

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

**ARTICLE I
NAME & OFFICES**

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

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

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

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

**ARTICLE II
PURPOSES**

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

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

1. Encourage a high order of ethical and professional attainment and conduct among the members of the Legal Document Assistant profession, hereinafter referred to as the "Profession", who provide their services and skills to the public.
2. Promote, encourage and sponsor educational activities for the members of the Profession including establishing, revising and maintaining a standardized Curriculum governing the content of such educational activities.
3. Establish good fellowship and beneficial networks among members of this Corporation.

4. Establish and maintain professional relationships with the legal community and other legal assistant and/or paralegal organizations.
5. Afford business opportunities to all members of the Profession regardless of age, race, creed, religion or sexual preference.
6. Promote use of the Profession to the public.
7. Carry out such other purposes as the Board of the Corporation shall determine from time to time.

ARTICLE III MEMBERSHIP

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

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

THE BOARD RESERVES THE RIGHT TO DENY OR REFUSE MEMBERSHIP TO ANY PERSON OR ENTITY. In all cases, neither the Board nor any Membership Committee may refuse membership based upon the applicant's age, gender, race, nationality, political opinion, sexual preference, mental or physical handicap, or any other classification recognized by state and federal law.

In addition, there will be members designated as Founding Members who may be voting or non-voting members. These are members, regardless of class of membership, who paid the initial charter membership fee.

Section 3.02 Voting Membership Definition and Eligibility. A voting member must be a self-help legal access provider (also known as an Unlawful Detainer Assistant or Legal Document Assistant), defined as: Anyone who is domiciled in California and is currently providing self-help legal services directly to the public without the supervision of a lawyer subject to the registration requirements of California Business and Professions Code Section 6400 *et seq.* effective January 1, 2000. THESE RULES WILL NOT APPLY IF THE ONLY SERVICE PROVIDED IS ADMINISTRATIVE, INCLUDING, BUT NOT LIMITED TO, SOCIAL SECURITY DISABILITY APPEALS AND BANKRUPTCY PETITION PREPARATION.

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

1. Student Member: Anyone who is enrolled in an institutionally accredited paralegal program
2. Honorary Member: Anyone who has been conferred by unanimous vote of the Board, who does not qualify for regular membership. Honorary members may not vote or hold office.
3. Sustaining Member. A Sustaining Member is any person, organization or institution other than a Voting Member as described in Section 3.02 who supports the profession, its goals and purposes by making a monetary contribution in an amount to be determined by the Board of Directors, but not less than the amount paid by a Voting Member.

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

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

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

Section 3.07 Membership Suspension. A member may be suspended based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests. Automatic temporary membership suspension of a member's membership will occur where a member fails to pay the required dues, fees, and assessments in accordance with these Bylaws.

Section 3.08 Membership Termination. A membership shall terminate on occurrence of any of the following events: (1) resignation or voluntary withdrawal of the member; (2) expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board; (3) the member's failure to pay dues, fees, or assessments as set by the Board within ninety (90) days after they are due and payable; (4) any event that renders the member ineligible for membership, or failure to satisfy membership

qualifications; or (5) termination of membership based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

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

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

Section 3.11 Reinstatement. A member who is suspended or terminated may apply for reinstatement to membership in the Corporation by filing a written request for reinstatement with the President or the Secretary. The member then may be reinstated upon the majority vote of the Board at the next scheduled Board meeting. The Board may condition such reinstatement upon such terms as deemed necessary. If the Board votes to reinstate the member, the member shall immediately pay any dues or obligations owed to the Corporation.

Section 3.12 Inspection Rights of Members. Subject to the Corporation's right to set aside a demand for inspection pursuant to and the authority of the court to limit inspection rights pursuant to, and unless the Corporation provides a reasonable alternative as permitted by these Bylaws, a member satisfying the qualifications set forth may do either or both of the following:

1. Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five business days prior written demand on the Corporation, which must state the purpose for which the inspection rights are requested; or

2. Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand must state the purpose for which the list is requested. The membership list will be available on or before the later of ten (10) business days after the demand is received, or after the date specified in the demand as the date as of which the list is to be compiled.

Section 3.13 Members Permitted to Exercise Rights of Inspection. The rights of inspection of these Bylaws per Section 3.12 may be exercised by the following: (1) Any member, for a purpose reasonably related to that person's interest as a member; and The authorized number of members for a purpose reasonably related to the members' interest as members.

Section 3.14 Alternative Method of Achieving Purpose. The Corporation, within 10 business days after receiving a demand pursuant to Section 3.12 of these Bylaws, may deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in the demand without providing access to or a copy of the membership list. An alternative method that reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 3.12 of these Bylaws will be deemed reasonable, unless within a reasonable time after acceptance of the offer, the Corporation fails to effect the alternative method. Any rejection of the offer must be in writing and indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 3.12 of these Bylaws.

