

BYLAWS
 OF THE
CAMFT
(California Association of Marriage and Family
Therapists)/
San Gabriel Valley Chapter

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UPDATE: February 2021

BYLAWS
Of the
CAMFT (CALIFORNIA ASSOCIATION OF MARRIAGE AND
FAMILY THERAPISTS)/
SAN GABRIEL VALLEY CHAPTER, INC.

A California Nonprofit Mutual Benefit Corporation

ARTICLE I NAME

The name of this corporation is CAMFT, San Gabriel Valley Chapter, Inc., herein referred to as "Chapter," of the California Association of Marriage and Family Therapists, herein referred to as "CAMFT." This Chapter of CAMFT is governed by these Bylaws of CAMFT, San Gabriel Valley Chapter and in conjunction with the Bylaws of the State of California Association of CAMFT herein set forth as follows:

ARTICLE II OFFICES

Section 2.01 PRINCIPAL OFFICE

The principal office for the transaction of the activities and affairs of the corporation ("principal office") is located at Los Angeles County, California. The Board of Directors ("the Board") may change the principal office from one location to another. Any change in location of the principal office shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

Section 2.02 OTHER OFFICES

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

ARTICLE III PURPOSES AND LIMITATIONS

Section 3.01 PURPOSES

This corporation is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law. Such purposes for which this corporation is formed are education, pleasure, recreation, and other non-profitable purposes. This corporation is organized exclusively for such purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1954. Notwithstanding any other provision of these Bylaws, this corporation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the

purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (I) by a corporation exempt from Federal income tax under Section 501(c)(7) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 3.02 LIMITATIONS

- (a) Political activity. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of any candidate for public office.
- (b) Property. The property, assets, profits and net income are dedicated irrevocably to the purposes set forth in Section 3.01 above. No part of the profits or net earnings of this corporation, shall ever inure to the benefit of any of its Directors, trustees, officers, members (if any), employees, or to the benefit of any private individual.
- (c) Dissolution. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the payment of the debts, obligations and liabilities of the corporation, the remaining assets of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for recreational purposes and which has established its tax exempt status under Section 501(c)(7) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

SECTION 3.03 OBJECTIVES

The objectives of this corporation shall be:

- To advance marriage and family therapy as an art, a science and a mental health profession.
- To serve and represent the common professional and business interests of
- To set and maintain professional standards for marriage and family therapists.

ARTICLE IV MEMBERSHIP

Section 4.01 CATEGORIES OF MEMBERSHIP

There shall be five classes of members, consisting of persons dedicated to the purposes of this corporation, who meet other qualifications for membership, as the Board may determine shall be eligible for membership on approval of the membership application by the Board and on timely payment of such dues and fees as the Board may fix from time to time. The five categories of membership in this chapter are as follows: Licensed Clinical Members, Registered Interns, Students, Associates, and Honorary.

SECTION 4.02 QUALIFICATIONS FOR MEMBERSHIP

- (a) Clinical members shall hold a license as an MFC or an MFT that is issued by the Board of Behavioral Science Examiners for the State of California and shall be a member in good standing of CAMFT (i) All clinical members are entitled to vote in elections for Chapter Officers and shall be entitled to the rights and privileges of the Chapter without restriction while in good standing. (ii) Emeritus clinical member a clinical member of at least 65 years of age, who at formal retirement from marriage and family therapy has been a clinical member in good standing for at least ten (10) consecutive years immediately prior to written application for this category of membership. The emeritus clinical member shall not be required to pay dues.
- (b) Eligible for membership are interns registered by the Behavioral Science Examiners of California but must have completed all educational requirements at a masters degree level. A Registered Intern shall be in the process of gaining 3000 hours of counseling experience while under the supervision of an already licensed psychotherapist. An intern member shall be eligible for advancement to clinical member status upon becoming licensed after completing all of the requirements set forth by the Board of Behavioral Science Examiners. Registered Intern members may vote for the election of Chapter Officers and hold a non-executive office, but cannot hold an executive office until after he or she has obtained their MFT license.
- (c) A Student Member shall be enrolled in a masters or doctoral program which will satisfy the educational requirements for eligibility to sit for the MFT license examinations. A student member is eligible to vote for chapter officers and hold only a chairperson's position and is entitled to all other rights and privileges of the Chapter.
- (d) An Associate Member shall be as follows: (i) in a profession related to marriage and family therapy, but does not hold an MFT license, or (ii) a California licensed MFT who is a resident of a state or jurisdiction other than California, or (iii) a resident of a state or jurisdiction other than California who lawfully practices marriage and family therapy. An Associate Member shall not be eligible to vote or hold offices but shall be entitled to all other rights and privileges of the Chapter.
- (e) An Honorary member may be awarded to a non-member who has made an outstanding contribution to the field of marriage and family therapy. This title is an honor and does not entitle the holder to any voting rights or privileges of the Chapter. The title may be awarded only in the following manner. Nominations shall be made in writing by any Chapter Clinical Member to an Honors Committee who shall, if there is a majority vote, forward their recommendation to the Chapter officers for further action.

