with Trustees. No trustee of this corporation nor any other corporation, firm, corporation, or other entity in which one or more of this corporation's trustees are trustees or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation unless:
- 11.8.1 the material facts regarding that trustee's financial interest in such contract or transaction or regarding such common trusteeship, officership, or financial interest are fully disclosed in good faith in advance and noted in the minutes, or are known to all members of the Board of Trustees prior to the Board of Trustees' consideration of such contract or transaction;
 - 11.8.2 such contract or transaction is authorized in good faith by a majority of the Board of Trustees by a vote sufficient for that purpose without counting the votes of the interested trustees;
 - 11.8.3 before authorizing or approving the transaction, the Board of Trustees considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
 - 11.8.4 the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.
- 11.9 This article does not apply to a transaction that is part of an educational or charitable program of this corporation if it

- 11.9.1 is approved or authorized by the corporation in good faith and without unjustified favoritism and
- 11.9.2 results in a benefit to one or more trustees or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.
- 11.10 Loans to Trustees and Officers. This corporation shall not lend any money or property to or guarantee the obligation of any trustee or officer without the approval of the California Attorney General, provided, however, that the corporation may advance money to a trustee or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that trustee or officer would be entitled to reimbursement for such expenses by the corporation.
- 11.11 Indemnification. To the fullest extent permitted by law, this corporation shall indemnify its trustees and officers, and may indemnify employees and other persons described in Corporations Code §5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that article, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that article. “Expenses,” as used in this bylaw, shall have the same meaning as in that article of the Corporations Code.
- 11.11.1 On written request to the Board of Trustees by any person seeking indemnification under Corporations Code §5238(b) or §5238(c), the Board of Trustees shall promptly decide under Corporations Code §5238(e) whether the applicable standard of conduct set forth in Corporations Code §5238(b) or §5238(c) has been met and, if so, the Board of Trustees shall authorize indemnification. If the Board of Trustees cannot authorize indemnification, because the number of trustees who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of trustees who are not parties to that proceeding, the Board of Trustees shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code §5238(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.
- 11.11.2 To the fullest extent permitted by law and except as otherwise determined by the Board of Trustees in a specific instance, expenses incurred by a person seeking indemnification under Article 11, Item 11.11 of these Bylaws in defending any proceeding covered by those articles shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.
- 11.12 Insurance. This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, trustees, employees, and other agents, to cover any liability asserted against or incurred by any officer, trustee, employee, or agent in such capacity or arising from the officer’s, trustee’s, employee’s, or agent’s status as such.

ARTICLE 12: STANDING COMMITTEES OF THE MEMBERSHIP The corporation will have the following Standing Committees:

- 12.1 Membership Committee
- 12.2 Professional Standards Committee
- 12.3 Ethics Committee
- 12.4 Conference Committee
- 12.5 Nominating and Recruiting Committee
- 12.6 Bylaws Committee
- 12.7 The Editorial Board [TAJ]
- 12.8 Script Committee
- 12.9 Funds Committee
- 12.10 Awards Committee
- 12.11 Website Committee,
- 12.12 Communications Committee
- 12.13 EBMA Committee.

ARTICLE 13 Corporate Records.

13.1 This corporation shall keep the following:

13.1.1 Adequate and correct books and records of account;

13.1.2 Minutes of the proceedings of its members, Board of Trustees, and committees of the Board of Trustees; and

13.1.3 A record of each member's name, address, and class of membership.

13.2 The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

13.3 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:

13.3.1 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

13.3.2 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 trustees 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.

13.4 The corporation may, within 10 business days after receiving a demand under this article, 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.

13.5 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 article, it may deny the member access to the membership list.

13.6 Any inspection and copying under this article 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.

13.7 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 Trustees of trustees, and committees of the Board of Trustees 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.

13.8 Inspection of Articles and Bylaws. This corporation shall keep at its principal California office, and posted on the ITAA website, 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.

13.9 Trustees' Inspection Rights. Every trustee 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. Every trustee shall have the right to inspect the records of each subsidiary. The inspection may be made in person or by the trustee's agent or attorney. The right of inspection includes the right to copy and make extracts of books, records, and documents of every kind.

13.10 Annual Report.

13.10.1 The Board of Trustees shall cause an annual report to be sent to the members and trustees within 180 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail:

13.10.1.1 The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

13.10.1.2 The principal changes in assets and liabilities, including trust funds;

13.10.1.3 The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;

13.10.1.4 The corporation's expenses or disbursements for both general and restricted purposes;

13.10.1.5 Any information required by other Articles of these Bylaws; and

13.10.1.6 An independent accountants' report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

13.10.2 This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all trustees and to any member who requests it in writing. If the Board of Trustees approves, the corporation may send the report and any accompanying material sent pursuant to this article by electronic transmission.