Section 3.15 Certificates of Membership. The Board of Directors of the Corporation may provide for the issuance of certificates evidencing membership in the Corporation.

Section 3.16 Nonliability of Members. A member of the Corporation is not personally liable, solely because of membership, for the debts, obligations, or liability of the Corporation.

ARTICLE IV MEMBERSHIP MEETINGS

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

Section 4.02 Regular Regional Meetings. Regular regional meetings of the members of the Corporation shall be held at such times and places and forums as determined by the Board.

Section 4.03 Special Meetings. Special meetings of the members of the Corporation may be called either by the president or by any two (2) members of the Board or by five percent (5%) or more of the members of the Corporation for any lawful purpose.

Section 4.04 Notice of Meetings. Notice of any meeting of members shall be delivered in writing or by electronic (email) or facsimile transmission and shall be given at least ten (10) days but no more than ninety (90) days before the meeting date. Said notice shall also be posted on the CALDA website. In the case of a specially called meeting of members, notice that a special meeting will be held at a time required by the person or persons calling the meeting not less than thirty five (35) days or more than ninety (90) days after receipt of the written request from that person or persons by the President of the Corporation will be sent to the members forthwith and in any event within twenty (20) days after the request was received.

Section 4.05 Contents of Notice. The notice will state the place, date, and time of the meeting. In the case of regular meetings, the notice will state those matters that the Board of Directors, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected must include the names of all those who are nominees at the time the notice is given to the members.

Section 4.06 Conduct of Meetings. The President of the Corporation or, in his or her absence, any other person chosen by a majority of the voting members present in person or by proxy, will be Chair of and preside over the meetings of the members.

Section 4.07 Secretary of Meetings. The Secretary of the Corporation will act as the secretary of all meetings of members. However, in his or her absence, the Chair of the meetings of members will appoint another person to act as secretary of the meetings.

Section 4.08 Inspectors of Election. Before any meeting of the members or any action by written ballot, the Board may appoint any persons other than candidates for office as inspectors of election to act at the meeting. If inspectors of election are not so appointed for any meeting, or if any person so appointed fails to appear or refuses to act, the Chair of the meeting may, and on request of any member or member's proxy must, appoint inspectors of election at the meeting. If inspectors of election are not so appointed for any action by written ballot, or if any person so appointed refuses to act, the President of the Corporation must appoint inspectors of election for that written ballot on request of any member or member's proxy. The number of inspectors will be either one or three. If appointed at a meeting on the request of one or more members or proxies, the majority of members represented in person or by proxy must determine whether one or three inspectors are to be appointed.

Section 4.09 Duties of Inspectors of Election. The inspectors of election must perform the following duties:

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

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

ARTICLE V MEMBERSHIP VOTING

Section 5.01 Voting.

1. Quorum. One third of the voting members, represented in person or by proxy, shall constitute a quorum.
2. Loss of Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment 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 members required to constitute a quorum.
3. Adjournment for Lack of Quorum. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy. However, no other business may be transacted except as provided in these Bylaws.

4. Eligibility to Vote. Subject to the provisions of the California Nonprofit Corporation Law, the only persons entitled to vote at any meeting of members shall be voting members who are in good standing as of the record date.
5. Record Date Determined by Board. For purposes of determining which members are entitled to receive notice of any meeting, to vote, or to give consent to corporate action without a meeting, the Board of Directors may fix, in advance, a “record date” which shall not be more than sixty (60) nor fewer than ten (10) days before the date of any such meeting, nor more than sixty (60) days before any such action without a meeting. Only members of record on the date so fixed are entitled to notice, to vote, or to give consents, except as otherwise provided in the Articles of Incorporation, or in the California Nonprofit Corporation Law.
6. Manner of Casting Votes. Voting may be by voice or ballot, except that any election of Directors must be by ballot if demanded by any member at the meeting before the voting begins.
7. Voting. Each member entitled to vote shall be allowed to cast one vote on each matter submitted to a vote of the members. Cumulative voting shall not be permitted.
8. Approval by Majority Vote. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote, shall be the act of the members.

Section 5.02 Proxies.

1. Right of Members. Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the Secretary of the corporation. A proxy shall be deemed signed if the member’s name is placed on the proxy, whether by manual signature, typewritten, electronic, facsimile transmission, or otherwise, by the member or the member’s attorney-in-fact.
2. Form of Solicited Proxies. If the corporation has one hundred (100) or more members, any form of proxy distributed to ten (10) or more members shall afford an opportunity on the proxy to specify a choice between approval and disapproval of each matter or group of related matters, and shall provide, subject to reasonable specified conditions, that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of Directors, any form of proxy that a member marks “withhold”, or otherwise marks in a manner indicating that authority or vote for the election of Directors is withheld, shall not be voted either for or against the election of a Director.