SECTION 4.03 ADMISSION TO MEMBERSHIP

membership shall be upon recommendation of the membership chairperson and upon a majority vote of the Chapter's officers. All members shall pay dues in accordance with the dues schedule published on the membership application and shall abide by the Bylaws and ethical standards of the Chapter.

SECTION 4.04 DUES, FEES, AND ASSESSMENTS

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

SECTION 4.05 GOOD STANDING

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

SECTION 4.06 TERMINATION, SUSPENSION AND REINSTATEMENT OF MEMBERSHIP

- (a) Causes of Termination. Membership in the Chapter shall be terminated upon occurrence of any of the following: lapse of membership in CAMFT, resignation, non-payment of dues, expulsion, suspension, or loss of eligibility to CAMFT.
 - (i) Resignation by a member may occur at any time by submitting his/her resignation in writing to the Chapter and/or state Association. A member who resigns from the state Association automatically loses membership in this Chapter. A member who resigns only from the Chapter still retains membership in the state Association.
 - (ii) The effective date of the resignation shall be when the Chapter receives the letter of resignation or at such time as is indicated in the letter.
 - (iii) Nonpayment of Dues by anyone whose dues are in default to the Chapter for 30 days can be dropped from membership.

- (b) Expulsion or Suspension: Anyone who has been determined to have violated the ethical standards of CAMFT and who has been expelled or suspended from membership in CAMFT shall also be expelled or suspended from membership in this Chapter. Any member to be expelled or suspended shall be entitled to at least fifteen (15) days prior notice of the expulsion or suspension and the reasons for such action. Notice may be given by any method reasonably calculated to provide actual notice. Any notice provided by mail shall be given by first-class or

registered mail sent to the last address of the member as shown on the Chapter's membership roster.

- (c) Loss of Eligibility : Any member who is no longer eligible for membership due to a loss in the qualifications entitling such person to hold such membership, including an intern member who has become licensed and has not transferred his/her membership to clinical membership at the next annual membership renewal, may be dropped from membership .

SECTION 4.07 TRANSFER OF MEMBERSHIP

A membership or any right arising from membership may not be transferred to another person.

ARTICLE V

SECTION 5.01 MEMBERSHIP MEETING

- (a) Annual Meeting of Members: Meeting of members shall be held in January of each year for the purpose of installation of officers unless the Chapter's Board of Directors fix another date and notifies members, as provided in Section (e) of this Article.
- (b) General Membership Meetings: The general membership meetings will be regularly scheduled by the President in consultation with the Chapter's Officers. Special meetings may be called by the President in consultation with the corporation's Board of Directors or shall be called upon by the request of five percent of the voting members of the Chapter.
- (c) Place of Meetings. Meetings shall be held at a location within the area served by the Chapter unless a meeting is held in conjunction with another chapter at another location.
- (d) Recessed or Adjourned Meetings. When a meeting of members is recessed or adjourned to another time or place, the Chapter membership may transact any business that might have been transacted at the original meeting.
- (e) Notice of Meetings: Notice of regularly scheduled general meetings shall be made in writing to members not less than ten (10) days prior to the meeting.

Written notice of any annual or special meetings of members which occurs at a time other than a regularly scheduled general meeting shall be given to each member not less than ten (10) nor more than (90) days before the date of the meeting. When an annual or a special meeting is recessed or adjourned for more than fourteen (14) days, a notice of the recessed or adjourned meeting shall be given as if it were the original meeting.

The notice of meeting shall specify the place, date and hour of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted; no other business may be transacted at that meeting; or (2) in the case of the annual meeting or general meeting, those matters which the Board of Directors, at the time the notice is given, intends to present for action by the members.

