

Bylaws of the
INTERNATIONAL TRANSACTIONAL ANALYSIS
ASSOCIATION
a California nonprofit mutual benefit corporation

January 2024

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BYLAWS
OF THE
INTERNATIONAL TRANSACTIONAL ANALYSIS ASSOCIATION

a California Nonprofit Mutual Benefit Corporation

ARTICLE I. NAME AND PURPOSE

Section 1.01 Corporate Name and Purpose. The name of this corporation, as set forth in its Articles of Incorporation, is International Transactional Analysis Association (also referred to in these Bylaws as “the Association”). The specific purpose of the Association, as set forth in its Articles of Incorporation, is to function as a business league and trade association to promote the common business interests of its members within the meaning of Section 501(c)(6) of the United States Internal Revenue Code. This name and purpose can only be changed by amending the Association’s Articles of Incorporation.

ARTICLE II. MEMBERS

Section 2.01 Membership. The Association shall have members within the meaning of the California Nonprofit Corporation Law. The classes of membership, the qualifications or eligibility requirements for membership in each class, and the rights and obligations of members, shall be as provided in these Bylaws, in resolutions adopted by the Board of Directors or membership, or under the California Nonprofit Corporation Law. The Board of Directors may, by resolution, establish one or more categories of nonvoting associates who may be referred to as “members,” and provide for their rights and obligations (including the obligation to pay dues); however, the terms “member” and “membership,” as used in these Bylaws, shall refer only to voting members.

Section 2.02 Qualifications and Categories Membership. Membership shall be open to individuals with a business or professional interest in the practice of Transactional Analysis and who agree to abide by the ITAA Code of Ethics. The categories of voting members shall be as follows:

A. Regular Member. Regular members are voting members and shall include any qualifying applicant who submits an application in the manner approved by the Board of Directors and pays the requisite membership dues.

B. Supporting Members. Supporting members are voting members who shall pay lesser dues and receive lesser membership benefits, as determined by the Board. Supporting

members shall include any qualifying applicant who submits an application in the form approved by the Board of Directors and pays the requisite membership dues.

C. Student Members. Student members are voting members who are students of Transactional Analysis with pre-Certified Transactional Analyst trainee status. Applicants must document their qualification for this membership level by providing either an endorsement from a Provisional Training and Supervising Analyst or a Training and Supervising Transactional Analyst, or documentation of enrollment at a bona fide university.

D. Honorary Members. Honorary Members (including Emeritus Members) are voting members appointed from time to time by the Board; they receive membership benefits without fee for whatever period is determined by the Board of Trustees.

E. Retired Members. Retired Members are voting members who have retired from employment and/or practice.

Section 2.03 Admission of Members.

A. *Initial Members*. The initial members at the time of adoption of these Bylaws shall be the then-members of the ITAA Foundation, a California nonprofit public benefit corporation (referred to in these Bylaws as the “predecessor association”). An initial member’s membership shall expire when his or her membership in the predecessor organization would have expired, and thereafter, such member may renew his or her membership by paying dues to the Association.

B. *Admission of New Members*. An application for membership must be made in writing, in such manner as may be approved by the Board, and shall be submitted to the person or committee designated by the Board at any time. The Board or a person or committee authorized by the Board will review each application and, if appropriate, determine that the applicant meets the qualifications for membership in accordance with Section 2.02 above. Membership shall commence upon such certification and upon payment of any required dues.

Section 2.04 Membership Dues. Each member must pay annual membership dues to the Association. The amount of membership dues shall be set by the Board.

Section 2.05 Reserved .

Section 2.06 Good Standing. Those members who have paid the required dues and who are not suspended, shall be members in good standing of the Association.

Section 2.07 Membership Roster. The Association shall keep a membership roster containing the name and contact information of each member, including the last address provided the Association by the member for purposes of notice. The roster shall indicate whether a member is in good standing from time to time.

Section 2.08 Nonliability of Members. No member the Association shall be personally liable for the debts, liabilities, or obligations of the Association.

Section 2.09 Membership Not Transferrable. Memberships in the Association or any right arising therefrom, may not be transferred or assigned.

Section 2.10 Termination of Membership. Membership the Association shall continue until terminated as provided in this section or until the death of the member.

A. Basis for Termination. Membership in the Association shall terminate upon the occurrence of any of the following events or conditions:

- i. *Expiration*. If a membership is issued for a period of time, such membership shall automatically terminate when such period of time has elapsed, unless the member renews their membership.
- ii. *Resignation*. A member may resign at any time in a writing delivered to the General Secretary or President of the Association. No such resignation shall relieve the resigning member of any accrued but unpaid obligations of such member to the Association.
- iii. *Nonpayment of Dues*. A member's membership in the Association shall automatically terminate ninety days after their due date. A member may avoid such termination by paying the amount of delinquent dues or fees within such ninety-day period.
- iv. *Failure to Qualify*; On a good faith finding by the Board of Directors, made in accordance with this section, that a member no longer meets the qualifications set forth in Section 2.02, such member's membership in the Association shall terminate.
- v. *Interests of the Association*. On a good faith finding by the Board of Directors or the ITAA Ethics Committee, made in accordance with this section, that such member has failed in a material and serious degree to observe ITAA Code of Ethics, or has engaged in conduct that is materially and seriously prejudicial to the Association's purposes and interests, or that continued participation by the member in the Association as a member is not in the best interests of the Association and the furtherance of its purposes.

B. Suspension of Membership. A membership may be suspended, for a period of time determined by the Board or the Ethics Committee, upon a good faith finding by the Board of Directors or the Ethics Committee, made in accordance with this section, that such member has failed in a material and serious degree to observe the ITAA Code of Ethics, or has engaged in conduct that is materially and seriously prejudicial to the Association's purposes and interests, or that continued participation by the member in the Association as a member is not in the best

interests of the Association and the furtherance of its purposes. A person whose membership is suspended may not exercise any privileges or rights of a member during the period of suspension.

C. Termination or Suspension Procedures. In the case of proposed termination of a membership under subsection A. iv or v above or suspension of membership under subsection B, the procedures set forth in the ITAA Ethics Procedures Manual shall be followed, as long as such procedures are fair, reasonable, and give adequate notice and opportunity to be heard to the member subject to discipline.

Section 2.11 No Fractional Memberships. A membership must be held by a qualified natural person, and may not be shared or co-owned with any other person.