13.10.3 Annual Statement.

13.10.3.1 As part of the annual report to all members, or as a separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation's fiscal year, annually prepare and mail, deliver, or send by electronic transmission to each member and furnish to each trustee a statement of any transaction or indemnification of the following kind:

13.10.3.1.1 Any transaction:

13.10.3.1.1.1 in which the corporation, or its parent or subsidiary, was a party,

13.10.3.1.1.2 in which an "interested person" had a direct or indirect material financial interest, and

13.10.3.1.1.3 that involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either:

13.10.3.1.1.3.1 Any trustee or officer of the corporation, its parent, or subsidiary (but mere common trusteeship shall not be considered such an interest); or

13.10.3.1.1.3.2 Any holder of more than 10 percent of the voting power of the corporation, its parent, or its subsidiary.

13.10.3.2 The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction, and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

13.10.3.3 Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or trustee, unless that indemnification has already been approved by the members under Corporations Code §5238(e)(2).

ARTICLE 14 TRANSACTIONS

14.1 Investments. Except for assets held for use or used in carrying out this corporation's exempt educational and/or charitable activities, as recognized by the Internal Revenue Service under the Internal Revenue Code 501 (c)(3), The Board of Trustees shall adhere to the following principles in investing, reinvesting, purchasing acquiring, exchanging, selling and managing its invested assets. The Board of Trustees shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of this corporation's capital. No investment violates this article where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

14.2 Loans. This corporation shall not make any loan of money or property to or guarantee the obligation of any Trustee or officer; provided, however, that this corporation may advance money to a Trustee or Officer of this corporation for expenses reasonably anticipated to be incurred in performance of the duties of such Officer or Trustee so long as such individual would be entitled to be reimbursed for such expenses in the absence of that advance.

14.3 Self-dealing transactions. Except for assets held for use or used in carrying out this corporation's exempt educational and/or charitable activities, as recognized by the Internal Revenue Service under the Internal Revenue Code 501 (c)(3), The Board of Trustees shall adhere to the following principles in investing, reinvesting, purchasing acquiring, exchanging, selling and managing its invested assets. The Board of Trustees shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of this corporation's capital. No investment violates this article where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

14.3.1 Approval for a self-dealing transaction. The Board of Trustees at a meeting may approve a self-dealing transaction if the Board of Trustees determines that

14.3.1.1 The corporation enters into the transaction for its own benefit;

14.3.1.2 The transaction is fair and reasonable to the corporation; and

14.3.1.3 After reasonable investigation, the Board of Trustees determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board of Trustees, in good faith, with knowledge of the material facts concerning the transaction and the Trustee's interest in the transaction, and by a vote of a majority of the Trustees then in office, without counting the vote of the interested Trustee or Trustees.

ARTICLE 15. ADMINISTRATION

15.1 Fiscal year. The fiscal year of this corporation shall be the calendar year.

15.2 Contracts and Payments

15.2.1 The scope of authority of any officer or agent of this corporation shall not include the execution of any contract or instrument in the name of or on behalf of the corporation or the power or authority to bind the corporation by any contract or agreement or to pledge its credit or to render it liable for any purpose or in any amount unless such authority is specifically authorized by the Board of Trustees.

15.2.2 The Board of Trustees may designate the persons authorized to sign or endorse checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of or payable to the Corporation.

15.3 Employees

15.3.1 The employees of the corporation shall work under the general supervision of the officers having responsibility for overseeing the administrative activities.

15.3.2 Compensation for employees shall be determined by resolution of the Board of Trustees and authorized by the President or such other officers designated by the President.

15.4 Guidelines. The Board of Trustees, by resolution, may establish reasonable advisory procedures and guidelines, from time to time, consistent with these Bylaws, the Articles of Incorporation, as amended, and the provisions of applicable law, for the convenience of the members; and the Board may, with reasonable notice to the membership, amend, supplement or repeal the same. Provided however, that no such procedure or guideline will be considered to be a part of the "bylaws" of this corporation without the prior approval of the Board of Trustees or the members duly obtained in accordance with Article 16.

16 AMENDMENTS

16.1 Members May Adopt, Amend, or Repeal Bylaws. New bylaws may be adopted, or these bylaws may be amended or repealed, by approval of the members.

