

## **ARTICLE I, Recitals; Definitions; Rules of Order**

### **Section 1. Name of Corporation.**

The name of this Corporation shall be "Association for University and College Counseling Center Directors," referred to herein as the "Corporation."

### **Section 2. Corporation Is Nonprofit.**

This Corporation has been formed pursuant to the California Nonprofit Mutual Benefit Corporation Law as a mutual benefit corporation.

### **Section 3. Specific Purpose.**

The specific and primary purposes of this Corporation shall be to promote the general institutional and professional practice and interests of university and college counseling centers.

#### **The goals of the Corporation include the following:**

- To promote adherence to the highest standards of professional practice in the operation of college and university counseling centers.
- To identify, discuss and clarify professional issues to the membership.
- To provide members with continuing professional education that contributes to the delivery of effective counseling services.
- To support quality training in counseling centers where it is both desired and feasible.
- To encourage engagement in counseling related research in general and program evaluation studies in particular.
- To advocate for the views of the organization and to represent those same views to relevant groups.

### **Section 4. Rules of Order.**

The rules contained in the current edition of Robert's Rules of Order shall govern the conduct of the Corporation's meetings in all cases to which they are applicable and in which they are not inconsistent with these bylaws. Any special rules of order adopted by the Governing Board or the Members shall supersede Robert's Rules of Order. [top](#)

## **ARTICLE II, Principal Office**

### **Section 1. Location of Principal Office.**

~~The principal office of the Corporation will be located at the office of the current President, or at such other place as the Board may from time to time designate by resolution.~~

**The principal office of the Corporation will be located at the office of the current association management company OR executive director.**

## **ARTICLE III, Membership**

### **Section 1. General Membership Criteria**

Membership is limited to institutions of higher education with a counseling center that provides confidential mental health counseling and developmental counseling to college students per state mental health laws and professional ethical guidelines. Each eligible counseling center may designate only one director as its representative member. At an institution where there is more than one center, multiple directors can be designated from one institution if: 1) neither counseling center director reports to the other, 2) each counseling center provides services to students; and 3) separate dues are paid for each center. Membership shall consist only of those counseling center directors whose dues are current. ~~Any eligible counseling center director shall become a Member on approval of the membership application by the Treasurer and payment of dues under Section 5 of this Article.~~ **Any eligible counseling center director shall become a Member upon payment of dues under Section 5 of this Article and attestation of eligibility.**

### **Emeritus/**Former Director** Membership Criteria**

There shall also be members known as Emeritus Members. Emeritus Membership is open to any person who has been a member of AUCCCD for a minimum of 10 years at the time of their professional retirement or otherwise departure from the position of Director. However, anyone who became an Emeritus member prior to October 2017 will retain that status. While Emeritus members may be employed as consultants to provide expertise on specific

topics (e.g., research, training, etc.), they may not serve in a direct or indirect supervisory role over the counseling center director or staff nor be employed as a counselor at a college counseling center. Emeritus members are non-voting members and do not pay membership dues.

There shall also be members known as Former Directors. Former Director Membership is open to any person who has been a member of AUCCCD for a minimum of 5 years at the point of their departure from the role as a counseling center director. While Former Directors members may be employed as consultants to provide expertise on specific topics (e.g., research, training, etc.), they may not serve in a direct or indirect supervisory role over the counseling center director or staff nor be employed as a counselor at a college counseling center. Former Director members are non-voting members and do not pay membership dues.

### **Statutory Membership**

Members described in this Section 1 shall be the only statutory members under California Corporations Code §5056(a), and are referred to herein as "Members" and their membership as "Membership." No person or entity other than those qualified and designated under Section 1(a), 1(b) or 1(c) shall be a member within the meaning of [Section 5056 of the California Corporations Code](#).

The various rights of and restrictions on the Members shall be as described in Article IV, Sections 1 and 2 and Article VI below.

The Board of Directors may create one or more other membership categories of other "affiliates" without voting rights, with such qualifications as the Board may determine. Such affiliates shall not be statutory members under California Corporations Code § 5056(a), and shall therefore have no voting rights.

**Section 2. Term of Membership.** Each Member (except Honorary Members) shall remain as such until he or she no longer qualifies as such under Section 1 above, until he/she/they ceases paying dues when due, or until terminated pursuant to Article III, Sections 5 and 6.

**Section 3. Applications.** All applicants for membership must make written/electronic application therefore on a form provided by the Association. The application shall **minimally** state the name and address of the applicant, the college or university with whom the applicant is employed, and the applicant's position with that institution.

**Section 4. Dues.** Each Member of the Association shall pay annual dues according to a schedule fixed by the Governing Board. Dues shall be payable annually at the beginning of each fiscal year. The fiscal year shall be defined as running from July 1 of the current year through June 30 of the succeeding year.

**Section 5. Suspension and Removal.** Default in dues. Any Member who shall be in default in the payment of his or her dues for one month, after written notice has been sent to him/her/them to make such payment, may be suspended from membership by the **Administrative Committee** Board. ~~Any member suspended for nonpayment of dues may be restored to good standing upon payment of the current year dues.~~

**Section 6. Termination of Membership.** Membership shall be a continuing obligation unless terminated by death, loss of Member's position as Director of a qualifying institution, or presentation of resignation in writing by any Member desiring to discontinue membership. ~~Resignation from Membership shall not relieve a member from payment of accrued dues.~~

Removal by Governing Board. The Governing Board shall have the authority to remove any Member by procedures complying with [Section 7341](#) (or any successor provision) of the California Corporations Code and other applicable law. Any member so expelled shall be given at least fifteen (15) days prior written notice thereof, and shall have the right to protest such action in writing, provided that the protest is received by the Corporation no later than five (5) days before the effective date of expulsion set forth in the Corporation's notice. All such protests shall be reviewed by the President, who shall then have the authority to reverse the expulsion in his or her reasonable discretion.