ARTICLE III. MEMBERSHIP RIGHTS

Section 3.01 Voting Rights. Members of the Association shall have the right to vote, as set forth in these Bylaws, on:

- (a) the election of directors and officers, as described in Article V;
- (b) any amendment to these Bylaws that would materially or adversely affect the rights of members as to voting or dissolution, or that would effect an exchange, reclassification, or cancellation of all or a part of the membership, or authorize a new class of voting membership;
- (c) any amendment to these Bylaws if the amendment changes the number of directors if a specific number is fixed in the Bylaws, or changes the maximum or minimum number of directors if a range is stated in the Bylaws, or changes the Bylaws from a fixed number of directors to a range or vice versa;
- (d) the removal of directors without cause;
- (e) filling any vacancy caused by the removal of a director;
- (f) any amendment to these Bylaws that materially and adversely affects member rights as to voting, dissolution, redemption, or transfer, as further provided in Section 7150 of the California Nonprofit Mutual Benefit Corporation Law;
- (g) any amendment to these Bylaws that limits, creates, or expands the right to members to vote by proxy; or that authorizes or prohibits cumulative voting; or that increases the required quorum for a vote of the membership;
- (h) any amendment to these Bylaws that would extend the term of any director beyond that for which such director is elected, or that would lengthen the terms of directors;

- (i) any amendment to the Articles of Incorporation of the Association, except for amendments permitted to be adopted by the Board of Directors alone under Section 7812(b) of the California Nonprofit Mutual Benefit Corporation Law;
- (j) the disposition of all or substantially all of the assets of the Association;
- (k) any merger of the Association;
- (l) any voluntary dissolution of the Association; and
- (m) any other matters that may properly be presented to members for a vote, pursuant to the Association's Articles, Bylaws, or action of the Board of Directors, or by operation of law.

Section 3.02 Inspection and Attendance Rights.

A. Articles and Bylaws. The Association shall keep at its principal office in California current copies of the Articles of Incorporation and Bylaws of the Association, which shall be open to inspection by members at all reasonable times. If the Association has no principal office in California, the General Secretary shall provide such copies to any member on the member's written request.

B. Accounting Records; Minutes. On written request, any member (in person or through an agent or attorney) may inspect and copy the accounting books and records of the Association and the minutes of the proceedings of the members, the Board, or any Board Committee, at any reasonable time and for a purpose reasonably related to the member's interests as a member.

C. Membership Records. The right of members to have access to the membership records of the Association shall be governed by Sections 8330 through 8332 of the California Nonprofit Mutual Benefit Corporation Law.

Section 3.03 Rights on Dissolution. Members shall have the right to receive, on dissolution of the Association, a pro rata share of the Association's assets not held in charitable trust and remaining after payment or provision for all known debts and other liabilities of the Association.

Section 3.04 Other Rights. In addition to the rights described in these Bylaws, members of the Association shall have any other rights afforded voting members under the California Nonprofit Mutual Benefit Corporation Law.

ARTICLE IV. MEMBER MEETINGS AND VOTING

Section 4.01 Member Voting. Each member in good standing shall have one vote on each matter on which the members are entitled to vote.

Section 4.02 Annual Member Meetings. An annual general meeting of the membership will be held in the third quarter of each calendar year at a date, place, and time determined by the Board of Directors, for the purpose of electing directors and officers, and transacting such business as may come before the meeting. A meeting may be held virtually, in whole or part, as provided in Section 4.14.

Section 4.03 Special Meetings of Members.

A. Who May Call. Special meetings of the members may be called (i) by the Board of Directors, (ii) the President, or (iii) on the written request of five percent of the membership.

B. Procedures for Calling Special Meetings. If a special meeting is called, the officer or members calling the meeting shall deliver a written notice to the Association, addressed to the President, or the General Secretary, which states the general nature of the business proposed to be transacted at the special meeting. Such notice shall be given (a) by personal delivery, or (b) by mail or (c) by private delivery service or (d) by email or other electronic transmission, in compliance with Section 13.03 of these Bylaws. The requested meeting will be held on a date fixed by the Board that is not less than thirty-five, nor more than ninety, days following the receipt of the request, and the officer who receives the meeting request shall cause notice of the meeting to be given to the members in accordance with Section 4.06 of the Bylaws. If appropriate notice of such a meeting is not given within twenty days after delivery of the request, the requesting officer or requesting members may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time of any meeting of members called by the Board of Directors.

C. Location of Special Meetings. Special meetings shall be held at any place within or outside of California designated by the Board of Directors, or if no place is designated by the Board, then the place shall be designed by the majority of the person(s) calling the meeting. A meeting may be held virtually, in whole or part, as provided in Section 4.14.

Section 4.04 Record Dates. For any notice, vote (at a meeting or by written ballot), or exercise of rights, the Board of Directors may, in advance, by resolution, fix a record date, and only members of record on the date so fixed shall be entitled to notice, vote, or exercise rights, as the case may be, notwithstanding any transfer of any membership on the books of the Association after the record date, except as otherwise required by law. For this purpose, a person holding a membership as of the close of business on the record date shall be deemed a member of record.

A. Notice of Member Meetings. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to notice of any members' meeting, shall be the business day preceding the date on which notice for that meeting is given. If the Board, by resolution, fixes a record date for notice, the record date shall be not less than ten, nor more than ninety, days before the date of the meeting.

B. Voting at Meetings. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to vote at any members' meeting, shall be the day of that meeting. If the Board, by resolution, fixes a record date for voting, the record date shall be not more than sixty days before the date of the meeting.

C. Voting by Written Ballot. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited. If the Board, by resolution, fixes a record date for voting, the record date shall be not more than sixty days before the day on which the first written ballot is mailed or solicited.

D. Unanimous Written Consent. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining if all members have consented in writing to an action pursuant to Section 4.13 of these Bylaws shall be the day on which the consent is first circulated for approval.

E. Other Lawful Action. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to exercise any rights in respect to any other lawful action, shall be the date on which the Board adopts the resolution relating thereto or the sixtieth day before the date of such other action, whichever is later. If the Board, by resolution, fixes a record date for determining entitlements, the record date shall be not more than sixty days before the date of such other action.

Section 4.05 Time and Manner of Notice of Meetings. The General Secretary shall give (or cause to be given) written notice of each members' meeting to each member who, as of the record date for notice of the meeting, would be entitled to vote at such meeting. Such notice shall be given not less than ten nor more than ninety days before the date of such meeting; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, then the notice shall be given not less than twenty days before the meeting. Notice shall be given (a) by personal delivery, or (b) by mail to the last address provided by the member to the Association for purposes of notice or to the address of the member appearing on the books of the Association (c) by private delivery service or (d) by email to email address provided by the member for the purposes of notice, or other electronic transmission, but only if such notice complies with Section 12.05 of these Bylaws. If no current mailing address for a member appears in the records of the Association and notice cannot be given by electronic transmission, then notice shall be given to that member at the principal office of the Association or by publication in a newspaper of general circulation in the county where such principal office is located.

Section 4.06 Contents of Notice. The notice shall state: (a) the place, date, and time of the meeting; (b) the means, if any, by which a member not physically attending the meeting may participate as provided in Section 4.14; and (c) in the case of special meetings, the general nature of the business to be transacted, and no other business may be transacted; and (d) in the case of the annual meeting, the names of all those who are nominees for director and officers, if elected by the membership, as of the date of the notice, and those matters which the Board, as of the date of the notice, intends to present for action by the members, but any proper matter may be presented at the annual meeting for member action (provided, however, that at any annual meeting attended by less than one-third of the members, the only matters that may be voted upon at that meeting are matters notice of the general nature of which was given pursuant to this section).