3. Requirement That General Nature of Subject of Proxy Be Stated. Any proxy covering matters for which a vote of the members is required, including amendments of the Articles of Incorporation or Bylaws changing voting rights; removal of Directors without cause; filling vacancies on the Board of Directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all of the corporate assets, unless the transaction is in the usual and regular course of the activities of the corporation; the principal terms of a merger or the amendment of a merger agreement; or the election to dissolve the corporation, shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, with respect to an election of Directors, the proxy lists those who have been nominated at the time the notice of the election is given to the members.
4. Revocability. A validly executed proxy shall continue in full force and effect until: (i) revoked in writing by the member executing it, before the vote is cast under that proxy, or by a subsequent proxy executed by that member and presented to the meeting, or (ii) as to any meeting, by that member's personal attendance and voting at the meeting, or (iii) written notice of death or incapacity of the maker of the proxy is received by the corporation before the vote under that proxy is counted, provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of a proxy shall be three (3) years from the date of execution. A proxy may not be irrevocable. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the California Nonprofit Corporations Code.

Section 5.03 Waivers, Consents, and Approvals. The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote but not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All waivers, consents, and approvals will be filed with the corporate records or will be included in the minutes of the meeting.

ARTICLE VI MEMBERSHIP CHAPTERS

Section 6.01 Corporation Chapters. Members may organize local Corporation Chapters for the purpose of providing area members with more specific networking and education in compliance with the Curriculum (as the Curriculum is hereinafter defined), as the case may be. Each Corporation Chapter shall be governed by the same purposes of the Corporation as set forth in Article II. Each Corporation Chapter shall also be governed by all other relevant Articles of these Bylaws. Within fifteen (15) days of organizing a Chapter, the person(s) elected as Chapter President and/or Chapter Secretary shall submit to the President and the Secretary of the Corporation a list of the Chapter members.

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

Section 6.03 Conduct of Chapter Meetings and Business. All Chapters are required to maintain minutes, which shall be held by each Chapter's Secretary. A copy of the Chapter minutes must be mailed or sent via electronic or facsimile transmission to the Secretary of the Corporation within thirty (30) days of each meeting. Chapters shall provide for and shall maintain their own MCLE requirements.

ARTICLE VII ANNUAL ELECTION OF DIRECTORS AND OFFICERS

Section 7.01 Nominations. The immediate Past President shall chair the Nominations and Elections Committee. It shall be the purpose of the Nominations and Elections Committee to solicit members willing to serve as Officers and Directors of the Corporation. The Nominations and Elections Committee shall provide at least one (1) name for each vacant Officer position and at least one (1) name for each vacant Director position to be elected. Each nominee for an Officer position must meet the qualifications listed in these Bylaws. Each nominee for a Director position must meet the Qualifications listed in these Bylaws.

Section 7.02 Election by Ballot at the Annual Conference. Officers and Directors shall be elected at the Annual Conference in accordance with the provisions of this Article and the Nominations and Elections Committee guidelines contained in the Corporation's Procedural Manual.

Section 7.03 Eligibility for Voting. Only Voting Members in good standing shall be eligible to vote.

ARTICLE VIII BOARD OF DIRECTORS

Section 8.01 Board Members. The Corporation shall have thirteen (13) Directors and collectively they will be known as the Board of Directors, hereinafter called the "Board". The number may be changed by amendment of these bylaws.

The Board shall be comprised of: Four (4) Officers which shall be President, Vice President, Secretary and Chief Financial Officer and at least Nine (9) Directors.

The immediate Past President will serve in an advisory capacity to the board on an as needed basis. He/she may attend board meetings and may be called upon to offer advice or historical context in board discussions. The immediate past president is not a member of the board and has no voting rights except those granted to any member of CALDA.

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

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

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

Section 8.04 Director's Right to Inspect Books and Records. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation. Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts.

Section 8.05 Qualifications. Only a person who has been a voting member of the Corporation as defined under Article III section 3.02 for one year (12 consecutive months) with no lapse in membership shall be eligible to be elected as a Director of the Corporation. Each Director must qualify as a voting member with no lapse in membership for the duration of the term of office.