**Section 7. Memberships Held in More Than One Name.** ~~If, by reason of job sharing, a Membership stands of record in the names of two or more persons, that Member, like other Members, may only vote through its designated voting representative.~~

**Section 8. Furnishing Evidence of Membership.** The Corporation shall be entitled to assume the authenticity and accuracy of materials provided by and of any vote of any Member. Exercise of Membership rights shall be further subject to the rules regarding record dates for notice, voting and actions by written ballot and eligibility for voting set forth in these Bylaws. No membership certificates shall be required. [top](#)

#### **ARTICLE IV, Membership Voting**

**Section 1. Single Class of Voting Membership.** The Corporation shall have one class of voting Membership consisting of those individuals and entities identified in Article III, Section 1, above.

**Section 2. Member Voting Rights.** On each matter submitted to a vote of the Members, whether at a meeting of the Membership called and held pursuant to the provisions of these Bylaws or otherwise by electronic means, each Member shall be entitled to cast one vote.

**Section 3. Eligibility to Vote.** The persons entitled to vote at any meeting of Members or otherwise by electronic means shall be Members in good standing as of the record date determined in accordance with Section 8 of Article V.

#### **Section 4. Manner of Casting Votes.**

**Voting at a Meeting or by Written/Electronic Ballot.** Voting may be ~~by voice or~~ by ballot at a meeting, or by written/electronic ballot under Section 5 of this Article. The vote on the election of directors or on any other issue properly before a meeting of the Members or by electronic means shall be conducted by secret ballot when determined by the President, in ~~their~~ discretion, or when requested by 10 percent of the voting power. Voting by proxy shall not be permitted. Cumulative Voting Prohibited.

#### **Section 5. Action by ~~Written~~/Electronic Ballot Without a Meeting.**

- **Written/Electronic Ballots.** Any matter or issue requiring the vote of the Members, or upon which the Board resolves to seek action by the Members, except for the election of directors, may be submitted to the Members for approval by written/electronic ballot without the necessity of calling a meeting of Members, so long as the requirements for action by written/electronic ballot set forth in this Section 5 are satisfied. The determination to seek Member approval for actions by written/electronic ballot shall be made by the Board, by the President, or by Members possessing 5 percent of the total voting power of the Membership signing a written/electronic request and delivering this request to the President or President-Elect.
- **Written Ballots.** Written ballots will be made available upon request prior to the commencement of voting.
- **Balloting Time Requirements.** A record date shall be established pursuant to Article V, Section 8(c) hereof, and the written/electronic ballot shall be distributed to every Member entitled to vote on the matter at least 15 days prior to the final date the written/electronic ballots are to be received to be counted.
- **Content of Written/Electronic Ballots.** Written/electronic ballots distributed to the Members shall describe the proposed actions and provide an opportunity to specify approval or disapproval of each matter or group of related matters. The ballot shall provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote shall be cast in accordance with that choice.
- **Time for Return of Written/Electronic Ballot.** All written/electronic ballots shall provide a reasonable time within which to return the written/electronic ballot to the Corporation and shall state, on the face of the ballot, the date by which the written/electronic ballot must be returned in order to be counted.
- **Requirements for Valid Action.** Approval by written/electronic ballot shall be valid only when: (i) the number of votes cast by ballot within the time period specified equals or exceeds the quorum (as specified in Article V, Section 5) that would have been required to be present at a Membership meeting if such a meeting had been convened to vote on the proposal, and (ii) the number of approvals equals or exceeds the number of affirmative votes required to approve the action at a Membership meeting.
- **Solicitation Rules.** Written/electronic ballots shall be solicited in a manner consistent with the requirements of Article V, Sections 4(c) and (d) concerning the issuance of notice of Members' meetings. All solicitations of written/electronic ballots shall: (A) indicate the number of responses needed to meet the quorum requirement for the actions; (B) the time by which the written ballot must be received by the Corporation in order to be counted; and (C) the percentage of affirmative votes necessary to approve the measure submitted for membership approval.

- **Notification of Results of Balloting Process.** Upon tabulation of the written/electronic ballots, the Board shall notify the Members of the outcome of the vote at a business meeting of the Annual Conference, on the association's website and/or through electronic communication. ~~the Member list serv.~~ If the number of written/electronic ballots cast with respect to any matter is insufficient to constitute a quorum, the Board shall so notify the Members.
- **Prohibition on Revocation.** Once cast, a written/electronic ballot may not be revoked.

**Section 6. Majority Vote of Members Represented at Meeting Required.** If a quorum is present, a simple majority is required to affirm the vote outcome. ~~the affirmative vote of the majority of the voting power of Members represented at the meeting or the majority of eligible Members for an electronic vote who are entitled to vote, unless the vote of a greater number is required by California's Nonprofit Corporation Law or by the Articles of Incorporation or the Bylaws of the Corporation.~~ In the case of director elections, the candidates receiving the highest number of votes, up to the number of directors to be elected, shall be elected to the vacant board.

**Section 7. 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 (and without complying with the formalities of a written ballot) if all Members shall individually or collectively consent in writing to the action. If action is taken by written/electronic consent, the consent(s) shall be filed with the corporate minutes.~~[top](#)

## ARTICLE V, Membership Meetings

**Section 1. Place of Meeting.** The meetings of the Members shall be at any reasonable place (physical or virtual) designated by the Board, and at such time as may be designated by the Board in the notice of the meeting.

**Section 2. Annual Meeting.** There shall be an annual meeting of the Members at the Corporation's Annual Conference on the date designated by the Board each year.,~~at the site chosen each year by vote of the Members. The site of the first Annual Meeting immediately following incorporation of the Corporation shall be as designated by the President, following the vote of the members of the predecessor unincorporated association. The exact date,~~

~~time and location of the meeting shall be determined by the President and listed in the notice of meeting sent to the Members in accordance with Section 4, below.~~

**Section 3. Special Meetings.** Persons Entitled to Call Special Meetings. A majority of the Board, the President, or 5 percent or more of the Members may call special meetings of the Members at any time to consider any lawful business of the Corporation.

**Procedures for Calling Special Meetings Requested by Members.** If a special meeting is called by Members other than the Governing Board or President, the request shall be submitted by such Members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally, sent by registered mail or e-mail to the President, President-Elect, or Past President. The officer receiving the request shall cause notice to be promptly given to the Members entitled to vote, in accordance with the provisions of Section 4 of this Article V, that a meeting will be held, and the date, time and purpose for such meeting, which date shall be not less than ~~35~~ 20 nor more than ~~90~~ 45 days following the receipt of the request. The date shall be fixed by the Governing Board or any person or committee to whom the Board has delegated this responsibility. If the notice is not given within the 20 days after receipt of the request, the persons requesting the meeting may give the notice.