Section 4.07 Notice of Certain Actions Required. Unless the vote of the membership shall be unanimous, any of the following votes shall be valid only if the general nature of the action approved was stated in the notice of the meeting at which the vote occurred: (a) to remove a director without cause, (b) to fill a vacancy on the Board, (c) to amend the Association's Articles of Incorporation, (d) to approve a transaction between the Association and one or more of its directors, or between the Association and any entity in which one or more of its directors has a material financial interest, (e) on winding up of the affairs of the Association, to approve a plan of distribution of the assets of the Association (including distributions of asset other than money) that is not in accordance with any liquidation rights of the membership or any class of membership specified in the Articles of Incorporation of the Association or these Bylaws, or (f) to voluntarily dissolve the Association.

Section 4.08 Member Quorum. Fifty members, or five percent (5%) of the members, whichever is smaller, shall constitute a quorum for the transaction of business at any meeting of the members. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of enough members to leave less than a quorum, so long as any action taken thereafter is approved by at least a majority of the required quorum. Subject to any guidelines and procedures that the Board of Directors may adopt, members not physically present in person at a face-to-face membership meeting may, by electronic transmission in compliance with Section 4.14, or by electronic video screen communication, participate in the meeting, be deemed present in person, and vote at the meeting. If less than one-third (1/3) of the voting membership are present at a meeting, the members may act only on matters the general nature of which were mentioned in the notice of the meeting.

Section 4.09 Act of the Members. Every decision approved or ratified by a majority of voting members present and voting at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation of the Association, these Bylaws, or the California Nonprofit Corporation Law requires a greater number.

Section 4.10 Manner of Voting

A. Voting at Meetings. Voting at meetings may be by voice vote or by ballot; provided however that any election of directors must be by ballot.

B. Proxy Voting Prohibited. . Proxy voting shall be not be permitted.

C. Cumulative Voting Prohibited. Cumulative voting shall not be permitted.

D. Action by Written Ballot Without a Meeting. Any action required or permitted to be taken by members at a meeting may be submitted for a vote by written ballot pursuant to this Section without a meeting.

- i. *Content of Written Ballots*. Any written ballot distributed to the members to vote on a matter shall set forth the proposed action and provide an opportunity to specify approval or disapproval of the proposal.
- ii. *Time and Manner for Return of Ballots*. All written ballots shall provide a reasonable time within which to return them to the Association. Each ballot shall state on its face or in an accompanying notice the date by which it must be returned in order to be counted, and how members can submit their votes.
- iii. *Requirements for Valid Action*. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the required quorum set forth in these Bylaws, and the number of approvals equals or exceeds the number of votes that would be required to approve the action if the vote were taken at a meeting of the members.

- iv. *Solicitation Rules.* Written ballots shall be sent to every member consistent with the requirements for notice of members' meetings. The Association may send the ballot and any related materials, and the member may return the ballot, by electronic transmission in compliance with Section 13.03 and Section 13.04 as applicable. All solicitations of written ballots shall indicate the number of responses needed to meet the quorum requirement for valid action and shall state the percentage of affirmative votes necessary to approve the measure submitted for membership approval.
- v. *Ballots Irrevocable.* Once a member has cast a written ballot by returning it to the Association, such ballot shall be irrevocable.
- vi. *Filing of Ballots.* All written ballots shall be filed with the General Secretary and maintained in the corporate records for at least 2 years.

Section 4.11 Elections of Officers and Directors. In any membership vote to elect an officer or director of the Association, the following shall apply:

A. Election Ballots. Any ballot used in the election of directors or officers (whether used at a member meeting, or in an election held by written ballot without a meeting) shall set forth the names of the candidates who have been properly nominated at the time the ballot is issued.

B. Nomination of Candidates. The Association shall have reasonable procedures to enable members in good standing to nominate candidates for election to the Board of Directors (as either Principal Officers or At Large Directors), and shall inform the membership of such procedures sufficiently in advance of the close of nominations (and in no event less than 30 days before the close of nominations) so that members have a reasonable opportunity to nominate candidates. The Board shall establish a Nominating Committee to nominate candidates for election to vacant positions, and such Committee shall submit its nominees to the Board at least 45 days before the date of the annual membership meeting (or, if the election is to be held by written ballot, at least 45 days before the date that the Board has designated for the mailing of ballots). The Board may in its discretion require that any nomination by the members be submitted in the form of a petition signed by a certain number or percentage of members, provided that (i) if the Association has more than 500 members, the required number cannot be larger than 2% of the voting power of the membership, and (ii) if the Association has more than 5,000 members, the required number cannot be more than 100, or 1/20 of 1% of the voting power, whichever is larger. Candidates for an At Large Director seat representing a particular geographic region must be nominated by member(s) from that region (but if no qualifying candidates are nominated, the Board or a nominating committee established by the Board may nominate a candidate for a geographic seat).

C. Use of Corporate Funds in Contested Elections. No corporate funds may be spent to support a nominee for director after there are more people nominated for director than can be elected.

D. Election. In any election for an officer or director (other than the President-Elect), the candidate(s) receiving the highest number of votes shall be elected. The President-Elect shall be elected by the majority of the voting members present (in person or virtually) at a membership meeting in which a quorum of members is present (in person or virtually); or, if the election is held by written ballot, the President-Elect shall be elected by a majority of the votes cast provided a quorum of votes are cast. 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 Board 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 (provided that any run-off election must be conducted at a meeting with a quorum of members present in person or virtually, or by written ballot in compliance with Section 4.10D above. If only one candidate for a position is nominated, the Board shall declare that candidate elected without a vote of the membership.

E. Election by Districts. In any election for an At Large Directors to represent a geographic district, only the members within that district shall vote.

Section 4.12 Waiver of Notice.

A. Generally. Any action of the members taken at a meeting where a quorum is present but for which proper notice was not given, will be valid if, either before or after the meeting, each member entitled to vote who was not present at the meeting signs (i) a waiver of notice, (ii) a consent to holding the meeting, or (iii) an approval of the minutes, in any case in writing, which may include electronic mail or facsimile transmitted by a member in compliance with Section 13.03 of these Bylaws. The waiver of notice, consent to holding the meeting, or approval of minutes need not specify the purpose or general nature of business to be transacted at such meeting, unless action is taken or proposed to be taken on matters specified in Section 4.07 of these Bylaws, in which case the waiver, consent, or approval must state the general nature of the matter. All such waivers, consents, or approvals shall be filed with the minutes of the meeting.