Notice of any meeting of members shall be given either personally or by mail or other means of written communication, including newsletter, addressed to a member at the address of such member appearing on the books of the Chapter or given by the member to the Chapter for purpose of notice.

(t) Quorums

A quorum for a meeting of members, whether regular or special, shall be four (4) voting members consisting of Officers of the Chapter and nine (9) Members at Large. If a quorum is present, the vote of the majority of the voting power represented at the meeting that are entitled to vote and their vote on any matter shall be the act of the members. In the absence of a quorum only a meeting consisting of discussions is allowed and no motions or voting will be conducted.

ARTICLE VI SECTION 6.01

BOARD OF DIRECTORS POWERS

- (a) General corporate powers. Subject to the provisions and limitations of the California Nonprofit Corporation Law and any other applicable laws, and any limitations of the Articles of incorporation and of these Bylaws, managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.
- (b) Specific Powers. Without prejudices to these general powers, but subject to the same limitations, the Board of Directors shall have the power to:
 - (i) Appoint and remove, at the pleasure of the Board, all officers, agents and employees of the corporation; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.
 - (ii) Change the principal office or the principal business office in the State of California from one location to another.

SECTION 6.02

NUMBER AND ELECTION OF DIRECTORS AND RESTRICTIONS ON DIRECTORS

- (a) Authorized number. The authorized number of Board of Directors shall be

ten (10). Directors need not be residents of the State of California.

- (b) Composition of the Board of Directors: The Board of Directors shall consist of the elected officers: President, President-Elect, Past-President, Recording Secretary, Treasurer plus five (5) Members-at-Large.

SECTION 6.03 NOMINATION OF DIRECTORS

- (a) Nomination Committee. The Chairman of the Board, or the President if there is no chairman, shall appoint a committee to select qualified candidates for election to the Board at least ninety (90) days before the date of any election of Directors. This nominating committee shall make its report at least sixty (60) days before the date of the election or at such other time as the Board of Directors may set and the Secretary shall forward to each member, with the notice of meeting required by these Bylaws, a list of all candidates nominated by committee under this Section.
- (b) Nomination From the Floor. If there is a meeting of members to elect Directors, any member present at the meeting in person may place names in nomination.
- (c) Solicitation of Votes. The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for all members to choose among the nominees.
- (d) Use of Corporate Funds to Support Nominee. Without Board authorization, no corporate funds may be expended to support a nominee for director after more people have been nominated for Director than can be elected.

SECTION 6.04 RECORDS

- (a) Corporate Records. The Secretary shall keep or cause to be kept, at the principal office of the corporation or at a place determined by resolution of the Board, a record of the members of the corporation showing each member's name, address, and class of membership.
- (b) Members' Inspection Rights
 - (i) Membership Records. Subject to the California Corporations Code and unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest:
 - (A) Inspect and copy the records of members' names, addresses and

voting rights during usual business hours on five (5) days' prior written demand on the corporation, which demand must state the purpose for which the inspection rights are requested; or

- (B) Obtain from the Secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for the election of Directors as of the most recent record date for which that list has been compiled, or as of a date specified by the member, after the date of demand. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the latter often (10) days after (i) the demand is received or (ii) the date specified in the demand as the date as of which the list is to be compiled.

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

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

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

- (ii) Accounting Records and Minutes. On written demand presented to the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. Any right of inspection extends to the records of any subsidiary of the corporation .
- (iii) Maintenance and Inspection of Articles and Bylaws. The corporation shall keep at its principal office, or if its principal office is not in California, at its principal business office in this state, the original or copy of its Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal office of the corporation is outside California and the corporation has no principal business office in this state, the Secretary shall, on the written request of any member, furnish to that member a copy of

the Articles of Incorporation and Bylaws, as amended to date.

SECTION 6.05 ANNUAL REPORT

Annual Reports. If required, the Board shall cause an annual report to be sent to the members within one hundred twenty (120) days after the end of the fiscal year of the corporation. That report shall contain the information specified in Article X Section 10.04 of these Bylaws.

SECTION 6.06 ELECTION OF DIRECTORS

- (a) Election of Directors. (i) Directors shall be elected at each annual meeting of the members to hold office until the next annual meeting; however, if any annual meeting is not held or the Directors are not elected at any annual meeting, they may be elected at any special members meeting held for that purpose. (ii) Each director, including a Director elected to fill a vacancy or elected at a special members meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.
- (b) Restrictions on Directors. Not more than forty-nine percent (49/100) of the persons serving on the Board may be interested persons. An interested person is
- (1) any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation. A director may not participate in any vote on any proposed transaction with another organization or entity of which such Director is also an employee, principal or director.