**Section 4. Notice of Members' Meetings.** Generally. All notices of meetings of Members (whether regular or special) shall be given in writing to each Member who, on the record date for notice of the meeting (as provided in Section 8 of this Article V) is entitled to vote, not less than 10 ~~nor more than 90~~ days before the date of the meeting. The notice shall specify the place (physical or virtual), date, and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted, or (ii) in the case of a regular meeting, the general nature of the matters which are to be presented for action by the Members. However, any proper matter may be presented at a regular meeting for Member action. The notice of any meeting at which directors are to be elected shall include the names of all those individuals who are nominees at the time the notice is given to the Members.

**Special Notice Rules for Certain Material Transactions.** If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s): Removing a director



without cause; Filling vacancies on the Governing Board under those circumstances where a vote of the Members is required pursuant to Article VII, Section 6 of these Bylaws;

Amending the Articles of Incorporation of the Corporation or these Bylaws in any manner requiring approval of the Members; Approving a contract or transaction between the Corporation and one or more of its directors, or between the Corporation and any corporation, firm or association in which one or more of its directors has a material financial interest; Voting upon any election to voluntarily terminate and dissolve the corporation.

**Mailing of Notice.** Notice of any meeting of Members shall be given either personally or by first class mail, telegraphic or other written communication, charges prepaid, addressed to each Member either at the address of that Member appearing on the books of the Corporation or the address given by the Member to the Corporation for the purpose of notice. If for any reason notice is given by mail and the notice is not given by first class, registered or certified mail, the notice shall be given not less than ~~20~~ 10 days (~~nor more than 90 days~~) before the meeting.

**Affidavit of Mailing; Effect Thereof.** An affidavit of the mailing or other means of giving any notice of any Members' meeting may be executed by the President, President-Elect, or Past President and if so executed, shall be filed and maintained in the minute book of the Corporation. Such affidavit shall constitute prima facie evidence of the giving of notice.

### **Section 5 Quorum Requirements.**

~~One third (1/3)~~ Twenty-five percent ( $\frac{1}{4}$ ) of the Corporation's Members in good standing, represented in person at a meeting or through response on ~~the Membership Listserv~~ an electronic voting platform shall constitute a quorum for the transaction of business.

The Members present at a duly held meeting at which a quorum is initially present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members 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.

**Section 6. Adjourned/Postponed Meeting.** Any Members' meeting, annual or special, whether or not a quorum is present, may be ~~adjourned~~ tabled to another time and/or place (but not for more than 45 days) by the vote of the majority of Members represented at the meeting. Unless there is an absence of a quorum (in which case no other business may be

transacted at that meeting except as provided in Section 5(b) above), the reconvened meeting may take any action which might have been transacted at the original meeting. When a Members' meeting is adjourned to another time or place, notice need not be given of the new meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. Notwithstanding the foregoing, if after adjournment a new record date is fixed for notice or voting, a notice of the rescheduled meeting must be given to each Member who on the record date for notice of the meeting is entitled to vote thereat.

**Section 7. Waiver of Notice or Consent by Absent Members.** Waiver and Consents, Generally. If decisions are made by the Members at a meeting where a quorum is present, but for which proper notice was not given to all Members for whatever reason, the decisions made at that meeting will be valid if, either before or after the meeting, each Member entitled to vote who was not present at the meeting in person consents to the meeting by signing (i) a written waiver of notice, (ii) a consent to holding the meeting, or (iii) an approval of the minutes. The waiver of notice 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(b) of this Article V, in which case, the waiver of notice must state the general nature of the matter. All such waivers, consents or approvals shall be filed with the Corporation records or be made part of the minutes of the meeting.

**Effect of Attendance at Meeting.** Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person attends the meeting 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 Sections 3(b) or 4(b) of this Article V, if that objection is expressly made at the meeting.

**Section 8. Record Dates for Member Notice, Voting and Giving Consents.** Record Date for Notice of Meetings. The record date for determining those Members entitled to receive notice of a meeting of Members, shall be the business day preceding the day on which notice is given.

- **Record Date for Voting.** The record date for determining those Members entitled to vote at a meeting of Members shall be the day of the meeting, or in the case of electronic voting the day before the electronic vote is closed, or in the case of an adjourned meeting, the day of the adjourned meeting.

- **Record Date for Action by Voting ~~Written Ballot~~ Without Meeting.** The record date for determining those Members entitled to vote ~~by written ballot~~ on proposed Corporation actions without a meeting, when no prior action by the Board has been taken, shall be the day on which the ~~first~~ **vote opens**. ~~written ballot is mailed or solicited~~. When prior action of the Board has been taken, it shall be the day on which the Board adopts the resolution relating to that action.
- **Record Date for Other Lawful Action.** Unless fixed by the Board, the record date for determining those Members entitled to exercise any rights in respect to any other lawful action shall be Members at the close of business on the day on which the Board adopts the resolution relating thereto, ~~or the 60th day prior to the date of such other action, whichever is later.~~

"Record Date" Means as of Close of Business, **Pacific Standard Time**. For purposes of this Section 8, a person holding a membership as of the close of business on the record date shall be deemed the Member of record.

## **ARTICLE VI, Membership Rights**

**Section 1. Rights of Members.** Subject to these Bylaws, the Members shall have the following rights: to vote, as set forth in these bylaws, on the election of directors; on the disposition of all or substantially all of the assets of the Corporation; on any merger and its principal terms and any amendment of those terms; on any election to dissolve the Corporation, except in the circumstances set forth in Section 8610(b) of the California Corporations Code; and on amendments to these bylaws as provided in Section 3 of Article XIII hereof. In addition, those Members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

## **ARTICLE VII, Board of Directors (Governing Board)**

**Section 1. General Corporation Powers.** Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law and any limitations in the Articles and these Bylaws relating to action required to be approved by the Members, the business and affairs of the Corporation shall be vested in and exercised by the Corporation's Board of Directors. The Board of Directors of this Corporation shall be referred to as the "Governing Board" or the "Board". Except as provided in Article X, the Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee. However, despite any such delegation the activities and affairs of the Corporation shall

continue to be managed and all Corporate powers shall continue to be exercised under the ultimate direction of the Board.