B. Effect of Attendance at Meeting. Attendance by a member at a meeting shall also constitute a waiver of notice of that meeting, unless the member attends for the sole purpose of objecting at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting which are required to be

described therein pursuant to Section 4.07 of these Bylaws, if that objection is expressly made at the meeting.

Section 4.13 Action by Unanimous Written Consent. Any action required or permitted to be taken by the members at a meeting, may be taken without a meeting if all members shall individually or collectively consent to such action in writing. If action is taken by written consent, the consent(s) shall be filed with the corporate minutes. Written consent shall include electronic mail or facsimile transmitted by a member in compliance Section 13.03 of these Bylaws. The action by written consent shall have the same force and effect as the unanimous vote of the members.

Section 4.14 Virtual Meetings. A meeting of the members may be conducted, in whole or in part, by electronic transmission in compliance with Section 13.03 and Section 13.04, as applicable, or by electronic video screen communication (such as Zoom, or similar services), or conference telephone, or other remote means of communication, so long as the Association has implemented reasonable measures:

- (a) to provide members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings; and
- (b) if any member votes or takes other action at the meeting by means of electronic transmission or electronic video screen communication, conference telephone, or other remote means of communication, the Association maintains a record of any vote or action taken by a member by such means; and
- (c) to verify that each person participating remotely is a member.

The Association shall not conduct a meeting of the membership solely by means of remote communication unless all members consent, or unless the board determines that a fully remote meeting is necessary or appropriate because of an Emergency (as defined in Section 12.01), or unless a wholly virtual meeting is the authorized under Section 5510(f) of the California Nonprofit Corporation Law.

ARTICLE V. BOARD OF DIRECTORS AND OFFICERS

Section 5.01 Board of Directors. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Association's Articles of Incorporation and these Bylaws, all of the activities and affairs of the Association shall be conducted and all of its corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate management of the Association's activities to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Association shall be managed and all corporate powers exercised under the ultimate direction of the Board.

Section 5.02 Composition of Board; Qualifications.

A. Composition of Board. The Board of Directors shall be composed of:

1. the President,
2. either a President Elect or a Past President,
3. the General Secretary,
4. the Treasurer,
5. the four Vice-Presidents,
6. between 6 and 8 At Large Directors, representing geographic regions as determined by the Board from time to time. The number of At Large Directors and the geographic regions they represent shall be determined by the Board of Directors from time to time. Neither a reduction in the authorized number of At Large Directors nor redistricting shall prevent a properly elected At Large Director from completing the term of office for which he or she was elected. The Board may designate up any of the At Large Directors positions to be global, representing the membership as a whole and not any geographic region.

No individual may concurrently serve in more than one positions listed above (i.e., no individual may occupy more than one of the Principal Officer positions listed in (1) through (5) above, and no individual may concurrently occupy any of those offices and also and be an At Large Director.)

B. Qualifications. All directors must be members in good standing of the Association and must be over the age of 18. A director elected to represent a particular geographic region must live or work in the district that s/he was elected to represent.

Section 5.03 Election and Term of Directors and Officers; Term Limits.

A. Regular Terms. The President, President-Elect, General Secretary, Treasurer, four Vice-Presidents, and At-Large Directors shall be elected at the annual general meeting of the membership for the terms set forth below, except as provided in Section 5.04 (filling vacancies), subsection B below (one-year extensions) or subsection D below (transition provisions).

- i. The President shall serve a two-year term;
- ii. The President Elect shall be elected to a one-year term, to coincide with the second year of the President's Term; and at the end of such term, the President Elect shall become the President without a further vote of the membership.
- iii. The General Secretary, Treasurer, and Vice-Presidents, and At Large Directors shall be elected to three-year terms.

Each director/officer listed above shall serve until the expiration of the term and until a successor is elected, unless (i) the director earlier dies, resigns, or is removed, or (ii) the director vacates the position for which he or she was elected to begin a new term or completes a predecessor's term in a different Board position. At the conclusion of the President's second year in office, the individual vacating the office of President shall then automatically become the Past President for a one-year term.

B. Term Limits in a Particular Office; Exceptions. The general policy of the Association is that no individual shall serve more than one consecutive full term as President, General Secretary, Treasurer, or in the same Vice-Presidency. However, an individual elected to fill a vacancy in one of those offices, and who completes a predecessor's term, may subsequently be nominated and elected to serve a full two- or three-year term (as applicable) in that same office. As an exception to the policy, to ensure that the Association has qualified officers, the Board of Directors may vote to allow the existing President, General Secretary, Treasurer, or any Vice-President to be nominated and elected by the membership to serve one (and only one) additional one-year term in such office.

C. Term Limits on Board Service; Exceptions. The general policy of the Association is that no individual shall serve more than two consecutive full terms (of three years each) on the Board. (For this purpose, serving as President Elect for one year, and then President for two years, is considered a single three-year term.) However, an individual elected to fill a vacancy on the Board (and who was not already a director at the time of such election) and who completes a predecessor's term may subsequently be nominated and elected to serve two complete, three-year terms on the Board. In addition, the one-year term of the immediate Past President is not counted for the purpose of these term limits, and the Past President may remain on the Board for the one-year term of Past President even if he/she has already served on the Board for six (or more) consecutive years. In addition, if the Board approves an exception to allow a one-year extended term for a particular officer as provided above, that one-year extended

term is also an exception to these term limits. Former directors may be reelected to the Board after one full intervening year.

D. Transition Provisions. . To provide continuity of leadership between the Association and the predecessor association:

- i. Notwithstanding any other provisions of these Bylaws, the initial directors and officers of the Association, and the positions they hold, shall be the same as directors and officers of the predecessor association at the time the Articles of Incorporation of the Association were filed, and the term of each if the initial directors and officers shall expire at the end of the term for which he or she was elected by the predecessor organization.
- ii. For the purposes of the term limits in subsection B (limit on holding the same office) and subsection C (tenure on the Board), an individual's term(s) as an officer and/or director of the predecessor organization shall be counted as if such term(s) had been served entirely with this Association.
- iii. For the avoidance of doubt, the names, position, and terms of the initial Board of Directors are listed in Appendix B. When the terms of such individuals expire or when their positions become vacant, successors shall be elected as provided in these Bylaws.

Section 5.04 Vacancies. A vacancy shall exist on the Board of Directors (i) in the event of the death, resignation, or removal of any director; or (ii) when a director in serving on the Board in one position is elected to fill a vacancy in a different position (causing a vacancy in such director's original Board position); or (iii) when the President Elect fills a vacancy in the office of President, then the position of President Elect shall be vacant. Vacancies may be filled as follows:

- (a) If there is a vacancy in the office of the President, the President Elect shall automatically become the President;
- (b) If there is a vacancy in any other Board position (other than Past President), the vacancy may be filled by the Board of Directors or the members for the unexpired portion of the term (unless the vacancy was created by removal of a director by a vote of the members, in which case only the members may fill the vacancy); and
- (c) If the Past President leaves the Board for any reason before the end of his or her one-year term, that position shall not be filled until a President Elect is elected at the next annual general meeting of the membership.