SECTION 6.07 TERM OF OFFICE OF DIRECTORS

The Directors newly appointed or selected in accordance with section 6.06 (a) shall hold office for a term of one (1) year .

SECTION 6.08 VACANCIES

- (a) Events causing vacancy. A vacancy or vacancies on the Board shall exist on the occurrence of the following: (i) the death, removal, suspension or resignation of any Director; or (ii) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order of judgment of any court to have breached a duty under California Nonprofit Corporation Law.
- (b) Resignations. Except as provided in this subsection, any Director may resign effective upon giving written notice to the Chairman of the Board, if any, or the President or the Secretary of the Board, unless such notice specifies a later time for the resignation to become effective. Except upon notice to the Attorney General of the State of California, no Director may resign when the corporation

would then be left without a duly elected Director or Directors in charge of its affairs.

- (c) Filling vacancies. Any vacancy on the Board shall be filled by vote of the remaining Directors, whether or not less than a quorum, or by a sole remaining Director.
- (d) No vacancy on reduction of number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before the Director's term of office expires.

SECTION 6.09 PLACE OF MEETINGS; MEETINGS BY TELEPHONE

Meetings of the Board shall be held at the principal office of the corporation or at such other place as has been designated by the Board. In the absence of any such designation, meetings shall be held at the principal office of the corporation. Any meeting may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

SECTION 6.10 ANNUAL, REGULAR AND SPECIAL MEETINGS

- (a) Annual Meeting. The Board shall hold an annual meeting immediately following the annual meeting of the membership, or in conjunction with its regularly scheduled meeting for the month of January of each year for the purpose of organization, election of officers and the transaction of other business provided, however, that the Board may fix another time for the holding of its annual meeting. Notice of this meeting shall not be required.
- (b) Special Meetings.
 - (i) Authority to Call. Special meetings of the Board for any purpose may be called at any time by the Chairman of the Board, if any, the President or any Vice President, or the Secretary or any two Directors.
 - (ii) Notice.
 - a. Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each Director by one of the following methods:
 1. By personal delivery of written notice;
 2. By first-class mail, postage prepaid;
 3. By telephone, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director or
 4. E-mail.
- (c) Time Requirements. Notices sent by first-class mail shall be deposited in the United States mails at least four (4) days before the time set for the

meeting. Notices given by personal delivery, telephone, or e-mail shall be delivered, telephoned, or sent at least forty-eight (48) hours before the time set for the meeting.

- (d) Notice Contents. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It needs not specify the purpose of the meeting.

SECTION 6.11 QUORUM

A majority of the authorized number of Directors shall constitute a quorum (five) for the transaction of business. Subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including without limitation, those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) approval of certain transactions between corporations having common directorship, (iii) creation of an appointment of committees of the Board and (iv) indemnification of Directors, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

SECTION 6.12 WAIVER OF NOTICE

Notice of a meeting needs not be given any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting. The waiver of notice or consent needs not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given any Director who attends the meeting without protesting before or as its commencement the lack of notice to such Director.

SECTION 6.13 ADJOURNMENT

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

SECTION 6.14 NOTICE OF ADJOURNED MEETING

Notice of the time and place of holding an adjourned meeting need not be given, unless the original meeting is adjourned for more than twenty-four (24) hours, in which case notice of any adjournment to another time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

SECTION 6.15 ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. For the purpose of this Section 5.11 only, "all members of the Board" shall not include Directors who

have a material financial interest in a transaction to which the corporation is a party.

SECTION 6.16 COMPENSATION

- (a) No compensation. No compensation shall be paid to any member of the board for performing the duties for which he or she was elected. A member of the board may be designated a paid agent by the following procedure. The board may employ, upon recommendation of the executive committee (Article VIII Section 8.01 of these Bylaws), an agent or agents to perform work deemed vital to the association. The duties, amount of compensation and other terms and conditions of employment shall be approved by a majority vote of the board, without counting the vote of the interested director or directors.
- (b) Disclosure. All material facts as to the transaction and as to such director's interest shall be fully disclosed to the executive committee and to the board of directors.
- (c) Contractor Transition. The board shall make a specific finding, at the time it approves such contract or transaction, that such contract or transaction is just and reasonable as to the corporation. The membership shall be informed of the employment or contractual arrangement of any such agent with details as to duties and cost.
- (d) Reimbursement. Nothing in this section shall prevent board members from receiving reimbursement of expenses as may be determined by resolution of the board of directors to be just and reasonable.