Section 8.06 Election of Officers and Directors. Four directors, the President and the Treasurer shall be elected at the General Conference in odd-numbered years; five directors, the Vice President and the Secretary, shall be so elected at the General Conference in even-numbered years. The term of office of officers and directors shall begin immediately after their election and shall continue until respective successors have been elected and qualified. No amendment of the Articles or these Bylaws may extend the term of a director beyond that which the director was elected.

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

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

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

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

Any person currently being compensated by the Corporation for services rendered within the previous twelve (12) months, excluding any compensation paid to a Director as outlined in these Bylaws; or any person who is related to someone who was paid by the Corporation for work that they did for the Corporation in the past twelve (12) months.

Section 8.11 Regular Board Meetings. A board orientation meeting shall take place immediately after the adjournment of the Annual Conference of members of the Corporation. At that orientation meeting, the dates, times, and places of the regular meetings of the Board during the coming year shall be determined. The Board shall meet at least four times prior to the next annual meeting with the final one being held immediately prior to the commencement of the following Annual Conference. Those dates, times, and places shall be published in the Corporation newsletter and posted on the CALDA website.

Section 8.12 Special Meetings. Special meetings of the Board may be called for any purpose(s) at the request of the President or through the President by any two (2) other members of the Board. The person or persons authorized to call meetings of the Board may fix any place as the place for holding any meeting of the Board called by such person

or persons. Any change of date, time, place or manner in which a meeting will be held shall be noticed pursuant to section 12 below.

Section 8.13 Meeting by Technology. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or similar communications equipment, so long as all of the following apply:

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

Participation in a meeting pursuant to this bylaw shall constitute presence in person at such meeting.

Section 8.14 Notice of Meetings. Notice of the date, time and place of all meetings of the Board, other than regular meetings held pursuant to these Bylaws, shall be given to each Board member in writing or by electronic or facsimile transmission and posted on the CALDA website not less than seven (7) days before the meeting. Such notice may be given by the President or Secretary of the Corporation or by the members of the Board who called the meeting. Notice of any meeting of the Board need not be given to any Officer or Director who signs a waiver of notice of such meeting, or a consent to holding the meeting or approval of the minutes thereof either before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement such member's lack of notice. All such waivers, consents and approvals shall be filed with the Corporation records or made a part of the minutes of the meeting.

Section 8.15 Quorum for Meetings. Fifty percent (50%) plus one of the currently serving members of the Board shall constitute a quorum for the transaction of business. The actions of a majority of the Board members present at any meeting, at which there is a quorum, shall be valid as an act of the Corporation.

Section 8.16 Notice of Adjournment. Notice of the time and place of holding a continuation of an adjourned meeting shall be given to absent Board members if the adjournment exceeds twenty-four (24) hours.

Section 8.17 Action without Meeting. Any action required or permitted to be taken by the Board under these Bylaws may be taken without a meeting if all members of the Board individually or collectively consent in writing (electronic mail or facsimile transmission authorized) to taking action without a meeting and to that action. Such consent shall have the same force and effect as a majority vote of such Board member. Any certificate or other document filed on behalf of the Corporation that relates to an action taken by the Board without a meeting shall state that the action was taken by written consent of the Board without a meeting, and that the bylaws of the Corporation authorize the Board to so act.

Section 8.18 Resignation. Any Director may resign at any time by giving written notice to the President or the Secretary of the Corporation. Any such resignation shall take effect on the date of receipt of such notice or at any such later time as is specified therein; and, unless otherwise specified therein, the acceptance of such resignation by the Board shall not be necessary to make it effective.

Section 8.19 Removal. Directors may be removed by the majority vote of the Board for just cause, as determined from time to time by the Board at their sole discretion, including, but not limited to, failure to perform or complete job responsibilities as prescribed in the procedural manual for that committee and/or Board position, more than one unexcused Board meeting per year (not including any “special” Board meetings), and/or failure to maintain his or her membership in the Corporation in good standing. The Board may declare vacant the office of Director where the Director has been declared of unsound mind by a final order of court, convicted of a felony, or where the Director has been found by final order or judgment of any court to have breached duties imposed by California Corporations Code Section 7230 *et seq.* on Directors who perform functions with respect to assets held in charitable trust. Any Director removed from the Board for reasons stated above shall not be eligible to serve as Director for 24 months after their removal.

Section 8.20 Filling Vacancies. Vacancies created by removal of Directors may be filled only by the approval of the members within the meaning of California Corporations Code Section 5034. The members may elect a Director at any time to fill any vacancy not filled by the Directors. Any vacancy on the Board caused by resignation, death, removal, disqualification or any other cause may be filled by a majority vote of the Board. A member so appointed to fill a vacancy as Director shall serve out the remainder of the vacating Director’s term. The appointee must meet the qualifications required for the vacant position.