Section 5.05 Resignation. Any director may resign by giving written notice to the President or the General Secretary of the Association. The resignation shall be effective upon receipt unless a later effective date is specified in the resignation. Any resignation as a director will also be a resignation from any Principal Office that director holds under Article VIII.

Section 5.06 Removal. Directors may be removed as provided in this section, and any removal under this section will also remove a director from any Principal Office that director holds under Article VIII.

A. Removal by the Board. The Board of Directors, by the vote of a majority of the directors who are members of the Association, may declare vacant the office of any director who ceases to meet qualifications for Board service stated in these Bylaws. In addition, the Board of Directors may declare vacant the office of any director:

(1) who has been declared of unsound mind by a final order of court, or convicted of a felony, or, if the Association holds assets in charitable trust, has been found by a final order or judgment of any court to have breached a duty Section 7238 of the California Nonprofit Corporation Law, or

(2) who does not attend three successive meetings of the Board of Directors.

B. Removal by the Members. The members may remove any director without cause at any time; provided that if an At Large Director is elected to represent a geographic district, that director may only be removed by a vote of the members within that district. If the Association has fewer than 50 members, then the vote of a majority of all members shall be required to remove a director.

Section 5.07 Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties, of the Association.

Section 5.08 Director Compensation. Directors shall not be compensated for their service as directors, however, the Board may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director, such as for attending meetings of the Board and Board Committees, provided that written documentation of all such expenses shall be filed with the Treasurer of the Association before such reimbursement shall be made.

Section 5.09 Standard of Care. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of the Association and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director 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:

- (a) one or more officers or employees of the Association whom the director believes to be reliable and competent as to the matters presented;
- (b) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (c) a committee upon which the director does not serve that is composed exclusively of any combination of directors and/or persons described in (a) or (b), as to matters within the committee's designated authority, provided that the director believes such committee merits confidence;

so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

ARTICLE VI. MEETINGS OF THE BOARD OF DIRECTORS

Section 6.01 Scheduling Board Meetings. All meetings of the Board of Directors, including the Annual Meeting, any regularly scheduled meetings, or any special meetings, shall be called by action of the Board of Directors, or by the President, the General Secretary, or any two directors, and noticed in accordance with Section 6.02.

Section 6.02 Notice. Notice of the date, time and place of all Board meetings shall be given to each director (a) by personal delivery, or (b) by mail, or (c) by private delivery service or (d) by email or other electronic transmission, in compliance with Section 13.03 of these Bylaws, or (e) by telephone, including a voice messaging system. Notices shall be delivered at

least 48 hours before the time set for the meeting. Except for notices given by personal delivery, all such notices shall be delivered to the mailing address, email address, or telephone number (as applicable) of the director shown in the Association's records. Notices need not specify the purpose of the meeting. If the meeting is held at the principal office of the Association, notice shall be valid even if no location for the meeting is stated in the notice. Notice of meetings may be given in the form of a calendar or schedule that sets forth the date, time, and place of more than one regularly scheduled meeting.

Section 6.03 Waiver of Notice. Notice of a meeting need not be given to a director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 6.04 Quorum. A majority of the total number of directors then in office shall constitute a quorum; provided, however, that in no event shall the required quorum be less than one-fifth of the authorized number of directors or two directors, whichever is larger. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 6.05 Director Voting. Each director shall have one vote on each matter presented to the Board of Directors for action. No director may vote by proxy.

Section 6.06 Action by the Board at Meeting. An action taken or decision made by a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in Section 5.06A (removing directors), Section 6.07 (taking action without a meeting); Section 7.02 and Section 7.04 (appointing Board Committees); Section 9.01 (approval of loans); Section 9.02 (approving self-dealing transactions); Section 11.02 (approving indemnification); and Section 13.05 (amending Bylaws), of these Bylaws or as provided by the California Nonprofit Corporation Law.

Section 6.07 Action Without a Meeting.

A. Action by Unanimous Written Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all directors shall individually or collectively consent to such action in writing, and if the number of directors then in office constitutes a quorum. Such written consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such directors. Written consents may be provided by email, fax, or other electronic transmission in compliance with Section 13.03 of these Bylaws.

B. Exception for Abstaining Directors. For the purposes of subsection A above, “all directors” does not include an “interested director” within the meaning of Section 5233 of the California Nonprofit Corporation Law (for any transaction involving assets held in charitable trust) or as described in Section 7233(a) of the California Nonprofit Corporation Law, or a “common director” as described in Section 7233(b) of the California Nonprofit Corporation Law, who abstains in writing from providing his or her consent to a self-dealing transaction in which such director is interested, or to a transaction with another corporation or organization on whose board such director serves, if all of the following criteria are satisfied:

- i. The facts described in Section 5233(d)(2) or (3) are established (in the case of a self-dealing transaction involving charitable assets) or the facts described in Section 7233(b)(1) or (2) are established (in the case of any other transaction in which a director has a material financial interest), or the provisions of Section 7233(b)(1) or (2) are satisfied (in the case of a transaction with an organization with common directors), as applicable, prior to the execution of the written consents, and
- ii. The establishment of those facts, or the satisfaction of those provisions, as applicable, is included in the written consent or consents executed by the noninterested or noncommon directors or in other records of the Association, and
- iii. The noninterested or noncommon directors, as applicable, approve the action by a vote that is sufficient without counting the votes of the interested or common directors.

Section 6.08 Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication (e.g., Zoom, GoToMeeting, or a similar service) or similar communication equipment, so long as all of the following apply:

- (a) each director participating in the meeting can communicate with all of the other directors concurrently, and
- (b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Association.

ARTICLE VII.

COMMITTEES

Section 7.01 In General. The Board of Directors may establish any number of standing or ad hoc committees to advise and assist the Board. All such committees shall be either Board Committees established in compliance with all of the requirements of Section 7.02 below, or Advisory Committees established under Section 7.03 below.

Section 7.02 Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, and only of directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. The Board, by a vote of the majority of directors then in office, may appoint one or more directors as alternate members of the committee, who may replace an absent member at any meeting. Provided that the Board Committee is established and its membership appointed in compliance with this section, a Board Committee may be given all the authority of the Board, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) elect directors or remove directors without cause;
- (c) fill vacancies on the Board of Directors or on any Board Committee;
- (d) fix compensation of directors for serving on the Board or any Board Committee;
- (e) amend or repeal these Bylaws or adopt new Bylaws;
- (f) adopt amendments to the Articles of Incorporation of the Association;
- (g) amend or repeal any resolution of the Board of Directors, unless the Board has expressly delegated such authority to the Board Committee;
- (h) create any other Board Committees or appoint the members of any Board Committees;
- (i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of the Association;
- (j) Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

The extent of the authority of any Board Committee shall be stated in the Board resolution that establishes such committee. The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Board Committee, increase or decrease (but not below

two) the number of members of a Board Committee, remove members of a Board Committee, and/or fill vacancies in the Board Committee.

