



FBI NATIONAL ACADEMY ASSOCIATES, INC.  
CALIFORNIA CHAPTER



BY-LAWS

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**ARTICLE I: STATEMENT OF DISSOLUTION**

**SECTION 1: AUTHORITY TO DISSOLVE THE CORPORATION**

1. The FBI NATIONAL ACADEMY ASSOCIATES, INC., CALIFORNIA CHAPTER (Association) is registered as a not-for-profit Corporation with the California Secretary of State (Entity #C1924025).<sup>1</sup>
2. In the event two-thirds of the members present at an Annual Meeting believe the Corporation should be dissolved, the dissolution of the Corporation shall be in accordance with the laws of the State of California.<sup>2</sup>

**SECTION 2: DISPOSAL OF FUNDS**

1. Upon the dissolution of the Corporation, the Executive Board shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes or shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue law), as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court in which the principal office of the Corporation is then located, exclusively for such or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE II: POWERS AND DUTIES OF OFFICERS**

**SECTION 1: PRESIDENT**

The President shall preside at all meetings of the Association; deciding questions of order; acting as judge and declaring the results of all elections. He/she shall appoint a financial review committee and a site selection-Annual Conference committee. He/she shall direct the Secretary to notify members of the dates of all regular or special meetings of the membership and appoint any other committees as necessary. He/she shall perform such other duties as may be necessary to carry out the provisions of the Constitution and Bylaws or the wishes of the membership. The President shall be an Ex-Officio member of all committees.

**SECTION 2: FIRST VICE-PRESIDENT**

The First Vice-President shall assume and discharge the duties of the office of President in the absence or disability of the President, or when called upon by the President. The First Vice-President shall be Chairperson of the Site Selection-Annual Conference Committee. This committee shall have the responsibility of locating a site, planning and executing the program for the subsequent Annual Meeting. The First Vice-President coordinates the activities of the Area Representative(s) in their respective Division.<sup>3</sup>

Revised November 3, 2018

**SECTION 3: SECOND VICE-PRESIDENT**

The Second Vice-President shall be Chairperson of the Financial Review Committee. This committee shall have the responsibility of reviewing the books of the Treasurer on an annual basis and submitting a written report concerning said books at the next regular meeting of the membership. The Second Vice-President coordinates the activities of the Area Representative(s) in their respective Division.<sup>4</sup>

**SECTION 4: THIRD AND FOURTH VICE-PRESIDENTS**

The Third and Fourth Vice-President's, when called upon to do so, shall assume the duties and responsibilities of any other officer of the Association during the absence or disability of such officer. They shall also perform any other duties that may be assigned by the President. The Third and Fourth Vice-Presidents coordinate the activities of the Area Representative(s) in their respective Divisions.<sup>5</sup>

**SECTION 5: SECRETARY<sup>6</sup>**

1. The Secretary shall keep a complete roll of the membership; attend to all correspondence; keep all records pertaining to the business of the Association; and furnish the President with a list of unfinished business items.
2. Pursuant to the California Code of Civil Procedure section 416.10 et seq., California Corporations Code sections 1700 et seq., and 8410, the Secretary is designated as the Association agent for service of process.<sup>7</sup>
3. The Secretary will help the President with all Association correspondence and record the minutes of the Executive Board meetings.
4. The Secretary shall be the Parliamentarian at all meetings, advising the President on procedural matters.

**SECTION 6: TREASURER<sup>8</sup>**

1. The Treasurer shall receive, receipt, and deposit all money belonging to the Association, and without undue delay, to the credit of the Association in a depository approved by the Executive Board. The Treasurer shall serve as the custodian of the Association funds, issue checks, and keep a record of receipts and expenses paid by the Association. He/she will report all receipts and disbursements and the amounts of all money on hand belonging to the Association at the Annual Meeting and perform such other duties as may be prescribed by the President.
2. The Treasurer, with the approval of the Executive Board, will secure insurance policies that will insure the Association and its Directors and Officers for all activities associated with Association sanctioned events, training seminars, luncheons, meetings, FBI LEEDS, Annual Conference, and acts or omissions performed by the Executive Board acting

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under the scope and authority of the Association Constitution, By-laws, and Executive Board Protocol and Policies.<sup>9</sup>

- a. The Treasurer will assist Board Members with obtaining appropriate insurance certificates upon request.