Section 8.21 Non-Liability of Directors. Except as provided for by the laws of the State of California and the laws related to Nonprofit Public Benefit Corporations, the Directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

Section 8.22 Indemnification by Corporation of Directors, Employees and Other Agents. To the extent that a person who is, or was, a Director, Officer, employee or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative or investigation proceeding brought to procure a judgment against such person by reason of the fact that she/he is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

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

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

Section 8.23 Insurance. This Corporation shall have the power and shall use its best efforts to purchase and maintain insurance on behalf of any Director, Officer, employee or agent of the Corporation, against any liability asserted against or incurred by the Director, Officer, employee or agent in any such capacity or arising out of the Director's, Officer's, employee or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under these Bylaws; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Director, Officer, employee or agent of the Corporation for any self-dealing transaction, as described in California Corporations Code.

ARTICLE IX OFFICERS

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

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

Only a voting member of the Corporation who has been an officer or a director of one of the Standing Committees for at least one year (12 consecutive months) with no lapse in membership since being a Director or serving on that Standing committee shall be eligible for election as President or Vice President.

Only a voting member of the Corporation who has been a voting member of the Corporation as defined under Article III section 3.02 for one year (12 consecutive months) with no lapse in membership shall be eligible to be elected to the office of Secretary and Chief Financial Officer.

Each Officer shall be elected for a term of two (2) years or until a successor is elected or appointed as set forth herein.

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

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

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

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

Section 9.05 Vacancies. Any vacancy of an office caused by resignation, death, removal, disqualification or any other cause, may be filled by a majority vote of the Board. A member so appointed to fill a vacancy as Officer shall serve until the next annual election. The appointee must meet the qualifications required for the vacant position.

Section 9.06 Duties of the Officers

1. **PRESIDENT.** The President shall be the Chief Executive Officer of the Corporation, shall preside over all meetings of the members and as Chair of the meetings of the Board, shall have general supervision, direction, and control of the internal business and affairs of the Corporation, shall be an ex-officio member of all Committees and in general shall perform all duties incident to the office of President and have such powers and duties as may be prescribed by the Board from time to time, or by these Bylaws. The President's signature along with the signature of the Chief Financial Officer or the Secretary is required for all disbursements of Corporation funds in excess of five hundred dollars (\$500). At the end of his or her term of office, the President shall serve two more years on the Board in an advisory capacity as a non-voting member, as the Executive Advisor of the Board.

Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these bylaws, the President may, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may be authorized from time-to-time by the Board

2. **VICE PRESIDENT.** In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the office of the President. The Vice President shall perform such other duties as may be assigned from time to time by the President or by the Board. The Vice President shall be the supervisor of the Annual Conference Committee.
3. **SECRETARY.** The Secretary shall keep the minutes of the meetings of the members in one or more books provided for that purpose. The minutes of meetings shall include but are not limited to the time and place of such meetings, whether regular or special, and if special, how authorized, the notice given, the names of those present at such meetings and the proceedings of such meetings. The Secretary shall be custodian of the records of the Corporation and keep them in safe custody. The Secretary shall see that all notices are duly given of all meetings of the Board as required by law or these Bylaws. In the absence or disability of the President and Vice President, the Secretary shall perform all the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Secretary shall also post the minutes of Each Board meetings on the CALDA website.
4. **CHIEF FINANCIAL OFFICER.** The Chief Financial Officer shall have charge and custody of and shall be responsible for all funds of the Corporation, receive and give

receipt for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in banks, trust companies or other depositories selected by the Board. The signatures of both the Chief Financial Officer and the President of the Corporation are required for all disbursements of Corporation funds in excess of five hundred dollars (\$500). The Chief Financial Officer shall prepare a projected budget for the year based on anticipated income and expenditures. The Chief Financial Officer shall provide regular written quarterly reports concerning the financial affairs of the Corporation at each Board meeting, and in general perform all duties incident to the office of Chief Financial Officer and such duties as from time to time may be assigned by the President or the Board. The Chief Financial Officer shall submit a full report to the membership annually. If required by the Board or the voting members, the Chief Financial Officer shall give a bond or the faithful discharge of his or her duties in such sum and with such surety or sureties as shall be determined by the Board. The Corporation will bear the cost of any bond. The books of account shall be open to inspection by any Board member providing reasonable notice is given to the Chief Financial Officer to provide the same. The books of account are to be kept current.

ARTICLE X COMMITTEES

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

Section 10.02 Rules. Each committee may adopt rules for its own governance, which shall not be inconsistent with these Bylaws or with the rules adopted by the Board. Each committee shall follow the Procedural Manual guidelines for that committee. Each committee chairperson shall ensure duties are assigned and carried out by committee members serving on the committees. Each committee chairperson shall certify at the end of each year that committee members have met the requirements of the committee and are eligible to run for an Officer's position in the Corporation, if desired.