16.1.1 Any provision of these bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number.

- 16.1.2 No amendment may extend the term of a trustee beyond that for which the trustee was elected
- 16.2 All proposed amendments shall be reviewed by the Bylaws Committee.
- 16.3 Amendment by Members with privilege of vote.
- 16.3.1 Any member with the privilege of vote may propose a Bylaw amendment(s) by submitting it in writing to the chairperson of the Bylaw Committee at least sixty (60) days before it is voted on by the membership.
- 16.3.2 The Bylaw Committee, in reviewing any proposed Bylaw amendment(s) shall determine the effect of the proposed amendment(s) and shall recommend approval or rejection.
- 16.3.3 The Bylaw Committee, at the direction of the Board, shall provide to the membership a copy of the proposed Bylaw amendment(s) together with the Bylaw Committee recommendations.
- 16.3.4 The adoption of any amendment to these Bylaws shall require approval by a majority vote of the voting members at a membership meeting or by written ballot.
- 16.3.5 All voting members will be notified of the written ballot via the corporation's newsletter and by announcement to the Affiliates at least sixty (60) days before the closing of the ballot. A closing time and date for the ballot will be advised in the notification. To be counted all ballots must reach the principal office of the corporation by the closing time and date.
- 16.3.6 In the event that the Board of Trustees determines that the proposed Bylaw amendment shall be submitted to the membership at the next Regular or a Special meeting of the membership, the Bylaw Committee shall notify all voting members of the proposed amendments in the notice of meeting via the corporation's newsletter or by direct mail and by announcement to the Affiliates. Such notification should reach voting members at least sixty (60) days prior to the date of the meeting.
- 16.4 Amendment of Bylaws by the Board of Trustees.
- 16.4.1 Subject to the General and Specific Purposes of the corporation, the members' rights under Article 3 of these bylaws, and the limitations set forth in this Article 16.4, the Board may adopt, amend, or repeal any of the bylaws unless doing so would materially and adversely affect the members' rights as to voting.
- 16.4.2 The Board may not extend a trustee's term beyond that for which the trustee was elected.
- 16.4.2.1 Changes to Number of Trustees. Once members have been admitted to the corporation, the Board may not, without the members' approval, specify or change any bylaw that would:
- 16.4.2.1.1 Fix or change the authorized number of trustees;

16.4.2.1.2 Fix or change the minimum or maximum number of trustees; or

16.4.2.1.3 Change from a fixed number of trustees to a variable number of trustees or vice versa.

16.4.2.2 Amending Supermajority Requirements. If any provision of these bylaws requires the vote of a larger proportion of the board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

16.4.2.3 Members' Approval Required. Without the approval of the members, the Board may not adopt, amend, or repeal any bylaw that would:

16.4.2.3.1 Increase or extend the terms of trustees;

16.4.2.3.2 Allow any trustee to hold office by designation or selection rather than by election by the members;

16.4.2.3.3 Increase the quorum for members' meetings;

16.4.2.3.4 Repeal, restrict, create, expand, or otherwise change proxy rights; or

16.4.2.3.5 Authorize cumulative voting.

16.5 Prior to Action to Amend by the Board of Trustees. Amendments proposed for adoption by the Board of Trustees first will be announced to the members in the newsletter and published on the ITAA website so that individual members may submit comment for consideration before final action by the Board of Trustees.

ARTICLE 17 PARLIAMENTARY AUTHORITY.

The Board may adopt reasonable procedures consistent with these Bylaws and the Articles of Incorporation, as amended, for the conduct of meetings of the members and the Board of Trustees. Such procedures may but are not required to include parliamentary procedure described in Robert's Rules of Order Newly (2011 ed.), as may be amended from time to time.

ARTICLE 18 DISSOLUTION

18.1 Dissolution. The corporation may elect to adopt a plan to voluntarily wind up and dissolve in the manner prescribed by the California Nonprofit Corporation Law by the approval of either: (a) a majority of all members entitled to vote, or (b) the Board of Trustees and of a majority of a quorum of members entitled to vote.

18.2 Asset disposal. After payment of all liabilities, the assets of the corporation shall be disposed of to any recognized charitable organization decided by a special meeting of the voting membership called for that purpose in conformity with the Articles of Incorporation, as may be amended.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the International Transactional Analysis Association, a California nonprofit public benefit corporation; that these Bylaws, consisting of __ pages, are the Bylaws of this corporation as adopted by the Board of Trustees of trustees on __[date]__; and that these Bylaws have not been amended or modified since that date.

Executed on __[date]__, at __[city]__, _____.

__[Signature]__

__ [Typed name] __

Secretary