**Section 2. Number and Qualification of Board Members.** The Governing Board shall consist of ~~eleven (11)~~ **twelve (12)** qualified persons as follows: nine (9) general representatives elected by the Members ("Elected Representatives"), **the Treasurer**, the President, and either the President Elect (who shall be elected by the Members), or the Past President . In addition, the Secretary ~~and Treasurer~~ shall serve as **a** nonvoting, ex officio members of the Board appointed by the Board President with the approval of the Board. To be qualified (i) to be nominated as a candidate for ~~or to be appointed a member of~~ the Board and (ii) to maintain the position of Board member (except ex officio member), a person must be a Member under Section 4 of Article VII hereof. **To be considered for the position of Secretary, a person can be a Member under Section 4 of Article VII or Emeritus/Formal Director..**

**Section 3. Term of Office.** The term of each Elected (**general**) Representative shall be three (3) years, unless that person has been appointed by ~~the President or elected by~~ the Board to serve for the remaining term of a Board member who has left office in midterm, in which case the new Board member shall serve such remaining term. **In the event of midterm elected (general) representative vacancy, the runner-up candidate will be appointed. If that person cannot serve, the board will appoint from the general membership. If there is less than 6 months left of the vacated term, the Governing Board has discretion on whether or not to fill the position by appointment.** The terms of the members of the Board shall be staggered such that the terms of one third of the members of the Board shall be expected to expire each year. No Board member shall be elected by the members of the corporation to more than two full terms in succession. **In the event an elected (general) representative was appointed to serve the remainder of a vacated term, a full term is defined as 18 months or more.**

**Section 4. Nomination.** Individuals can become candidates for election to the Governing Board as follows:

- ~~• The past President shall request of the Members in writing/or electronically, no later than 60 days before the date of the Annual Conference (e.g. in the Spring Newsletter), nominations for election to the Governing Board.~~

- ~~The President shall specify the date by which and the person and address to which the nominations must be returned in writing/or electronically. Members may nominate themselves.~~
- The Nominating Committee, which shall be comprised of the President, President Elect (when the position is filled), and PastPresident, shall be charged with receiving the nominations from Members for PresidentElect and for election to those Elected Representative positions on the Board held by Board members whose terms of office are expiring, ensuring that the nominees meet the qualifications set forth in Article XI Section 8 and Article VII Section 2, and determining the nominees' willingness to serve.
- ~~By the date designated by the Nominating Committee, each nominee must prepare a written statement of his or her qualifications and interest in the organization.~~
- ~~The Nominating Committee shall prepare and include in the Annual Conference registration packet (distributed at the conference), as well as distribute by list serv, a list of the nominees, describing their length of tenure with and activities with the Corporation and their school affiliations, together with each nominee's statement. To the greatest extent feasible and with this function being explicitly noted for conference planning committees to be one of the goals of the opening reception, nominees shall be introduced to the Members at the opening conference reception and again just prior to the keynote speech, and the election shall be held electronically between the first and second business meetings of the Annual Conference.~~

**Section 5. Election of Board Members.** The annual election of directors shall be conducted by written/electronic ballot at **before** and during the Annual Conference, in accordance with Article IV hereof. Members not at the Annual Conference will be able to vote for Board Members. Candidates receiving the highest number of votes shall be elected as directors. In the event of a tie, there shall be a runoff election at the same meeting ~~or at a new meeting.~~ **The initial election shall close by 6pm local time on the Sunday of the annual meeting. The runoff election will immediately commence for a period of 24 hours with a majority (no quorum necessary) vote.** The Board Members thus elected shall take office immediately following their election. If the Board Members are elected at a special meeting, they shall take office immediately following such meeting.

## **Section 6. Removal of Board Members and Filling Vacancies on the Governing Board.**

- **Vacancies.** Generally, a vacancy or vacancies in the Governing Board shall be deemed to exist on the occurrence of any of the following: (i) the death,

resignation or removal of a director pursuant to subparagraphs (d) and (e) hereof; (ii) an increase of the authorized number of directors; or (iii) the failure of the Members, at any meeting of Members at which members of the Board are to be elected, to elect the number of Board Members to be elected at such meeting.

- **Resignation of Directors; Termination of Qualifying Employment.** Except as provided in this subparagraph, any Board member may resign, which resignation shall be effective on giving written notice to the President, the President-Elect, **Executive Director** or the Governing Board, unless the notice specifies a later time for the resignation to become effective. ~~If the resignation of a Board member is effective at a future time, the Governing Board or President may elect a successor to take office when the resignation becomes effective.~~ If a Board member's employment as Director with a qualifying institution terminates for any reason, then that Board member shall no longer be qualified to serve as a member of the Board and shall be deemed to have resigned. ~~Any vacancy resulting from resignation shall be filled in the manner provided in paragraph (c) of this Section.~~
- **Filling of Vacancies.** ~~Unless a vacancy is created by removal of a Board member, vacancies may be filled by the President, or by the vote of a majority of a quorum of the Board, except that the position of President-Elect must be filled by a vote of the membership. When a member of the Board is removed from office, his or her position shall be filled either (A) by the vote of the Board members then in office or (B) by the affirmative vote of the Members conducted at a duly held meeting at which a quorum is present or by written /electronic ballot. If the vacancy is filled by the Board, then the new Board member's term shall expire as of the next election of members of the Board. Furthermore, the Members may elect a member of the Board at any time to fill any vacancy not filled by the Governing Board, by an election conducted at a duly held meeting of the Members at which a quorum is present or by written /electronic ballot. See Article VII, Section 3.~~
- **Removal By Board Members.** The Governing Board shall have the power and authority to remove a member of the Board and declare ~~his or her~~ their office vacant if they have (i) been declared of unsound mind by a final order of court; (ii) been convicted of a felony; ~~(iii) been found by a final order or judgment of any court to have breached any duty under sections 7230 through 7238 of the California Nonprofit Mutual Benefit Corporation Law (relating to the standards of conduct of directors);~~ or (iv) has been found in violation of any ethical standard of the **Association for University and College Counseling Center Directors Code of Ethics**. ~~American Psychological Association, the American College Personnel Association, or other relevant and nationally recognized professional organization.~~
- **Removal by the Members.** Except as otherwise provided in the immediately preceding subparagraph or subparagraphs (f) or (g), below, a member of the Board may only be removed from office prior to expiration of their term by ~~the~~ a majority vote of the Members conducted at a duly held meeting or by written ballot. Removal by this procedure may be with ~~or without~~ cause. (If at any time the

corporation has less than 50 Members, removal requires the affirmative vote of a majority of all Members.)