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

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

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

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

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

Section 10.04 Standing Committees. The Standing committees of the Corporation shall be:

- Annual Conference Committee
- Continuing Education Committee
- Events Committee
- Legislative Committee
- Membership Committee
- Newsletter Committee.
- Nominations and Elections Committee (non-voting).

- Professional Standards Committee.
- Public Relationship Committee.
- Publications Revision Committee

Section 10.05 Meetings And Actions Of The Standing Committees. Meetings and actions of the committees shall be governed by, noticed, held and taken in accordance with the provisions of these bylaws concerning meetings of the Board of Directors. Directors may also adopt rules and regulations pertaining to the conduct of the meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

ARTICLE XI CURRICULUM

Section 11.01 Composition of the Curriculum. The Curriculum shall consist of the following:

1. Courses of study in areas of self-help law which are designed to enhance the legal knowledge and aptitude of the members of the Corporation;
2. Master Course Catalog which contains a listing of the Corporation's approved courses of study.
3. Detailed Course Outlines and/or Syllabi of each approved course of study which outline the nature and purpose of each course.
4. Digital media, teaching materials, sample forms, and other instructional materials which are presented at each course of study.

The methods employed in implementing the Curriculum shall be more particularly set forth in the Corporation's Curriculum and Continuing Legal Education Guidelines (hereinafter the "Guidelines").

Section 11.02 Required Use of the Curriculum. All CALDA Seminars, Conferences, Chapters, Educational Broadcasts, and other events shall feature approved courses from the Master Course Catalog and shall conform to the standards imposed by this Article and the Guidelines.

ARTICLE XII COMMITTEE CHAIRS

Section 12.01 Resignation. Any Committee Chair may resign at any time by giving written notice to the President or the Secretary of the Corporation. Any such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and the acceptance of such resignation by the Board shall not be necessary to make it effective.

Section 12.02 Removal. Committee Chairs may be removed by the majority vote of the Board for just cause including, but not limited to, failure to perform or complete job responsibilities as prescribed in the procedural manual for that committee and/or Board position and/or failure to maintain a membership in the Corporation in good standing.

Section 12.03 Vacancies. Any vacancy in any Chair position caused by resignation, death, removal, disqualification or any other cause may be filled by appointment by the President or by a majority vote of the Board. The member appointed to hold that Chair position until the next annual election must meet the qualifications required for the vacant position.

Section 12.04 Fees and Compensation. Committee chairs shall not be compensated for their services in such capacity. Reimbursement of expenses that exceed the pre-approved proposed budget of said Chair may be made upon resolution of the Board after the chair submits the appropriate receipts as prescribed by the Chief Financial Officer.

Section 12.05 Chairs of the Standing Committees and Duties. All Chairs of the Standing Committees shall be Directors. Each Standing Committee Chair shall hold that position for two (2) years unless he/she is re-appointed as Chair of the same Standing committee for the second year of his/her term as a Director. Each Standing committee Chair shall be responsible for carrying out the duties and procedures established in the Procedural Manual for that Committee and shall prepare a proposed budget for the year for the committee to be presented to the Chief Financial Officer at the first Board meeting of the year.

1. ANNUAL CONFERENCE COMMITTEE CHAIR. The Chair shall preside over the committee and shall work under the supervision of the Vice President. The Chair shall coordinate all actions necessary for the Annual Conference to be scheduled, organized and carried out. At least one member of the committee shall be a Director of the Corporation who maintains an office within the geographic area where the Annual Conference will be held.
2. CONTINUING EDUCATION COMMITTEE CHAIR. CONTINUING EDUCATION COMMITTEE CHAIR. The Chair shall preside over the Committee. The Chair shall

be responsible for overseeing the quality and delivery of the Curriculum, the classes presented at the Corporation's events, selecting the instructors for the Annual Conference, and all MCLE requirements for the Corporation's functions.