Section 7.03 Advisory Committees. The Board of Directors may establish one or more standing or ad hoc Advisory Committees to assist the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines; provided, however, that (i) any voting members of Advisory Committees must be members of the Association and (ii) no one shall serve for more than three years on any Advisory Committee without being reappointed. Advisory committees may not exercise the authority of the Board to make decisions on behalf of the Association, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions, policies, and programs under the supervision and control of the Board or a Board Committee.

Section 7.04 Executive Committee. The Association shall have an Executive Committee, which is a Board Committee. The President, President-Elect or Past President, Treasurer, General Secretary, and the four Vice-Presidents shall comprise the Executive Committee. The Executive Committee, unless limited by a resolution of the Board, shall have and may exercise all of the authority of the Board in the management of the business and affairs of the Association between meetings of the Board, and will report on any action taken at the next Board meeting; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Section 7.02.

Section 7.05 Meetings of Committees.

A. Of the Executive Committee or other Board Committees. Meetings and actions of the Executive Committee and other Board Committees (if any) shall be governed by and held and taken in accordance with the provisions of Article VI of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its directors. Minutes shall be kept of each meeting of any Board Committee and shall be filed by the General Secretary in the Association's records.

B. Of Advisory Committees. Subject to the authority of the Board of Directors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE VIII. OFFICERS

Section 8.01 Principal Officers. The Principal Officers of the Association shall be the President, the General Secretary, the Treasurer, and four Vice Presidents and, in alternate years, either a President-Elect or Past President. The Association may also have, at the discretion of the Board of Directors, such other officers as may be elected or appointed under Section 8.03 below. No person may hold more than one Principal Office at the same time. All Principal Officers shall be members in good standing of the Association.

Section 8.02 Election, Terms, Resignation, and Removal of Principal Officers. The election and terms of Principal Officers shall be as provided in Section 5.03; vacancies shall be filled as provided in Section 5.04; resignation and removal of Principal Officers shall be as provided in Section 5.05 and Section 5.06.

Section 8.03 Other Officers. The Board may elect, or may authorize the President to appoint, such other officers or agents as the Association may require. Each such officer shall have the title and authority, hold office for the period, and perform the duties specified by the Board or by the officer on whom the Board conferred such authority. Unless the Board determines otherwise in a specific case, the Board's authorization to the President or another officer to appoint a subordinate officer includes authorization to remove such subordinate officer, and any subordinate officer may also be removed with or without cause by a vote of the Board of Directors.

Section 8.04 President. The President shall be the chief executive officer of the Association and shall, subject to the direction, supervision, and control of the Board, generally supervise, direct and control the activities and other officers of the Association. The President shall preside over meetings of the Board of Directors. The President shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8.05 General Secretary. The General Secretary shall (a) keep, or cause to be kept, at the Association's principal office or such other place as the Board may direct, a full and complete record of the meetings and actions of the Board of Directors, Executive Committee, other Board Committees (if any), and of the meetings and votes of the members; (b) keep, or cause to be kept, a record of the mailing addresses, email addresses, and/or phone or fax numbers provided by directors for the purposes of notice and other communications from the Association; (c) keep or cause to be kept, at the Association's principal office or at a place determined by resolution of the Board of Directors, a record of the Association's members, showing each member's name, address, and category of membership; (d) give, or cause to be given, all notices of meetings of the Board, Executive Committee, other Board Committees (if any), and meetings of the membership that these Bylaws or the California Nonprofit Corporation Law require; (d) keep, or cause to be kept, at the Association's principal office in California, a copy of the Association's Articles of Incorporation and Bylaws, as amended to date; and (e) have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8.06 Treasurer (Director of Finance). The Treasurer, who may also be known as the "Director of Finance," shall be the chief financial officer of the Association and shall (a) supervise the charge and custody of all funds and valuables of the Association, and the deposit of such funds in accounts of the Association with such banks or financial institutions as the Board of Directors may designate or authorize the Treasurer to select; (b) disburse, or supervise the disbursement of, the Association's funds as authorized by the Board of Directors or by officers to whom the Board has delegated such authority; (c) maintain or cause to be maintained adequate and correct books and accounts of the Association's properties and transactions; (d) render such financial statements, reports, audits, or accounts as are required by law or these Bylaws, and provide such statements, reports, audits, or accounts to the President or Board of Directors whenever requested; (e) file or cause to be filed any tax returns that the Association is required to file; and (f) have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8.07 Vice-Presidents. The Association shall have four Vice-Presidents, each tasked with an area of oversight of the Association's activities. The titles, powers, and duties of each of the Vice-Presidents shall be determined and may be changed from time to time by the Board of Directors.

Section 8.08 Acting Officers. In the event that a Principal Officer is unable to attend to his/her duties due to extended travel, health, or other exigent circumstances, the Board may elect a temporary Acting Officer to carry out those duties until the elected officer returns or until the elected officer is removed or resigns. The Acting Officer may be a director or non-director (but if the Acting Officer is not already a director, such individual shall not become a voting Board member by reason of serving as an Acting Officer).

ARTICLE IX. TRANSACTIONS WITH OFFICERS AND DIRECTORS

Section 9.01 Loans. The Association may advance money to a director or officer of the Association or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance. The Association shall not otherwise loan money or property to, or guarantee the obligation of, any director or officer of the Association.

Section 9.02 Self-Dealing Transactions.

A. Transactions with Directors or Their Companies. A transaction between the Association and one or more of its directors, or between the Association and any organization in which one or more of its directors has a material financial interest, must be approved or ratified (i) by the members, or (ii) by the Board or a duly authorized Board Committee after finding that such transaction is just and reasonable to the Association at the time; in either case without counting the vote, if any, of the directors interested in the transaction. Such approval must be given in good faith, with full knowledge of the material facts concerning the transaction and the director's interest in the transaction.

B. Self-Dealing Transactions Involving Charitable Funds. If a director has a material financial interest in any transaction involving charitable funds held by the Association, the Association shall only engage in such transaction if it has been approved in advance in compliance with Section 5233(d)(1), (2), or (3) of the California Nonprofit Corporation Law.

C. Transactions with Organizations Sharing Directors. A transaction between the Association and any organization of which one or more of its directors are directors may be void or voidable because of the presence of such director(s) at the meeting of the Board or a Board Committee that authorized, approved, or ratified the transaction, unless (i) it was approved or ratified in good faith (a) by the Board or a duly authorized Board Committee, with full knowledge of the material facts concerning the transaction and such directors' other directorships and without counting the vote of the common directors thereon, or (b) by the members; or (ii) the transaction was just and reasonable as the the Association at the time of authorization, approval, or ratification. This subsection shall not apply to transactions covered by subsections A or B of this section.