- **Reduction in Number of Board Members.** No reduction of the authorized number of directors shall have the effect of removing any Board member before his or her term of office expires. [top](#)

## **ARTICLE VIII, Board Meetings**

**New Section 1. Board Meetings.** The governing board shall meet, at minimum, twice a year. Once at the annual meeting of the organization and again at a mid-year meeting. The governing board may meet at any other time during the year at its discretion (electronic or in-person). A majority of board members, the president or the executive director may call a board meeting. All board members shall be notified, by any means necessary, of a board meeting at least 24 hours in advance, unless there are extenuating circumstances.

~~**Section 1. Place of Meetings; Meetings by Telephone.** Regular and special meetings of the Governing Board may be held at any place that has been designated from time to time by resolution of the Board and stated in the notice of the meeting. Notwithstanding the above provisions of this Section 1, a regular or special meeting of the Board may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone, e-mail or similar communication, so long as all Board Members can participate.~~

~~**Section 2. Annual Meeting of The Board.** At the Annual Conference, after the election of Board members, the Board shall hold a regular meeting for the purpose of organization and the transaction of other business. Notice of this meeting shall be required to be placed in the Conference program.~~

~~**Section 3. Other Regular Meetings.** The Board shall also hold a midyear meeting in the Spring at the time and place specified in notice given by the President or his/her designee. Other regular meetings of the Board shall be held without call at such time as shall from time to time be fixed by the Board and communicated to the Board members. Notice of the date, time and place of regular meetings shall be communicated to the Board members not less than 72 hours prior to the meeting; provided, however, that notice need not be given to~~

any Board member who has signed a written waiver of notice or consent to holding the meeting as more particularly provided in Section 7 of this Article VIII.

**Section 4. Special Meetings of the Board.** Who May Call a Special Meeting. Special meetings of the Board for any purpose may be called at any time by the President or any two voting members of the Board.

**Notice of Special Meetings.** Manner of Giving. Notice of the time and place of special meetings of the Board shall be given to each director by one of the following methods: (A) by personal delivery of written notice; (B) by first class mail, postage prepaid; (C) by telephone communication, either directly to the Board member or to a person at the Board member's home or office who would reasonably be expected to communicate such notice promptly to the Board member; or (D) by telegram, charges prepaid; or by electronic mail. All such notices shall be given or sent to the Board member's address or telephone number as shown on the records of the Corporation. Notice of a meeting need not be given to any Board member who signed a written waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, as more particularly provided in Section 7 of this Article VIII. A notice need not specify the purposes of the meeting.

**Time Requirements.** Notices sent by first class mail shall be deposited into a United States mailbox at least four days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph, or electronic mail shall be delivered, telephoned, e-mailed or given to the telegraph company at least 48 hours before the time set for the meeting.

**Section 5. Attendance by Members.** All meetings of the Board shall be open to Members of the Corporation; provided, however, that Members who are not Board members may only participate in deliberations or discussions of the Board when **invited by the President or** expressly authorized by a vote of a majority of a quorum of the Board; and provided further that the Board shall be entitled to adjourn at any time for purposes of reconvening in executive session to discuss litigation in which the Corporation is or may become a party or business of a similar nature.

**Section 6. Quorum Requirements.** A majority of the total number of voting members of the Board shall constitute a quorum for the transaction of business, except to adjourn as



provided in Section 8 of this Article VIII. Every act or decision done or made by a majority of the members of the Board present at a meeting duly held at which a quorum is present shall be regarded as the act of the Governing Board, ~~subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law.~~ A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Board members below a quorum, if any action taken is approved by at least a majority of the required quorum for that meeting.

**Section 7 Waiver of Notice.** ~~The transaction of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, so long as a if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present, individually or collectively, signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the Corporation records or made a part of the minutes of the meeting and shall have the same force and effect as a unanimous vote of the Board. The requirement of notice of a meeting shall also be deemed to have been waived by any Board member who attends the meeting without protesting before or at its commencement about the lack of notice.~~

**Section 8. Adjournment.** **The president or** a majority of the Board members present, whether or not constituting a quorum, may adjourn any meeting to another time and place or may adjourn for purposes of reconvening in executive session to discuss and vote upon personnel matters, litigation in which the Corporation is or may become involved and orders of business of a similar nature; provided, however, that adjournment to executive session can only be effected by approval of a majority of a quorum of the Board. The nature of any matter to be considered in executive session must first be announced in open session. If the meeting is adjourned for more than 24 hours, notice of adjournment to any other time or place shall be given prior to the time of the adjourned meeting to the Board members who are not present at the time of the adjournment. Except as hereinabove provided, notice of adjournment need not be given.

**Section 9. Action Without a Meeting.** Any action required or permitted to be taken by the Governing Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing /or electronically to that action. Such action by written

consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed. ~~with the minutes of the proceedings of the Board.~~

**Section 10. Compensation.** Board members, officers, members of committees shall not be entitled to compensation for their services as such, although they may be reimbursed for such actual expenses as may be determined by resolution of the Board to be just and reasonable.

## **ARTICLE IX, Duties and Powers of the Board**

**Section 1. Specific Powers.** Without prejudice to the general powers of the Governing Board set forth in Article VII, Section 1, the Board shall have the power to:

Exercise all powers vested in the Board under the laws of the State of California.