**SECTION 7: HISTORIAN**<sup>10</sup>

1. The Historian is a non-voting, ex-officio member of the Executive Board and is charged with chronicling the history of the Association.
2. The Historian is the point of contact for Board Officers for submitting information, e.g., articles, notices, photographs to the Associates Magazine.
3. The Historian maintains possession of, and is responsible for the set up, break down and maintenance of the following Association items including, but not limited to,:
  - a. Association flag, flag pole and stand.
  - b. Past Presidents/Executive Board legacy book.
  - c. Executive Board Picture Board.
  - d. Association banners, signs, table covers.

**SECTION 8: IMMEDIATE PAST-PRESIDENT**

1. The Immediate Past-President is an ex-officio member of the Executive Board. The Immediate Past-President is a voting member of the Executive Board.

**SECTION 9: FBI AGENT**<sup>11</sup>

1. The FBI Agent is responsible for providing the President with a current roster of officers slated to attend the FBI Academy and keeping the Executive Board informed of current issues at the FBI Academy. They also assist with the planning for training of the Association. The FBI Agent is a non-voting member of the Executive Board.

**SECTION 10: TRAINING/DIGITAL MEDIA MANAGER**<sup>12</sup>

1. The Training/Digital Media Manager is a non-voting, ex-officio member of the Executive Board and is the point of contact for Board Members with the California Commission on Peace Officer Standards and Training (POST). The Training/Digital Media Manager shall work with each respective Board member seeking POST Certification of Association provided training, e.g., Annual Conference, FBI LEEDS, or regional training and will submit the required documentation to POST in a timely manner. The Training/Digital Media Manager will ensure that appropriate documentation is collected from attendees and submitted to POST for review and awarding of Continuing Professional Training (CPT) credits, and serves as the point of contact for the membership for POST related questions. The Training/Digital Media Manager also

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maintains the Association's digital media presence as authorized by the Board, e.g., website, social media.

**SECTION 11: CORPORATE SPONSORSHIP DEVELOPMENT COORDINATOR**<sup>13</sup>

1. The Corporate Sponsorship Development Coordinator is a non-voting, ex-officio member of the Executive Board and is the point of contact for Association corporate sponsors and exhibitors. They shall attend Executive Board Business Meetings at the invitation of the President. Responsibilities include:
  - a. Developing marketing and branding materials to showcase the value that the Association provides to our communities and to our law enforcement family.
  - b. Recruiting and selecting Association members to serve on the Corporate Sponsorship Development Committee.
  - c. Working with each Vice President to identify and secure corporate sponsors and exhibitors for the Annual Training conference.
  - d. Working and liaising with the Divisional Conference Corporate Sponsor/Exhibitor Chairperson in securing local sponsors and vendors within the Division holding the Annual Training conference.
  - e. Maintaining relationship continuity with corporate sponsors and exhibitors of our past Annual Training conferences.
  - f. Vet potential sponsors and exhibitors for appropriateness in participating in the Annual Training conference.
  - g. Be the first point of contact to all corporate sponsors and exhibitors doing business with the Association.
  - h. Be the first point of contact for trouble shooting for all issues raised by corporate sponsors and exhibitors while at the Annual Training conference.
  - i. Undertake all other related duties as assigned by the President.

**SECTION 12: AREA REPRESENTATIVE**<sup>14</sup>

1. Under the guidance of their respective Vice President, each Area Representative assists the Association in carrying out the business of the Association. Given the geographic diversity and size of California, Area Representatives are located in strategic regions to complement the quarterly training/meetings scheduled by each respective Vice President so that participation by Association membership is maximized. They shall attend Executive Board Business Meetings at the invitation of the President. If in attendance at an Executive Board meeting, they will act as a non-voting participant.

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**ARTICLE III: TERMINATION OF MEMBERSHIP<sup>15</sup>**

**SECTION 1: NON-PAYMENT OF DUES**

1. Any member having not paid assessed dues on or before April 1<sup>st</sup>, shall be deemed delinquent and automatically suspended from membership in this Association, and shall lose all attendance rights and privileges pertaining thereto.

**SECTION 2: DETRIMENTAL CONDUCT**

1. A member may be expelled from the Association for conduct detrimental to the Association. All charges must be made under oath in writing by the complainant to the President. Prior to a member in good standing losing his/her membership, he/she will be given an opportunity for a full hearing before the Executive Board. Suspensions or expulsions of a member may occur only after a two-thirds vote of the Executive Board. Any member suspended or expelled after a full and fair hearing by this Association shall have the right to appeal to the National Executive Board of the FBI National Academy Associates, Inc. in accordance with their By-Law #3. If a member is convicted of a felony, his/her membership is automatically terminated.