ARTICLE VII OFFICERS OF CHAPTER

SECTION 7.01 OFFICERS DESIGNATED

The officers of the association shall be the president, the president elect, the past president, the recording secretary, and treasurer.

SECTION 7.02 RECORDING

Duties of Officers:

- (a) **President:** The president shall, subject to the control of the board of directors, generally supervise, direct and control the business and the officers of the chapter. He/she shall preside at all meetings of the members of the board of directors and of the membership. He/she shall recommend to the board, for appointment, standing committee chairpersons. He/she shall appoint standing committee members, except as otherwise provided in these bylaws. The president shall be an ex-officio member on all committees. In serving ex-officio, the president shall not have the right to vote. He/she shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. The president shall report the activities of this office to the board of directors at their meetings and to the members at membership meetings. The president shall cause a report to be presented at the annual membership meeting on the state of the association.

- (b) President Elect: The president elect shall succeed to the presidency. He/she shall be an ex-officio member of all committees. In serving ex-officio, the president elect shall not have the right to vote. The president elect shall perform such other duties as are delegated to him/her by the board of directors or the president. The president elect shall perform the duties of the president in the event of his/her inability to serve.
- (c) Recording Secretary: The secretary shall keep or cause to be kept, at the principal office or such other place as the board of directors may direct, a book of minutes of the proceedings of its members, board and committees of the board, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the numbers of members present or represented at such member's meetings, and the proceedings of such meetings

The secretary shall keep, or cause to be kept, at the principal office, a record of members, showing the name of all members, their addresses, and the class of membership held by each.

The secretary shall give or cause to be given, notice of all meetings of the members and of the board of directors required by the bylaws to be given. He/she shall keep the seal of the corporation in safe custody. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

- d. Treasurer: The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and any other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

The treasurer shall deposit, or shall cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors; shall disburse, or cause to be disbursed, the funds of the corporation as may be ordered by the Board of Directors; shall render at such regular meetings of the board, or at such other times as directed by the board, an account of all of his/her transactions as treasurer and of the financial condition of the corporation, shall prepare or cause to be prepared a proposed annual budget to be presented to the board of directors prior to the annual membership meeting, and shall have such other powers and shall perform such other duties as may be prescribed by the Board of Directors or the bylaws.

If required by the board of directors, the treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of his/her office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in his/her possession, or under his/her control upon death, resignation, retirement, or removal from office.

- e. Past President: The past president shall be an ex-officio member of all committees, but shall not have the right to vote. He/she shall perform such duties as delegated by the Board of Directors or President of the Chapter.

SECTION 7.03 ELECTIONS

He/she shall perform such duties as delegated by the board of directors or president.

(a) Nominations

- (i) The nominating committee's function is to nominate qualified persons for election to the officers of the chapter. The President in making committee recommendations, and the committee in selecting its nominees for President-elect shall, in addition to the above, give consideration to prior C.A.M.F.T. Board, Chapter and/or Committee service.
- (ii) The nominating committee shall call for recommendations from all members of the association at least (90) days before the date of election. The Nominating committee shall close nominations on the last Friday of the third month preceding the date of election. It shall conduct interviews with prospective nominees and prepare a slate of nominees which may, but need not, include more candidates than vacancies.
- (iii) The slate of nominees shall be mailed to the membership at least thirty (30) but not more than sixty (60) days prior to the date of election.
- (iv) The committee shall inform all nominees of the duties of the offices for which they have been nominated, secure their consent to serve, and request from them pertinent information about their educational and professional background and their activities within the association.

(b) Eligibility.

- (i) No Clinical Member shall be eligible for election until he or she has been a voting member in the chapter for at least six (6) months upon taking office, or has been a prelicensed member and voting member consecutively for at least one (1) year immediately prior to taking office .
- (ii) No Prelicensed Member shall be eligible for election to the Board of Directors until he or she has been a prelicensed member in the association for at least one (1) year upon taking office.