3. EVENT PLANNING COMMITTEE CHAIR. The Chair shall preside over the committee and shall work in collaboration with the Annual Conference Committee Chair, the Continuing Education Chair, and organizers of all corporation events and seminars. The Chair shall coordinate all events in accordance with the Events Guidelines, to be created by and regularly updated by the Events Committee and approved by the Board of Directors.
4. LEGISLATIVE COMMITTEE CHAIR. The Chair shall preside over the Committee, shall supervise the monitoring and supporting of legislation related to the profession and be the liaison between the Corporation and other organizations with similar goals.
5. MEMBERSHIP COMMITTEE CHAIR. The Chair shall preside over the committee and shall be responsible for recruiting new members. The Chair shall oversee the Mentoring Program between new and more experienced members.
6. NEWSLETTER COMMITTEE CHAIR. The Chair shall preside over the Committee and shall have charge and custody of the Corporation's newsletter and shall report to the membership via the newsletter actions taken by the Board and all other appropriate news. The Chair can recommend editorial policy but final resolution of policy must be determined by the Board.
7. NOMINATIONS AND ELECTIONS COMMITTEE CHAIR. The immediate Past President of the Corporation shall be the Chair of the Nominations and Elections Committee and shall preside over the Committee and be responsible for supervising the annual election as outlined in these Bylaws in Article V and in the Procedural Manual for the Nominations and Elections Committee. This Committee chair is not considered a member of the Board and has no voting rights except those granted to any member of CALDA in good standing.
8. PROFESSIONAL STANDARDS COMMITTEE CHAIR. The Chair shall preside over the Committee and shall be responsible for keeping members of the Corporation apprised of any actions taken against any member of the profession and of any other situations that may impact the profession. Such findings shall be reported to the Corporation members through the Newsletter and/or in any other manner deemed appropriated.

9. PUBLIC RELATIONS COMMITTEE CHAIR. The Chair shall preside over the Committee and shall be responsible for promoting public awareness of the profession and the Corporation through various media. Any information to the public must be reviewed and approved by the President and/or the Board. Any information made public and any printed material released must adhere to the philosophy and goals of the Corporation.

10. PUBLICATIONS REVISION COMMITTEE CHAIR. The Chair shall be responsible for updating all brochures and the creation of new brochures and publications produced for distribution. All updated brochures and publications shall include the Revision Date. Any written report to the Board by this Chair shall include a statement that all of the Corporation's publications are up-to-date, or if said brochures and publications are not up-to-date, said report shall describe the Chair's detailed plan for bringing said publications current by the next Annual Conference. All publications and revisions proposed by this committee shall first be reviewed and approved by legal counsel before final approval by the officers of the Board.

11. CONFLICT RESOLUTION DURING EVENT PLANNING. In the event of a conflict between the Event Planning Chair, the Annual Conference Committee Chair and/or any other member actively involved in the production of an Event, the parties in conflict shall first submit the matter for resolution to the Vice President for resolution. If the matter is too contentious or far-reaching for expeditious resolution by the Vice President, or if the Vice President is a party to the dispute, the Vice President shall request that the President assign a "Resolution Team" which shall be comprised of three members of either the Board of Directors or the Membership at large. The Resolution Team shall hear the matter at issue and vote on a resolution in a timely manner.

ARTICLE XIII ADVISORY COUNCIL

The Advisory Council of the Corporation shall be made up of a panel of people with standing in the community who represent various professions. The Council shall consist of no more than eight (8) members, two (2) from Northern California, two (2) from Central California, two (2) from Southern California, and two (2) from any area. The immediate past President and current Vice President of the Corporation shall serve as co-chairs. The purpose of the Advisory Council shall be to provide guidance, recommendations and information to assist the Corporation in meeting its goals. The Council shall schedule its

own meetings, at least one of which shall be at the Annual Conference of the members of the Corporation. The Corporation shall defray the reasonable expenses of Advisory Council members. An Ad Hoc Advisory Council Committee shall be appointed by the President for the purposes of selecting prospective Advisory Council members. The Committee shall be chaired either by the immediate past President or the current Vice President of the Corporation. A detailed written report as described in the Procedural Manual shall be submitted to the Board of Directors at the first Board meeting of the new calendar year.

ARTICLE XIV AMENDMENTS AND REVISIONS TO BYLAWS

Section 14.01 Amendments and Revisions. Subject to the adopted parliamentary authority of this Corporation, these Bylaws or any part thereof may be altered, amended or repealed or new Bylaws adopted by approval of a simple majority of the votes cast by voting members of this Corporation. Amendments to the Bylaws or a revised set of Bylaws become effective immediately after the vote adopting the new revision. However, changes to Article III, Section 1.03 to conform to existing law, and corrections of clerical and grammatical errors may be made with Board approval.

Section 14.02 Procedures for Amendments and Revisions. The President shall appoint an ad hoc Bylaws Committee for the purpose of studying the Bylaws and submitting proposed amendments or revisions to the Board for consideration and approval as deemed necessary from time to time. All material changes to the Bylaws shall be reviewed by a corporate attorney for accuracy and consistency. After approval by the Board, a copy of the proposed revised Bylaws or amendment(s) shall be posted to the Corporation's website and shall be emailed to all voting members of the Corporation to the last known email address of the member so that each eligible member can cast a vote on whether to adopt said changes to the Bylaws.