**SECTION 3: REINSTATEMENT**

1. Any member who has been suspended from membership in this Association pursuant to Section 2: Detrimental Conduct may be reinstated by a two-thirds vote of the Executive Board, subject to such person becoming a member in good standing in the FBI National Academy Associates, Inc., filing an application for reinstatement, and paying any and all dues that have been levied during the period of suspension. The Executive Board may adjust the amount of past dues to be paid on a case-by-case basis.

**ARTICLE IV: DUES**

**SECTION 1: PAYMENT OF DUES**

1. Association dues shall be paid to the National Executive Office on or before April 1<sup>st</sup> along with the annual dues for the FBI National Academy Associates, Inc.
2. Association dues amounts may only be changed by a three-fourths (75 percent) vote of the membership present at any Annual Meeting.
  - a. Association dues shall be listed in the Executive Board Protocol and Policies.<sup>16</sup>

**ARTICLE V: MEETINGS**

**SECTION 1: ANNUAL MEETING**

1. The Annual Meeting of the Association shall be held on a designated date and at a location as determined by the Executive Board. The Annual Meeting of the Association shall be convened each year unless otherwise ruled by the Executive Board.

**SECTION 2: SPECIAL MEETING**

1. The President may call a special meeting when, in his/her judgment, it is necessary for the successful operation of the Association.

**SECTION 3: REQUEST FOR SPECIAL MEETING**

1. The President shall, upon the written request of five active members or active retired members in good standing, call a special meeting which shall be held within thirty days of such request.

**SECTION 4: NOTIFICATION OF SPECIAL MEETING**

1. The President shall cause the membership to be notified in writing of all special meetings, setting forth the date, time, place and purpose of the special meeting, at least 20 days prior to such meeting, and no business shall be transacted other than that set forth in the notification.
  - a. Association Members, in good standing, may attend at their cost, any Special Meeting called by the President with the exception of the Executive Session portion of the Special Meeting.

**SECTION 5: QUORUM AT MEETINGS**

1. Annual Meeting.
  - a. That portion of the general membership in attendance and in good standing shall constitute a quorum for the purpose of transacting the business of the Association at a meeting of the membership.
2. Executive Board Meetings.
  - a. A quorum for conducting business at Executive Board meetings and the Annual Business meeting shall consist of five elected officers.<sup>17</sup>

**ARTICLE VI: ACTION BY THE BOARD OF DIRECTORS**

**SECTION 1: ACTION BY BOARD**

1. Any action required or permitted to be taken by any provisions of law, or the Articles of Incorporation, or these By-Laws at any meeting of the Board of Directors may be taken without a meeting if a written consent thereto is signed by a majority of members of the Board, as the case may be, setting forth the actions taken and filed in the minutes of the proceedings of the Board. Notice, waiver and consents may be distributed and/or conducted by U.S. mail or by mail/ mailing, or both, in accordance with procedures approved by the Board of Directors.

**SECTION 2: TELEPHONIC/WEB BASED APPLICATION MEETINGS<sup>18</sup>**

1. From time to time, as determined by the President, a Special Meeting of the Board of Directors may be called. The purpose of such Special Meetings, if any, is to discuss important business matters which could not reasonably be foreseen or anticipated at the last regularly scheduled meeting of the Board and which reasonably require action or decision by the Board prior to the next regularly scheduled meeting of the Board. Upon calling a Special Meeting of the Board, the President shall cause a notice of Special Meeting and an agenda to be prepared and distributed to all of the members of the Board prior to the Special Meeting. Only those items set forth on the agenda for the Special Meeting shall be discussed at the Special Meeting.
2. Members of the Board of Directors shall be deemed present at a meeting of such Board for the purpose of conducting business, if a conference telephone or similar telecommunications device system is used, by means of which all persons participating in the meeting can hear each other and participate in any discussion. A quorum of the full Board of Directors must be present at said telephonic meeting in order for any action to be taken by the Board. Action taken at telephonic meetings will be documented in accordance with the procedures approved by the Board of Directors.

**SECTION 3: NOTICE AND MAILING**

1. Notice of any meeting may be given in person; by telephone, electronic mail or other form of electronic transmission; or by mail. For purposes of these By-Laws, the terms "mail" or "mailing" shall mean "email" or "emailing" and the term "addresses" shall mean "email addresses" as applicable.

**ARTICLE VII: LIABILITY OF OFFICERS AND DIRECTORS**

**SECTION 1: LIABILITY**

1. Neither the Directors nor Officers of the Association shall be personally liable for its debts, liabilities, or other obligations, and shall be entitled to use the funds of the Association to pay for Directors and Officers insurance if so authorized.