(c) Limitations

- (i) No person shall run for any office of the chapter nor shall a person be appointed to any position on the board of directors, if such person, in serving out his or her present elected or appointed term, will have served as an officer of the chapter for five (5) consecutive years more than by appointment or election.
- (ii) This rule shall be inapplicable to a person desiring to run for the office of president elect/president/past president.

(d) Election Procedures.

- (i) The elections committee each year in the first month of the fiscal year shall establish or cause to be established a date of election which shall be the last

day upon which ballots can be received for counting, said date for elections to be at the January Membership meeting.

- (ii) The elections committee shall review or cause to be reviewed records of all candidates to certify the eligibility of the candidates and, where applicable, the validity of the signatures on the petitions.
- (iii) The elections committee shall then prepare or cause to be prepared a ballot consisting of the slate of nominees prepared by the nominating committee and the certified petitioned candidates. Elections will be held at the January Chapter Membership meeting. Chapter members in good standing can vote at this meeting.
- (iv) The candidate receiving the largest number of votes in each position shall be elected. In the event of a tie, a run-off election shall be conducted by the president at the February Membership meeting. The ballots shall be maintained for ten (10) months after the election and then shall be destroyed. During the two month period following the election, the ballots shall be open to inspection by any voting member of the association under the supervision of the elections committee or its designee.
- (v) If the corporation now or hereafter publishes, owns, or controls a magazine, newsletter, or other publication, and publishes material in the publication soliciting votes for any nominee for director, it shall make available to all other nominees, in the same issue of the publication, an equal amount of space, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

(e) Rotation and Term of Office

- (i) A president elect shall be elected each year, who will serve for four (4) years; the first year as president elect, the second and third years a president, and the fourth year as past president of the association. There shall be no election for president except at such time as the president elect shall decline or otherwise be unable to serve as president.
 - (ii) A secretary and a treasurer shall be elected each to serve one (1) year.
 - (iii) All officers and committee members shall take office on the first day of the first month of the beginning of the fiscal year.
- (f) Vacancies. In the event that a vacancy occurs in the Officers of the Chapter, other than the presidency, a special meeting by a majority of the Officers of the Chapter then in office, at the next meeting, may elect any eligible member of the Chapter to fill the unexpired term.
- (g) Removal of Officers and Board Members The board of directors, by a vote of not less than eight (8) of its members, shall have the authority to recommend, for approval by the membership, removal from office for cause any one of its members or the chapter officers of the chapter after having given that member an opportunity to appear before and be heard by the board of directors. Any member of the board of directors may be removed from the board without cause when such removal is approved by the members.

- (h) Order of Succession. In the absence of the president from a meeting over which he/she should preside or in the permanent absence of the president, the order of succession shall be; president elect, past president, secretary, treasurer.

- (i)

ARTICLE VIII - COMMITTEES

SECTION 8.01 EXECUTIVE COMMITTEE

- (a) The executive committee (officers of the chapter) shall be composed of five (5) members who shall be the elected officers of the chapter: president, president elect, past president, secretary and treasurer.
- (b) The executive board committee may act in place and stead of the board of directors between board meetings on all matters, except those matters that by these bylaws specifically require board action.
- (c) A majority of the executive board committee shall constitute a quorum of any duly called meeting of the committee. The president shall call such meetings of the executive board committee as the business of the chapter may require, or a meeting shall be called by the president on request of three (3) members of the executive board committee.
- (d) Any vacancy occurring between elections on the executive board committee shall be filled by election of the board of directors. A simple majority of the executive board members present at the next regular meeting of the board shall elect the successor committee member. Any committee member so elected to fill a vacancy shall serve the unexpired term of his/her predecessor.

SECTION 8.02 STANDING COMMITTEES

- (a) Nominating Committee: It shall select qualified nominees for election to the board of directors and officers of the chapter, and elsewhere. The board of directors shall appoint, upon recommendation of the president, a nominating committee consisting of a chair, who shall be a member of the board of directors, and four (4) clinical members of the association, none of whom shall be eligible for nomination by the nominating committee.
- (b) Election Committee: It shall generally supervise all election procedures and votes of the membership. The election committee shall consist of at least three (3), but not more than five (5), clinical or prelicensed members of the association, one of whom shall be the chair, and none of whom shall have a direct interest in the outcome of the election.
- (c) Ethics Committee: The ethics committee shall maintain and review the ethical standards of the association, interpret the ethical standards to the membership and the public. The ethics committee shall consist of not less than three (3) nor more than five (5) members, all of whom shall be clinical members of the association for at least one (1) year prior to appointment. The

committee shall not contain any directors as members. The term of office shall be one (1) year.