- Establish the policies and positions of the Corporation relating to legislation, propositions, referenda, ordinances, litigation and regulatory proceedings and actions;
- Appoint and remove all officers of the Corporation and any Corporation employees and prescribe any powers and duties for such persons that are consistent with law, the Articles of Incorporation and these Bylaws, and fix their compensation.
- Appoint such agents ~~and employ such other employees~~, including attorneys and accountants, as it sees fit to assist in the operation of the Corporation, and to fix their duties and to establish their compensation, **in collaboration with the Executive Director.**
- Adopt and establish rules and regulations governing the affairs and activities of the Corporation, and take such steps as it deems necessary for the enforcement of such rules and regulations.
- Enforce all applicable provisions of these Bylaws.
- Contract for and pay premiums for insurance and bonds (including indemnity bonds) which may be required from time to time by the Corporation.
- Pay all taxes, and charges which are or would become a lien on any portion of the Corporation's properties.
- Delegate its duties and powers hereunder to the officers of the Corporation or to committees established by the Board, subject to the limitations expressed in Section 1 of Article X hereof.
- Levy and collect dues from the Members of the Corporation in accordance with Article XII hereof.

- Prepare budgets and maintain adequate and correct books of account, and prepare an annual financial report. ~~as and when required by Section 8231 of the California Corporations Code.~~
- Appoint such committees as it deems necessary from time to time in connection with the affairs of the Corporation in accordance with Article X hereof.
- Fill vacancies on the Board.
- Open bank accounts and borrow money on behalf of the Corporation and designate the signatories to such bank accounts.
- Bring and defend actions on behalf of the Corporation to protect the interests of the Members or the Corporation, as such, so long as the action is pertinent to the operations of the Corporation

## ARTICLE X, Committees

**Section 1. Committees of the Association Board.** In addition to the Nominating Committee appointed and constituted pursuant to Article VII, Section 3(a) and Article X, Section 1 of these Bylaws, with a majority vote, the Board may designate a committee to address areas of need. Committees of the Board shall have all the authority of the Board with respect to matters within their area of assigned responsibility.

**Standing Committees:** Standing committees hold permanence in the association and should be operating on a regular basis. Standing committees of the association should include, but are not limited to, Membership, Director Development, Inclusive Excellence and Equity.

**Section 2. Formation of Ad-Hoc Advisory Committees.** The Board is empowered to create and select the members of one or more **ad-hoc advisory committees**, ~~which shall be referred to as "Task Forces"~~, each consisting of two or more Members (not necessarily Board Members). ~~Such Task Forces committees shall not have the authority of the Board, but shall serve in an advisory capacity only.~~ Each committee ~~Task Force~~ shall establish its own operating procedures, except that the quorum for transacting business shall be one third of each Committee's members.

**Annual Conference Committee.** The Corporation shall have an advisory committees known as the Annual Conference Committee. The membership of the Annual Conference Committee shall consist of those Members associated with the colleges or universities located in the geographic area ~~chosen by the Members to be the site of the next Annual Conference of the Corporation~~ or any volunteers willing to participate. The responsibilities of the Annual Conference Committee are to organize and conduct the Annual Conference

for the Membership. One member of the annual Conference Committee shall be designated by the Members as the conference host (the "Conference Host").

**Section 3. Meetings and Actions of Committees.** All Committees are required to follow the Bylaw rules and regulations. Committee meetings may be determined either by resolution of the Board or by resolution of the committee, and except that one third (1/3) of the members of any such committee shall constitute a quorum. Minutes shall be kept of each meeting of any committee and shall be filed with the Corporate records. The Board may adopt rules not inconsistent with the provisions of these Bylaws for the government of any committee.

## **ARTICLE XI, Officers**

**Section 1. Officers.** ~~The officers of the Corporation shall be a President; a President Elect; or a Past President (depending on the election cycle); and a Chief Financial Officer. The Corporation's Chief Financial Officer shall be called (and shall be referred to herein as) the "Treasurer." The Corporation may also have, at the discretion of the Board, such other officers as may be appointed in accordance with the provisions of Section 3 following. No one person may hold two or more offices.~~

**Section 2. Election of Officers.** ~~The officers of the Corporation shall be chosen in accordance with this Article, and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified. Where a provision of this Article requires that an officer be elected "from among the Board members" this shall mean that the person is as of that day in office as a member of the Board or has served on the Board in the past.~~

**Section 3. Subordinate Officers.** ~~The Board may appoint, and may empower the President to appoint, such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws and as the Board may from time to time determine.~~

**Section 4. Removal of Officers.** Any officer may be removed, with cause, by the Board at any regular or special meeting.

**Section 5. Resignation of Officers.** Any officer may resign at any time by giving written notice to the Board or to the President or President Elect. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

**Section 6. Vacancies.** In the event of a vacancy in the office of President because of death, resignation, removal, disqualification, or any other cause during the first year of the President's term, the Past President will reassume the office of the President through the first year of the term. Upon election at the next Annual Meeting of the membership, the President Elect will immediately become President and will serve two years as President and one year as Past President. The Past President, if able, will be appointed by the President to serve on the Board for a one year term as Past President. A new President Elect will be elected at the next annual meeting of the membership.

If the vacancy in the office of President occurs during the second year of the President's term, the President Elect will immediately become the President. The President will complete the predecessor's second year of office and subsequently his or her full two year term. The President shall, with the approval of the Board, appoint a Past President who is able and willing to serve on the Board through the first year of his or her elected two year term.

In the event the Past President or President Elect cannot assume the duties of the vacant office of the President as prescribed in 6(a) and 6(b) above, then the board shall elect from its current membership a President who will serve until the election at the next annual meeting of the membership.

A vacancy in any office (except President) because of death, resignation, removal, disqualification or any other cause shall be filled by appointment by the President in consultation with the Board.

**Section 7. President.** The person who has served as PresidentElect for the immediately preceding year shall automatically become the Corporation's President at the annual meeting of members at the Annual Conference. His or her term of office shall be for two years. If the PresidentElect is unable to or declines to serve as President, then the President shall be elected by the Members at the annual meeting. The President ~~shall be the chief executive officer of the Corporation and~~ shall **preside over all meetings of the Membership and of the Board**, ~~subject to the control of the Board,~~ have general supervision, direction and control of the affairs and officers of the Corporation. ~~He or she shall have the general power and duties of management usually vested in the office of President of a corporation,~~ **The President may hold,** ~~together with~~ such other powers and duties as may be prescribed by the Board or the Bylaws.