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**SECTION 2: INDEMNIFICATION**<sup>19</sup>

1. The Corporation shall indemnify each Director and Officer, including former Officers and Directors, to the full extent permitted by the California Corporations Code (CCC) section 1 et seq., and the California Nonprofit Corporation Law CCC section 5000 et seq.

**ARTICLE VIII: ASSOCIATION STANDING RULES**

**SECTION 1: FBI NATIONAL ACADEMY ASSOCIATES, INC., CALIFORNIA CHAPTER, EXECUTIVE BOARD PROTOCOL AND POLICIES**

1. The FBI National Academy Associates, Inc., California Chapter, Executive Board Protocol and Policies (Protocol and Policies), as it may be revised from time to time by a majority vote of the Board, which was unanimously approved by the Board of Directors in April 2010, is expressly incorporated by reference herein.

**SECTION 2: STANDING RULES**<sup>20</sup>

1. As provided in Roberts Rules of Order revised 10<sup>th</sup> Ed., the Protocol and Policies shall constitute Standing Rules.

**ARTICLE IX: CHANGES AND AMENDMENTS TO THE BYLAWS**<sup>21</sup>

**SECTION I: REQUIREMENTS**

1. Change and amendments to the Bylaws may be made by a majority (50 percent +1) electronic vote of the active and retired members on file in the National membership database on the closing date of the vote. The President shall cause each Active and Active Retired member of the Association to be notified, via the member's email address listed in their National member profile, of any proposed changes in the Bylaws, at least thirty calendar days prior to the electronic call for a vote. In lieu of sending individual emails to members, the President may use the most current group emailing technology provided by National. Feedback on the proposed changes in the Bylaws shall be directed to the Secretary via email during this thirty-calendar day period. The President may convene a Board meeting or deliberate with all Board members on member's feedback via email for a period of five calendar days. At the conclusion of the five-calendar day period, a call for a vote on the proposed changes will be sent by the President to the active, dues paying members via the most current group mailing technology provided by National. Members are to submit their electronic vote via email. Members are to submit their electronic vote via email to the Secretary for recording. Any votes received by Board members shall also be forwarded to the Secretary for recording. The voting period will last for five calendar days and will close at 2359 hrs., PST on the fifth calendar day of the voting period. Within five calendar days of the close of the vote, the President shall announce to the membership the results of the vote.

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**ARTICLE X: ORDER OF BUSINESS**

**SECTION 1: AGENDA<sup>22</sup>**

The order of business shall be as follows:

1. Call to order
2. Executive Session (If needed)
3. Reading of minutes of previous meeting
4. Report of Executive Board Members
  - a. President
  - b. First Vice-President
    - i. Area Representative
  - c. Second Vice-President
    - i. Area Representative
  - d. Third Vice-President
    - i. Area Representative
  - e. Fourth Vice-President
    - i. Area Representative
  - f. Immediate Past – President
  - g. Secretary's Report
  - h. Treasurer's Report
  - i. Historian
  - j. FBI Agent
  - k. Training/Digital Media Manager
  - l. Corporate Sponsor Development Coordinator
5. Old business
6. New business
7. Adjournment

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<sup>1</sup>By-Laws revision of: stating not-for-profit status and including Corporation #; providing membership the authority to dissolve the Corporation and providing the Executive Board authority to dispose of remaining Association funds; assigning each Vice President responsibility for coordinating the activities of Area Representative(s); designating

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the Secretary as the Association agent for service of legal processes; authorizing the Treasurer to secure insurance policies to insure the Association and its Directors and Officers; revising the Duties of the Historian; establishing the Duties of the Training/Digital Media Manager; establishing the Duties of the Corporate Sponsorship Development Coordinator; establishing the Duties of the Area Representative; formalizing termination of membership and reinstatement processes; establishing a quorum at Executive Board meetings as five elected officers; clarifying how Action by the Board is to be conducted including allowing for teleconferences; indemnifying the Directors and Officers of the Association; recognizing the Executive Board Protocol and Policies as the Association's Standing Rules; and updating the Order of Business for Executive Board Agendas adopted by the membership via electronic voting on June 28, 2016.

<sup>2</sup> Ibid.

<sup>3</sup> Ibid.

<sup>4</sup> Ibid.

<sup>5</sup> Ibid.

<sup>6</sup> By-Laws revision of the Duties of the Secretary and Treasurer adopted during the annual business meeting at San Diego, CA on August 29, 2013.