ARTICLE XV BUSINESS TRANSACTIONS

Section 15.01 Contracts and Execution of Instruments. All contracts or other instruments requiring execution by the Corporation in the normal course of business shall be signed by the officer(s) designated by the Board. No other contracts or other instruments may be entered into or signed on behalf of the Corporation unless authorized by a resolution of the Board.

Section 15.02 Loans. No loans shall be contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution

of the Board. No loans shall be made by the Corporation to its officers, Directors or members.

Section 15.03 Checks, Drafts, Etc., All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness of five hundred dollars (\$500) or more issued in the name of the Corporation shall be signed by the Chief Financial Officer or Secretary and countersigned by the President of the Corporation. All sums less than five hundred dollars (\$500) shall require the signature of either the Chief Financial Officer or the Secretary or the President.

Section 15.04 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other such federally insured depositories as approved by the Board.

Section 15.05 Contributions. The Board may accept gifts, bequests or contributions for or on behalf of the Corporation for the public purpose of this Corporation.

ARTICLE XVI FISCAL YEAR, CORPORATE RECORDS AND REPORTS

Section 16.01 Fiscal Year. The financial year of the Corporation shall be from October 1 through September 30 of each year.

Section 16.02 Keeping Records. The Corporation must keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation must also keep a record of its members giving their names and addresses and the class of membership held by each. The minutes will be kept in written form. Other books and records will be kept in either written form or in any other form capable of being converted into written form. Such records are located at the Corporation's principal place of business.

Section 16.03 Annual Report. The Corporation will notify each member yearly of the member's right to receive a financial report. Except when the Corporation does not have more than one hundred (100) members or more than \$10,000 in assets at any time during the fiscal year, on the written request of a member, the board must promptly cause the most recent annual report to be sent to the requesting member. The annual report will be prepared not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. The annual report must contain in appropriate detail all the information required by California Corporations Code Section 8321, specifically, (1) A balance sheet as of the end of the fiscal year and an income statement and statement of changes in financial position for the fiscal year; (2) A statement of the place where the names and addresses of

the current members are located; and (3) Any information concerning certain transactions and indemnifications required by Corporations Code Section 8322.

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

Section 16.04 Annual Statement of Certain Transactions and Indemnifications. The Corporation must furnish annually to its members a statement of any transaction or indemnification described in Corporations Code Section 8322(d) and (e), if that transaction or indemnification took place. The annual statement must be affixed to and sent with the annual report described in Section 16.03 of these Bylaws.

ARTICLE XVII EMERGENCY PROVISIONS

Section 17.01 Emergency. The emergency Bylaw provisions of this section are adopted in accordance with Corporations Code. Notwithstanding anything to the contrary herein, this section applies solely during an emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements of these Bylaws:

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

Section 17.02 Emergency Action. During an emergency, the board may:

1. Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent resulting from the emergency;
2. Relocate the principal office or authorize the officers to do so;
3. Give notice to a director or directors in any practicable manner under the circumstances, including, but not limited to, by publication and radio, when notice of a meeting of the board cannot be given to that director or directors in the manner prescribed by these Bylaws; and
4. Deem that one or more officers present at a board meeting is a director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

During an emergency the board may not take any action that is not in the Corporation's ordinary course of business. Any actions taken in good faith during an emergency under this section may not be used to impose liability on a director, officer, employee, or agent.

ARTICLE XVIII MISCELLANEOUS

Section 18.01 Disposition of Assets. No director, officer, employee or other person connected with this Corporation shall be entitled to share in the distribution of, and shall not receive any of the corporate assets on dissolution of the Corporation. Assets shall be distributed to another nonprofit organization as determined by the Board of Directors.

Section 18.02 Rules of Order. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation in all cases to which they are applicable and in which they are not consistent with these Bylaws and any special rules of order the Corporation may adopt.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of CALDA, a California nonprofit mutual benefit corporation; that these bylaws, consisting of twenty-seven (27) pages, are the bylaws of this corporation as approved by the board of directors on August 20, 2016 and approved by the membership on October 15, 2016; and that these bylaws have not been amended or modified since the latter date.

Executed on _____, at _____, California.

Signature

Printed Name

Secretary

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of CALDA, a California nonprofit mutual benefit corporation; that these bylaws, consisting of twenty-seven (27) pages, are the bylaws of this corporation as approved by the board of directors on August 20, 2016 and approved by the membership on October 15, 2016; and that these bylaws have not been amended or modified since the latter date.

Executed on _____, at Colton, California.

Nancy A. Newton
Signature

NANCY A. NEWTON

Printed Name

Secretary