~~The President's duties shall include the following, without limitation:~~

- ~~• preside over all meetings of the Membership and of the Board;~~
- ~~• to prepare an agenda for all Membership and Board meetings;~~
- ~~• to represent the organization to other professional organizations whose functions interface with that of the Corporation;~~
- ~~• to appoint task force committees and liaisons to other organizations as needed to accomplish the objectives of the Corporation; and~~
- ~~• to serve as consultant to the Conference Hosts.~~

**Section 8. President-Elect.** The President-Elect shall be elected biannually for a one-year term by the Members from among the past members of the Board of the Corporation. **In the event that no eligible candidates are identified, the Board may remove the Board service requirement and open up nominations to the general membership.** The President-Elect shall, during the year of his or her term, chair the Nominations Committee, with the charge of offering a slate of candidates representative of region, institutional size, gender and race. In the absence or disability of the President, the President-Elect shall perform all the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. He or she shall be subject to the supervision of the President, and shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the Bylaws.

**Section 9. Past President.** The person who completed his or her term as President the preceding year shall serve as Past-President of the Corporation for a one year term. The

Past-President shall serve as consultant to the current President, and shall chair the Nominations Committee, during the year of his or her term, with the charge of offering a slate of candidates representative of region, institutional size, gender, and race. In accordance with the provisions of Section 6(a), the Past-President shall assume the office of the President if the President is unable to complete the first year of his or her term. The Past-President shall perform all the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President.

**Section 10. Secretary.** ~~The Corporation's Secretary shall keep or cause to be kept at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board, Members, and Committees, with the time and place of holding same, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board meetings, the number of Members present at Members' meetings, and the proceedings thereof. He or she shall give, or cause to be given, notice of all meetings of the Board required by the Bylaws or by law to be given, and he or she shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or by the Bylaws. He or she~~  
**The appointed Secretary shall be chosen by the Board from the membership or Emeriti and serve a 3 year term, or until the board appoints a new Secretary, or until the term limit is met. The Secretary holds responsibility for maintaining records and minutes of the organization. Specifically, the Secretary, or their delegate, shall take written/electronic minutes of all Board, Membership and Administrative Committee meetings and distribute them accordingly. to the Board and maintain job descriptions for all elected and appointed positions. He or she shall be chosen by the Board from the membership for a three year term.**

**Section 11. Treasurer (Chief Financial Officer).** The Treasurer shall be **elected by** appointed by the President, upon approval of the Board, from among the Members. **No Treasurer shall be elected by the Members of the Corporation to no more than 2 full terms in succession.**  
The Treasurer shall, or cause to:

- Keep and maintain, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, and disbursements. The books and records shall at all reasonable times be open to inspection by any Member or Board member.
- Deposit all monies and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Board.

- Disburse the funds of the Corporation as may be ordered by the Board, shall render to the President and the Board whenever they request it, an account of all of his or her transactions as treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.
- Bill for and collect dues annually from the Membership, and present a complete financial report at the annual meeting of Members.
- Keep current records showing the names and mailing addresses of the Members of the Corporation, and shall provide such list to the other officers of the Corporation promptly upon request. ~~The Treasurer's term shall be established by the Board. The Treasurer serves at the pleasure of the Board and may be removed by the Board at any time with or without cause.~~

**Section 12. Non-Officer Positions.** ~~The President shall appoint a Member to serve in each of the following positions, for a term of no less than three (3) years:~~

- ~~**Archivist.** The archivist shall maintain the document bank and the organization's historical records, including official documents, papers from the Governing Board, and the annual conference program and proceedings.~~
- ~~**Continuing Education Coordinator.** The Coordinator shall coordinate CE activities at the annual conference and ensure that programs meet APA standards for CE credit. The Coordinator will facilitate the cosponsorship of CE programs with other organizations. Liaisons. Persons serve as Liaisons to various organizations as determined by the Board [top](#)~~

See also: <https://www.aucccd.org/general-information-new>

## ARTICLE XII, Dues and Finances

**Section 1. Description of Dues and Assessments to Which Members Are Subject.** All Members of the Corporation shall be obligated to pay the annual dues according to the schedule fixed from time to time by the Governing Board. Members shall also pay such additional assessments as are approved by both the Board and the Members.

**Section 2. Checks.** All checks or demands for money and notes of the Corporation shall be signed by either the President or the Treasurer, or by such other ~~officer or officers or such other person or persons~~ as the Governing Board may ~~from time to time~~ designate.



~~**Section 3. Budgets and Financial Statements.** The following financial statements and related information for the Corporation shall be regularly prepared:~~

- ~~● A budget for each fiscal year consisting of at least the Corporation's estimated revenue and expenses on a cash or accrual basis.~~
- ~~● YearEnd Report. Within 120 days after the close of the fiscal year, a year end report consisting of at least the following shall be prepared:
  - ~~● A balance sheet as of the end of the fiscal year;~~
  - ~~● A statement advising Members of the place where the names and addresses of the current Members are located; and Any information required to be reported under [section 8322](#) of the Corporations Code requiring the disclosure of certain transactions in excess of \$50,000 per year between the Corporation and any director or officer of the Corporation and indemnifications and advances to officers or directors in excess of \$10,000 per year.~~
  - ~~● For any year that the corporation's gross revenues equal or exceed \$10,000, the Corporation shall notify each Member yearly of the Member's right to receive the annual financial report described in this Section and the Corporation shall send the most recent annual report to any Member requesting it in writing.~~
  - ~~● Review of Accounts. On no less than a semiannual basis, the Governing Board shall review and approve the Corporation's budget and annual report, and the latest account statements prepared by the financial institution(s) with whom the Corporation's accounts are lodged.~~
  - ~~● Dissolution. No part of the revenue of this Corporation shall ever inure to the benefit of any private member or individual and none of the assets or property of this Corporation shall ever be distributed to its members. In the event of the dissolution of the Corporation all of its assets and property in excess of its debts and liabilities shall be distributed to one or more organizations which are exempt from federal income taxation under Internal Revenue Code Section 501(c)(3) or 501(c)(6), for use in furtherance of the purposes of this organization. [top](#)~~~~

## ARTICLE XIII, Miscellaneous

### Section 1. ~~Inspection of Books and Records.~~

~~Inspection~~ **Review** by Members. All accounting books and records, minutes of proceedings of the Members, the Board and committees of the Corporation and membership lists and papers of the Corporation shall at all times, during reasonable business hours, be **made**

available for review to any Member, within 10 business days of written request to the President or Treasurer of the Corporation. ~~subject to the inspection of any Member or his or her duly appointed representative for any purpose reasonably related to the Member's interest as such. Member's rights of inspection hereunder shall be exercisable on 10 days' written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested. Inspection rights shall be subject to the Corporation's right to offer a reasonable alternative to inspection within 10 days after receiving the Member's written demand (as more particularly set forth in [section 8330](#) and following of the California Nonprofit Mutual Benefit Corporation Law).~~

**Rules Regarding Exercise of Inspection-Review Rights.** The Board may establish reasonable rules with respect to (i) notice of **review inspection**, (ii) hours and days of the week when **review inspection** may be made, and (iii) payment of the cost of reproducing copies of documents requested by the Member.