- (d) Membership Committee: The membership committee shall oversee the mailing of the yearly membership applications, maintain current records of members and provide labels of mailing addresses to the program chair and newsletter chair when requested. The committee shall not contain any directors as members. The term of office may be two (2) years.
- (e) Program Committee: The program committee shall plan, arrange, oversee the mailing of chapter meeting fliers to the membership, other individuals and groups, agencies, schools as is determined by the chapter officers. The term of office may be two (2) years.

SECTION 8.03 SPECIAL COMMITTEES

Such other committees, subcommittees, commissions, or task forces may be created and appointed by the President of Chapter as in his/her judgment may be necessary. The duties and terms of any such special committees shall be prescribed by the Officers of the Chapter upon the appointment of the Special Committee.

SECTION 8.04 APPOINTMENT OF COMMITTEES

1. Standing Committee Chairpersons.

Standing committee chairpersons shall be appointed by the president of the chapter and be a member of the board.

2. Standing Committee Members.

Standing committee members may be recommended by the standing committee chair, for appointment by the president, except as otherwise provided in these bylaws.

SECTION 8.05 MEETINGS AND ACTIONS OF COMMITTEES

(a) Meetings.

Committees shall meet at such times as determined either by resolution of the board of directors, by resolution of the officers of the chapter, or by a committee chair with the prior approval of the president. Meetings of committees shall be

held at the principal meeting site of the chapter or at any other place that is designated from time to time by the board, the committee, or the committee chair.

(b) Quorum.

A majority of the committee members of each committee shall constitute a quorum of the committee for the transaction of business.

(c) Minutes

Minutes shall be kept of each meeting of any committee and shall be filed with the secretary. The board of directors may adopt rules for the government of any

committee not inconsistent with the provisions of these bylaws.

ARTICLE IX- FINANCE

SECTION 9.01 FISCAL YEAR

The fiscal year of the association shall begin January 1 of each year and end December 31 of each year.

SECTION 9.02 DUES; SETTING

- (a) The annual dues of the chapter shall be determined at the annual business meeting of the board of directors or by mail ballot at any other time, as determined by the board of directors.
- (b) A dues increase shall be passed only following a majority vote of the board of directors.
- (c) Notification of any changes in the annual dues shall be made to all members affected as soon after the vote as is practicable and reasonable, but at least (30) days prior to the effective date of any such increase.

SECTION 9.03 PAYMENT OF DUES

Dues are payable by mid January of each year or as determined by the Board of Directors.

SECTION 9.04 FEES AND ASSESSMENTS

The board of directors may establish such fees and assessments as it deems appropriate, and such fees and assessments shall be specified in the fee schedule of the association.

SECTION 9.05 BUDGET

The proposed budget for each year shall be presented to the board of directors by the treasurer prior to the annual membership meeting. The proposed budget shall be approved by a majority vote of the board of directors. The board of directors is empowered to make any changes in the budget necessitated by circumstances and consistent with the priorities of the association.

SECTION 9.06 DEPOSITORY

The board of directors shall select and designate such bank or trust company as they deem advisable as official depository of the funds of the association and prescribe the manner in which such funds shall be withdrawn.

ARTICLE X - RECORDS AND REPORTS, INSPECTION

SECTION 10.1

**MAINTENANCE AND
INSPECTION OF ARTICLES
AND BYLAWS**

The corporation shall keep at its principal office in California the original or a copy of the Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

SECTION 10.2 MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS

The accounting books, records and minutes of proceedings of the members of the board of directors and any committees(s) of the board of directors shall be kept at the corporation's principal office in California. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form. The minutes, and accounting books and records shall be open to inspection upon the written demand of any member, at any reasonable time during usual business hours, for a purpose reasonably related to the member's interests as a member. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. These rights of inspection shall extend to the records of each subsidiary corporation of the corporation.

SECTION 10.03 INSPECTION BY DIRECTORS

Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

SECTION 10.04 ANNUAL REPORT TO MEMBERS

The corporation shall provide to the board of directors, and shall notify each member yearly of the member's right to receive an annual report. An annual report shall be prepared not later than

one hundred and twenty (120) days after the close of the corporation's fiscal year. Such report shall contain in appropriate detail the following:

- (a) A balance sheet at the end of such fiscal year and an income statement and statement of charges in financial position for such fiscal year.
- (b) A statement of the place where the names and addresses of the current members are located.
- (c) Upon written request of a member the board shall promptly cause the most recent annual report to be sent to the requesting member.