<sup>7</sup> By-Laws revision of: stating not-for-profit status and including Corporation #; providing membership the authority to dissolve the Corporation and providing the Executive Board authority to dispose of remaining Association funds; assigning each Vice President responsibility for coordinating the activities of Area Representative(s); designating the Secretary as the Association agent for service of legal processes; authorizing the Treasurer to secure insurance policies to insure the Association and its Directors and Officers; revising the Duties of the Historian; establishing the Duties of the Training/Digital Media Manager; establishing the Duties of the Corporate Sponsorship Development Coordinator; establishing the Duties of the Area Representative; formalizing termination of membership and reinstatement processes; establishing a quorum at Executive Board meetings as five elected officers; clarifying how Action by the Board is to be conducted including allowing for teleconferences; indemnifying the Directors and Officers of the Association; recognizing the Executive Board Protocol and Policies as the Association's Standing Rules; and updating the Order of Business for Executive Board Agendas adopted by the membership via electronic voting on June 28, 2016.

<sup>8</sup> Ibid.

<sup>9</sup> Ibid.

<sup>10</sup> Ibid.

<sup>11</sup> By-Laws revision of Duties of the FBI Agent identifying them as a non-voting member adopted by the membership via electronic voting in May 2017.

<sup>12</sup> By-Laws revision of: stating not-for-profit status and including Corporation #; providing membership the authority to dissolve the Corporation and providing the Executive Board authority to dispose of remaining Association funds; assigning each Vice President responsibility for coordinating the activities of Area Representative(s); designating the Secretary as the Association agent for service of legal processes; authorizing the Treasurer to secure insurance policies to insure the Association and its Directors and Officers; revising the Duties of the Historian; establishing the Duties of the Training/Digital Media Manager; establishing the Duties of the Corporate Sponsorship Development Coordinator; establishing the Duties of the Area Representative; formalizing termination of membership and reinstatement processes; establishing a quorum at Executive Board meetings as five elected officers; clarifying how Action by the Board is to be conducted including allowing for teleconferences; indemnifying the Directors and Officers of the Association; recognizing the Executive Board Protocol and Policies as the Association's Standing Rules; and updating the Order of Business for Executive Board Agendas adopted by the membership via electronic voting on June 28, 2016.

<sup>13</sup> Ibid.

<sup>14</sup> Ibid.

<sup>15</sup> Ibid.

<sup>16</sup> By-Laws revision to require California Chapter dues be published in the Executive Board Protocol and Policies adopted by the membership via electronic voting on November 3, 2018.

<sup>17</sup> By-Laws revision of: stating not-for-profit status and including Corporation #; providing membership the authority to dissolve the Corporation and providing the Executive Board authority to dispose of remaining Association funds; assigning each Vice President responsibility for coordinating the activities of Area Representative(s); designating the Secretary as the Association agent for service of legal processes; authorizing the Treasurer to secure insurance policies to insure the Association and its Directors and Officers; revising the Duties of the Historian; establishing the Duties of the Training/Digital Media Manager; establishing the Duties of the

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Corporate Sponsorship Development Coordinator; establishing the Duties of the Area Representative; formalizing termination of membership and reinstatement processes; establishing a quorum at Executive Board meetings as five elected officers; clarifying how Action by the Board is to be conducted including allowing for teleconferences; indemnifying the Directors and Officers of the Association; recognizing the Executive Board Protocol and Policies as the Association's Standing Rules; and updating the Order of Business for Executive Board Agendas adopted by the membership via electronic voting on June 28, 2016.

<sup>18</sup> Ibid.

<sup>19</sup> Ibid.

<sup>20</sup> Ibid.

<sup>21</sup> By-Laws revision of Changes and Amendments to the Bylaws adopted during the annual business meeting at Sacramento, CA on September 5, 2014.

<sup>22</sup> By-Laws revision of: stating not-for-profit status and including Corporation #; providing membership the authority to dissolve the Corporation and providing the Executive Board authority to dispose of remaining Association funds; assigning each Vice President responsibility for coordinating the activities of Area Representative(s); designating the Secretary as the Association agent for service of legal processes; authorizing the Treasurer to secure insurance policies to insure the Association and its Directors and Officers; revising the Duties of the Historian; establishing the Duties of the Training/Digital Media Manager; establishing the Duties of the Corporate Sponsorship Development Coordinator; establishing the Duties of the Area Representative; formalizing termination of membership and reinstatement processes; establishing a quorum at Executive Board meetings as five elected officers; clarifying how Action by the Board is to be conducted including allowing for teleconferences; indemnifying the Directors and Officers of the Association; recognizing the Executive Board Protocol and Policies as the Association's Standing Rules; and updating the Order of Business for Executive Board Agendas adopted by the membership via electronic voting on June 28, 2016.