D. Interested or Common Directors in Quorum. Interested or common directors may be counted in determining whether a quorum is present at any meeting of the Board or a Board Committee that approves or ratifies a transaction under this section.

ARTICLE X. FINANCIAL REPORTING

Section 10.01 Fiscal Year. The fiscal year of the Association shall end each year on December 31.

Section 10.02 Annual Financial Report to Members and Directors. Unless the Association receives less than \$10,000 in gross revenues or receipts during the fiscal year, the Board shall cause to be prepared, within 120 days after the end of the Association's fiscal year, a written report containing the following information:

- (i) a balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year, accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of the Association that such statements were prepared without an audit from the books and records of the Association;
- (ii) a statement of the place where the names and addresses of current members are located; and
- (iii) any information required to be disclosed in Section 10.03A or B below.

Such report shall be provided to all of the directors of the Association. The Association shall notify each member yearly of the member's right to receive the financial report, and the report shall be provided to any member who so requests in writing. The report and any accompanying material may be sent or provided by electronic transmission in compliance with Section 13.03 and Section 13.04 of these Bylaws (including by posting on the Association's website and sending a notice to the requesting member, if the member has provided an unrevoked consent to use such means of communication).

Section 10.03 Annual Report of Interested Person Transactions and Indemnifications. The Association shall furnish an annual report to all members and directors of the Association, not later than 120 days after the close of the Association's fiscal year, that discloses any transactions described in subsections A and B below. The report and any accompanying material may be sent by electronic transmission in compliance with Section 13.03 and Section 13.04 of these Bylaws. If no transaction required to be reported has occurred during the fiscal year, no report is required for that fiscal year. If the financial annual report described in Section 10.03 is sent to all members and includes all the information required by this section, then no separate report is required under this section.

A. Transactions with Interested Persons. The report shall disclose any transaction involving more than \$50,000 during the previous fiscal year in which the Association (or its parent or subsidiaries, if any) was a party, and in which any of the following persons or organizations had a direct or indirect material financial interest:

- (1) any of the Association's directors or officers (or the directors or officers of its parents or subsidiaries, if any), or
- (2) any holder of more than ten percent of the voting power of the Association, or its parent or subsidiaries, if any.

If a person or organization described in (1) or (2) above (each an "interested person" for the purposes of this Section 10.03) had a direct or indirect material financial interest in two or more transactions of the Association during the fiscal year that in the aggregate involved more than \$50,000, all such transactions shall be disclosed. Any transaction that was previously approved by the members does not need to be included in the annual report.

For each such transaction, the report to the directors shall briefly describe the transaction, state the names of the interested persons involved, describe their relationship to the Association and their interest in the transactions (and, where practicable, the amount of their interest, but if the transaction is with a partnership in which the interested person is a partner, only the interest of the partnership needs to be stated).

B. Loans, Guarantees, and Indemnifications. The report shall briefly describe the amount and circumstances of any loans, guaranties, indemnification payments, or advances aggregating more than \$10,000 that were paid or made during the fiscal year to any director or officer of the Association; provided that no such report need be made in the case of (i) a loan, guarantee, or indemnification that was previously approved by the members or (ii) an advance for expenses reasonably anticipated to be incurred in the performance duties for which the officer or director would, absent the advance, be entitled to reimbursement.

Section 10.04 Required Financial Audits. This Section 10.04 shall apply to the extent and so long as the Association holds any property for charitable purpose. As required by Section 12586(e) of the California Supervision of Trustees and Fundraisers for Charitable Purposes Act, the Association shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Such audit shall be supervised by an audit committee that complies with **Error! Reference source not found.**A of these Bylaws. Whether or not an audit was required by law, any audited financial statements obtained by the Association shall be made available for inspection by the Attorney General and the general public within nine months after the close of the fiscal year to which the statements relate, and shall remain available for three years (1) by making them available at the Association's principal, regional, and district offices during regular business hours and (2) either by mailing a copy to any person who so requests in person or in writing or by posting them on the Association's website.

ARTICLE XI. INDEMNIFICATION

Section 11.01 Right of Indemnity. To the fullest extent allowed by Section 7237 of the California Nonprofit Corporation Law, the Association shall indemnify its directors, officers, employees, and may indemnify other agents (as the term “agent” is defined in Section 7237) against expenses, judgments, settlements, fines, or other amounts reasonably incurred by an agent who is a party or threatened to be made a party to a criminal, civil, administrative, or investigative proceeding by reason of the fact that the agent is or was an agent of the Association. Any such indemnification (including any advance for expenses incurred prior to the final disposition of a proceeding) shall comply with all the substantive and procedural requirements of Section 7237, including the requirement that an agent may only be indemnified if such agent has met the applicable standard of conduct required by Section 7237.

Section 11.02 Approval of Indemnity. On written request to the Board of Directors in each specific case by any agent seeking indemnification: (i) to the extent that the agent has been successful on the merits in defense of the proceeding, the Board shall promptly authorize indemnification in accordance with Section 7237(d), or (ii) otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 7237(b) or Section 7237(c), and, if so, shall authorize indemnification to the extent permitted thereby. If the Board cannot do so because there is no quorum of directors who are not party to the proceeding for which indemnification is sought, the Board shall promptly call a meeting of the members. At that meeting, the members shall determine whether, in the specific case, the applicable standard of conduct stated in such Section has been met, and, if so, the members shall authorize indemnification to the extent permitted thereby.

Section 11.03 Advancing Expenses. The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of the Association in defending any proceeding prior to final disposition, if the Board finds that:

- (a) the requested advances are reasonable in amount under the circumstances; and
- (b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article XI and Section 7237 of the California Nonprofit Corporation Law.

The Board shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 11.04 Insurance. The Board of Directors may authorize the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond the Association's power to indemnify the agent under law.

ARTICLE XII. EMERGENCY ACTIONS

Section 12.01 Definition of an Emergency. This Article applies solely during an Emergency. "Emergency" means the limited period of time during which a quorum of the Board of Directors cannot be readily convened for action as a result of the following events or circumstances:

- A. A natural catastrophe, including but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, drought, epidemic, pandemic, or disease outbreak, or, regardless of cause, any fire, flood, or explosion;
- B. An attack on or within the State of California or on the public security of its residents by an enemy of this state or on the United States of America by an enemy of this nation, or upon receipt by the State of California of a warning from the federal government indicating that an enemy attack is probable or imminent;
- C. An act of terrorism or other man-made disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or
- D. A state of emergency proclaimed by a governor of the State of California or by the President of the United States of America.

Section 12.02 Board Powers During an Emergency. In anticipation of or during an Emergency, the Board may take any action that it determines to be necessary or appropriate to respond to the emergency, mitigate the effects of the emergency, or comply with lawful federal and state government orders, but shall not take any action that requires the vote of the members, unless the required vote of the members was obtained prior to the emergency.