ARTICLE XI SECTION 11.01

INDEMNIFICATION AND

INSURANCE

INDEMNIFICATION

- (a) Right of indemnity. To the full extent permitted by law, this corporation shall indemnify its Directors, officers, employees and other persons described in Section 7237(a) of the California Corporation code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any "proceeding", as that term is used in such Section and including an action by or in the right of the corporation, by reason of the fact that such person is or was a person described by such Section. "Expenses", as used in this Bylaw, shall have the same meaning as in Section 7237(a) of the California Corporation code.
- (g) Approval Of Indemnity. Upon written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporation Code, the Board shall promptly determine in accordance with Section 7237(e) of the Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought is such as to prevent the formation of a quorum of Directors who are not parties to such proceeding, the Board or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met.
- a. Advancement of Expenses. To the full extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the corporation prior to the final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of such person that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified by the corporation therefore.

SECTION 11.02 INSURANCE

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees and other agents of the corporation, against any liability asserted against or incurred by an officer, director, employee or agent in such capacity or arising out of the officer's, Director's employee's or agent's status as such.

ARTICLE XII PROPERTY

The title to all property, funds and assets of the association shall be held by the corporation, through its board of directors, and they shall have complete control over the acquisition, administration, and disposition of the property. The corporation may accept gifts, legacies, devises, donations, and/or contributions in any amount and in any form upon such terms as may be decided by the board of directors.

ARTICLE XIII USE OF NAME

No member shall speak in the name of the corporation without written authorization from the president, and that member shall speak in accordance with the bylaws and ethical standards of the association.

ARTICLE XIV SECTION 14.01

**AMEND
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Bylaw amendments may be initiated in one of two ways:

- (a) Any director may initiate a bylaw amendment, or
- (b) Ten (10) members of the association may, by a written petition addressed to the secretary of the board, initiate an amendment.

SECTION 14.02 ADOPTION OF AMENDMENT

Proposed amendments which have received a two-thirds (2/3) vote of the board of directors present shall be recommended to the membership for ratification by mail ballot or voting at designated chapter meeting. A written copy of the proposed amendment or amendments shall be sent to all voting members of the association at least three (3) weeks prior to the time of voting. In the case of mail balloting, there shall be specified on the ballot a deadline for its return. A two thirds (2/3) majority of ballots cast shall be required for ratification of the proposed amendment.

ARTICLE XV - MERGER OF THE CHAPTER

Merger of the chapter may be initiated by a recommendation passed by a two-thirds (2/3) majority of the board of directors. Upon passage by the board, the recommendation for merger shall be recommended to the membership for ratification by mail ballot. A written copy of the proposal shall be sent to all voting members of the association at least three (3) weeks prior to the time of voting. In the case of mail balloting, there shall be specified on the ballot a deadline for its return or voting at designed chapter meeting. A two-thirds (2/3) majority of ballots cast shall be required for ratification of the proposed merger.

ARTICLE XVI DISSOLUTION

- (a) Dissolution of the association, whether voluntary or involuntary shall be conducted in accordance with the applicable provision of California's Nonprofit Mutual Benefit Corporation Law.
- (b) In the event of the dissolution of the California Association of Marriage and Family Therapists, all assets and funds of the association shall, after debts and/or obligations are paid, be distributed to one or more charitable organization(s) or foundation(s) as determined by the board of directors in accordance with the articles of the association.

ARTICLE XVII-CERTIFICATION OF SECRETARY

I, the undersigned, certify that I am presently elected and acting Secretary of the California Association of Marriage and Family Therapists, San Gabriel Valley Chapter of the Association, a California nonprofit corporation, and the above bylaws, consisting of twenty-three (23)

ZZJ®Z - pages, are the bylaws of this corporation as adopted at a meeting of the Board of Directors hll on , - and the Membership meeting held on \ 1 - 8'

Secretary

Revised with Corrections Jan. 24, 2003

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FOR THE

The Secretary and Treasurer of the Corporation are unable to locate a signed and dated Revised 2003 Bylaws of CAMFY San Gabriel Chapter. The current Board of Directors of CAMFT San Gabriel Chapter have approved said Bylaws this date at AM and have approved the amendment os said bylaws this date at <f "-.s am.