**Inspection Review by Board Members.** Every member of the Board shall have an absolute right at any reasonable time to ~~inspect~~ **review** all books, records, documents and minutes of the Corporation and the physical properties owned by the Corporation. The right of ~~inspection~~ **review** by a Board Member includes the right to make extracts and copies of documents.

**Section 2. Corporate Seal.** ~~The Corporation shall have a seal in the form adopted by the Board.~~

**Section 3. Amendment or Repeal of Bylaws.** Amendment by the Board. Except as provided in this subparagraph (a), these Bylaws may be adopted, amended or repealed ("changed") by (1) the vote of a majority of all Board members present at any meeting of the Board or (2) by unanimous written consent of the Board. The foregoing right of the Board to change these Bylaws shall not apply to any amendment that:

- Changes the number of members of the Board (Corp. Code, [§ 7151](#), subd. (b));
- Changes any provision pertaining to Board members who hold office by designation ([Corp. Code, § 7220](#), subd. (d));
- Changes any provision pertaining to the filling of vacancies on the Board which must, by the terms of these Bylaws, be filled by the vote of the Members;

- Increases the quorum requirements for membership meetings ([Corp. Code, § 7512](#));
- ~~Changes the Bylaws provisions governing the use of proxies ([Corp. Code, § 7613](#));~~
- Changes the Bylaws provisions concerning qualifications for Membership;
- Materially and adversely affects the rights of the Members as to voting, dissolution, redemption or transfer;
- Effects an exchange, reclassification or cancellation of all or part of the memberships; or
- Authorizes a new class of Membership (other than honorary).
- Amendment by the Members (b) Amendment by the Members. Except as provided in subparagraph (a), above, Bylaws may only be adopted, amended or repealed by the affirmative vote of a majority of the Membership votes represented and voting at a duly held meeting at which a quorum is present or by written /electronic ballot conducted in accordance with Article IV, Section 6 hereof.

**Section 4. Notice Requirements.** Any notice or other document permitted or required to be delivered as provided herein shall be delivered either personally, by e-mail or by first class mail in accordance with the notice requirements of Article V, Section 4 hereof.

~~**Section 5. Annual Statement of General Information.** As and when required by [section 8210](#) of the California Nonprofit Corporation Law, the Corporation shall file with the Secretary of State of the State of California, on the prescribed form, a statement setting forth the authorized number of directors (Board members), the names and complete business or residence addresses of all incumbent directors, the names and complete business or residence addresses of the President, Secretary and chief financial officer (Treasurer), the street address of its principal office in this state, together with a designation of the agent of the Corporation for the purpose of service of process.~~

~~**Section 6. Construction and Definitions.** Unless the context requires otherwise or a term is specifically defined herein, the general provisions, rules of construction, and definitions in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, and the singular number includes the plural and the plural number includes the singular.~~

**Section 7. Indemnification of Corporate Agents.** For the purposes of this Section, "director" means any member of the Board and "agent" means any person who is or was a director, officer, employee or other agent of the Corporation. "Proceeding" means any threatened, pending or complete action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under paragraph (d) or paragraph (e)(3) of this Section.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Corporations Code [Section 5233](#) of Part 2 ([commencing with Section 5110](#)) made applicable pursuant to [Section 7238](#), or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation, or brought under Corporations Code Section 5233 of Part 2 (commencing with Section 5110) made applicable pursuant to Section 7238, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as a ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this paragraph (c):

In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless such action concerns assets held in charitable trust and is settled with the approval of the Attorney General.

To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in paragraph (b) or (c) of this Section or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith. Except as provided in paragraph (d) of this Section, any indemnification under this Section shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in paragraphs (b) or (c), by:

A majority vote of a quorum consisting of directors who are not parties to such proceeding;

Approval of the Members, with the persons to be indemnified not being entitled to vote thereon; or The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the corporation.

Expenses incurred in defending any proceeding may be advanced by the Corporation, in its discretion, prior to the final disposition of such proceeding upon receipt of an undertaking

by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Section.

No provision made by the Corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the articles, bylaws, a resolution of Members or directors, an agreement or otherwise, shall be valid unless consistent with this Section and with Corporations Code Section 7238 or any successor provision thereto. Nothing contained in this Section shall affect any right to indemnification to which persons other than directors and officers may be entitled by contract or otherwise.

No indemnification or advance shall be made under this Section, except as provided in paragraph (d) or paragraph (e)(3) of this Section, in any circumstance where it appears:

That it would be inconsistent with a provision of the articles, these bylaws, a resolution of the Members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Section.

This Section does not apply to any proceeding against any trustee, investment manager or other fiduciary of any employee benefit plan of the Corporation in such person's capacity as such, even though such person may also be an agent (as defined in paragraph (a) of this Section) of the Corporation. A corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Corporations Code [Section 207](#).

To the extent this bylaws provision conflicts in any respect with Corporations Code [Section 7237](#), any successor provision to Section 7237, or any other legal restriction on

indemnification, this provision shall be deemed to be automatically modified to conform with the Code or such other restriction.

**Section 8. Insurance Relating to Liability Protection for Volunteer Directors and Officers.**

The Corporation shall maintain, insofar as it is practicable, a policy of general liability insurance in the amount of at least \$1,000,000, in order to afford its volunteer directors and officers the liability limitations of Corporations Code [section 5047.5](#) or any successor provision thereto. The Corporation may maintain directors' and officers' liability insurance coverage as practicable.