Section 12.03 Emergency Modifications to these Bylaws. In anticipation of or during an Emergency, the following emergency powers exist:

- A. The Board may modify the duties of any officer, employee, or agent to as necessary to respond to the Emergency and to accommodate the incapacity or unavailability of any officer resulting from the Emergency.

B. The Association may give notice to a Director or Directors in any practicable manner under the circumstances when notice of a meeting of the Board cannot be given to that Director or Directors in the manner prescribed by Section 6.02.

C. Provided that the corporation has given notice of the Board meeting to the extent practicable to all directors, the directors present at Board meeting may, by majority vote, take the following actions to the extent necessary to achieve a quorum for the Board meeting: (1) reduce the quorum of directors required for a meeting of the Board to one-third of the directors then in office, and/or (2) elect a temporary substitute director for an absent director; provided, however, that the only actions that may be approved at a meeting where quorum was achieved with one of these provisions are actions that the Board determines to be immediately necessary to respond to the emergency, mitigate the effects of the emergency, comply with lawful federal and state government orders, or protect the interests of the Association.

ARTICLE XIII. MISCELLANEOUS

Section 13.01 Principal Office. The Board of Directors shall determine, and may change, the location of the Association's principal office and its mailing address. The Board may at any time establish branch or subordinate offices at any place or places where the Association is qualified to do business.

Section 13.02 Contracts, Notes, and Checks. All contracts entered into on behalf of the Association must be authorized by the person or persons on whom such power may be conferred by the Board from time to time. Except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of the Association shall be signed by the person or persons on whom such power may be conferred by the Board from time to time.

Section 13.03 Writing by Writing by Electronic Transmission. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt, the terms "written" and "in writing" as used in these Bylaws include written electronic communications, including email, subject to the consent requirements of Section 20 (for emails or electronic transmission *from* the Association) and Section 21 (for emails or electronic transmission to the Association). A copy of Sections 20 and 21 of the California Corporations Code, as in effect at the adoption of these Bylaws, is attached as Appendix A.

Section 13.04 Notices to Members. An electronic transmission by the Association to a member is valid only if the following requirements have been satisfied:

- (a) The member has affirmatively consented (and has not withdrawn consent) to the use of electronic transmissions, to the extent required by California Corporations Code Section 20, and;
- (b) Prior to or at the time of consenting, the member received a clear written statement informing him or her of:
 - i. any right or option to have the transmissions provided or made available on paper or in non-electronic form;
 - ii. whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation; and
 - iii. the procedures the member must use to withdraw consent; and
- (d) If the Association is unable to deliver two consecutive notices to a member by a means of electronic communication, or if the inability to deliver notices in this manner to the member becomes known to the General Secretary, such means of electronic communication shall not thereafter be used to deliver notices to such member.

Notwithstanding the foregoing, notice of member meetings or any report may be sent to members electronically if the Board determines it is necessary or appropriate because of an emergency, as defined in Section 7140(m)(5) of the California Nonprofit Corporation Law.

Section 13.05 Bylaw Amendments. Amendments to these Bylaws may be adopted by the Board of Directors or the members, as follows.

A. Amendments by the Board. The Board may amend the Bylaws by the vote of a majority of the directors then in office, or the unanimous written consent of the Board; provided, however, that the Board may not amend the Bylaws if the amendment would materially and adversely affect the rights of members, as further provided under California Nonprofit Mutual Benefit Corporation Law, or if the amendment requires approval of the members under Section 3.01 of these Bylaws. Proposed amendments to these Bylaws shall be submitted in writing to the directors at least 48 hours in advance of any Board meeting at which they will be considered for adoption.

B. Amendment by the Members. The members may amend the Bylaws by written ballot, or at a duly noticed meeting where a quorum is present, or by unanimous written consent. If a proposed Bylaw amendment will be considered at a meeting, it shall be submitted in writing to the members at least one week before such meeting.

Section 13.06 Governing Law~~Governing Law~~. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Corporation Law (Cal. Corp. Code §§5000 et. seq.) then in effect shall govern, as such law applies to California nonprofit mutual benefit corporations.

Section 13.07 Association Policies and Procedures. The Board or the membership may adopt policies and procedures for the operation of the Association to the extent such policies are consistent with these Bylaws, the Articles of Incorporation of the Association, and the California Nonprofit Corporation Law. In event of any conflict between these Bylaws and any policies, procedures, or practices of the Association, these the Bylaws shall govern.

APPENDIX A

California Corporations Code Section 20 and 21

Section 20. “Electronic transmission by the corporation” means a communication (a) delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation, (2) posting on an electronic message board or network which the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (3) other means of electronic communication, (b) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications under or pursuant to this code, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form. However, an electronic transmission under this code by a corporation to an individual shareholder or member of the corporation who is a natural person, and if an officer or director of the corporation, only if communicated to the recipient in that person’s capacity as a shareholder or member, is not authorized unless, in addition to satisfying the requirements of this section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (a) any right of the recipient to have the record provided or made available on paper or in nonelectronic form, (b) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation, and (c) the procedures the recipient must use to withdraw consent.

Section 21. “Electronic transmission to the corporation” means a communication (a) delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, which the corporation has provided from time to time to shareholders or members and directors for sending communications to the corporation, (2) posting on an electronic message board or network which the corporation has designated for those communications, and which transmission shall be validly delivered upon the posting, or (3) other means of electronic communication, (b) as to which the corporation has placed in effect reasonable measures to verify that the sender is the shareholder or member (in person or by proxy) or director purporting to send the transmission, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

APPENDIX B

Initial Board of Directors and Officers

<i>Position</i>	<i>Name</i>	<i>Term Expires at the AGM:</i>	<i>First or Second Term</i>
President	Thorsten Geck	2025	1
President Past	Chitra Ravi	2024	1
General Secretary	Rema K Giridhar	2025	
Treasurer (Director of Finance)	John Oates	2024	2
Vice Presidents:			
Vice President Professional Standards	Suriyaprakash C	2024	- 0 (filling a vacancy to complete predecessor's term)
Vice President Development	Michelle Thome	2024	2
Vice President Research & Innovations	Steff Oates	2024	2
Vice President Operations	Sylvie Monin	2024	1
At Large Directors			
Regional Representative Africa & Middle East	Marguerite Sacco	2024	1
Regional Representative Australia & New Zealand	Anne Tucker	2024	1
Regional Representative Europe	Cristina Caizzi	2025	1
Regional Representative Central & South America & Caribbean	Paula Rodrigues	2024	1
Regional Representative North America	Lucy Freedman	2024	1
Regional Representative Southeast Asia	Keiko Hoshino	2026	1

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am presently the duly elected and acting General Secretary of the International Transactional Analysis Association, a California nonprofit mutual benefit corporation, and that the above Bylaws dated JANUARY 2024 are the bylaws of the Association as adopted by action of the Association's incorporator effective as of January 1, 2024.

Dated: _____

Rema K Giridhar, General Secretary