

Bylaws

of



Revised February 18, 2013

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PART I, CORPORATE BYLAWS

ARTICLE 1 - NAME

The name of the corporation shall be the Professional and Technical Consultants Association (PATCA), hereinafter referred to as the Association or the Corporate organization.

ARTICLE 2 - PURPOSE

To help members enhance their professionalism, integrity, objectivity, and business competence, and to promote consulting as a profession.

ARTICLE 3 - ARTICLES OF INCORPORATION

Section 1. The Association is a not-for-profit corporation incorporated in 1975 under the laws of the state of California.

Section 2. The registered office of the Association is located in San Jose, CA. The mailing address is P.O. Box 2261, Santa Clara, CA 95055, Santa Clara County, California.

Section 3. As a not-for-profit corporation, the Association has no capital stock. Net income from any of its activities shall accrue solely to the Association, and no part shall accrue to individual members.

Section 4. No elected official of the Association shall be paid for services performed in discharging the duties of office. However, an Official or member of the Association may be reimbursed for reasonable expenses incurred in the discharge of duly authorized Association business.

ARTICLE 4 - DISCONTINUANCE

Section 1. The Association may not be discontinued without approval of three-fourths of the members voting.

Section 2. In the event of discontinuance of the Association, the net assets of the Association shall be donated to scientific and educational institutions designated by the voting members in the ballot of discontinuance.

ARTICLE 5 - AMENDMENTS

Section 1. All changes to the Bylaws that are proposed by the Corporate Board of Directors will be announced to the Officers of Chapters and Regions through an executive bulletin immediately following the Board action. Chapters and Regions then have sixty days within which to submit comments on any Bylaw change.

The Corporate Board will respond to such comments either by reaffirming or modifying its original proposal. The Corporate Board shall consider the wishes of the Chapters and Regions, but is not required to modify the original proposed amendment.

Section 2. A proposed amendment to the Bylaws may also be initiated by a petition directed to the Corporate Board and signed by ten percent of the voting membership.

Section 3. The Corporate Board shall forward an amendment proposed under Section 2 to all Chapter Boards within thirty days following receipt of the petition. Unless modified by the originators, such an amendment must be submitted to the membership within sixty days of the original submission.

Section 4. Voting shall take place by mailing a ballot to each voting member.

Section 5. The adoption or rejection of a proposed amendment shall be decided by a majority of the votes cast within thirty days after mailing of the referendum ballots.

Section 6. If a proposed amendment is approved, it shall take effect after 30 days, or as indicated in the amendment.

ARTICLE 6 - CORPORATE GOVERNANCE

Section 1. The operation of the Association shall be in accord with the Bylaws of the Association.

Section 2. The affairs of the Association shall be governed by a Corporate Board of Directors. The presiding officer at all transactions of business shall be the President of the Association, or an officially designated representative.

Section 3. Officers of the Association shall be members of the Board, and consist of a President, Vice-President, Treasurer, and Secretary. Within thirty days of each annual election, the Board of Directors shall elect its Officers.

Section 4. All questions at any legally convened Association meeting shall be decided by a simple majority of the votes cast, unless stipulated otherwise in the Bylaws.

Section 5. All duly called meetings of the Board of Directors and membership shall be conducted in accordance with *Robert's Rules of Order - Revised*.

ARTICLE 7 - ORGANIZATION

Section 1. The basic units of organization are the Corporate and the Chapter. The Corporate organization is the Board of Directors and the administrative services needed to operate the Association on a Corporate basis. The Chapter is the "grass roots" level of

organization which serves the immediate needs of membership for local programs, promotion of the consulting profession, and networking.

ARTICLE 8 - ELECTION OF DIRECTORS

Section 1. The term of office of the Directors shall be two years or until their respective successors have been elected. Half of the Board shall be elected in odd-numbered years, and the other half in even-numbered years. If there is an odd number of Directors, the extra Director shall be elected in odd-numbered years. (See Article 9 for filling vacancies for an unexpired term.)

Section 2. The Board of Directors shall consist of not more than nine or less than five Directors nominated and elected on an at large basis from the membership. The exact number of directors shall be fixed within the limits specified by a resolution adopted by the Board of Directors. The exact number of directors at the date these bylaws are adopted shall be nine. Directors shall be Members, Senior Members, or Associate Members of the Association. No more than one member of the same company may be on the Board at the same time.

Section 3. Ballots shall be mailed to all members eligible to vote thirty days before the annual meeting. Ballots may be mailed to a designated location, or brought to the annual meeting to be cast there.

Section 4. Ballots for the election of Directors shall be counted by a duly appointed Tellers Committee. The members of the Tellers Committee shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical. The candidates with the highest number of votes shall be elected. In the event of a tie, the current Board of Directors shall decide the winner by secret ballot.

Section 5. Directors shall take office at the end of the annual meeting.

Section 6. There shall be a limit of three consecutive terms for Directors elected after March 1, 1990. After one term off the Board, a member may run again for election to the Board.

ARTICLE 9 - CORPORATE BOARD OF DIRECTORS

Section 1. At all meetings of the Board, one-half or more of the voting members shall constitute a quorum. Action taken by less than a majority of the Board shall be subject to ratification by a majority 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 such meetings.

Section 2. The Board of Directors may take an action outside of regularly call meetings. To be a valid Board-approved action, a majority of the Board shall, by a phone poll, approve the action. Minutes of the next regular meeting shall reflect that the phone poll was conducted, and the voting results.

Section 3. The Corporate Board of Directors may establish, amend, or revoke rules in accordance with the Bylaws of the Association:

For the conduct of business affairs of the Association.

For the ordering and conduct of its professional and business meetings.

For the guidance of its Committees, Regions and Chapters in their work and reports.

Section 4. The Board of Directors, through the President, may appoint a member or members of any grade in the Association, or other persons, to represent the Association at meetings of other organizations, or at public functions. The duties of such representatives shall terminate at the conclusion of the occasion for which they were appointed.

Section 5. The Board of Directors shall have complete responsibility for the property holdings, property acquisitions and property liquidations of the Association. The Board of Directors has authority to borrow money and to authorize the issuance of such notes and other evidence of indebtedness as may be necessary. The Board may pledge or mortgage the Association's property, whether real or personal, to secure the payment of any such loans upon such terms and conditions as it deems necessary.

Section 6. The Board of Directors may, by a majority vote of the Directors present at a duly called and legal meeting, declare vacant the office of any director who has been declared of unsound mind by an order of the court or convicted of a felony or upon the failure of its incumbent, for three months, to perform the duties of office. The Board may, at its discretion, appoint a member in good standing to fill the vacancy until the next annual meeting. Such appointment shall not render the appointee ineligible for election to any other office. The Corporate Board of Directors shall also have the right to declare vacant the office of a director of a Chapter under the conditions stated above.

Section 7. Any member of the Board may be recalled by a vote of the membership. Such a vote will be held if requested by a written petition representing 10 percent of the membership, or it requested by a majority vote of the Board.

Section 8. In the event of a recall or resignation of a Director, the Board may make an interim appointment to fill the vacancy until a replacement is duly elected at the next annual meeting of the membership. The Board is not required to appoint a new Director unless the size of the Board is less than the limit specified in Article 8, Section 2.

Section 9. Any vacancy on the Board of Directors, including a vacancy occurring by reason of the removal of a director, may be filled at the next election of Directors for the unexpired term of the departing Director, if any. The candidates with the most votes win the longer terms, and those with less votes, the shorter terms.

Section 10. The Board of Directors may appoint such officers and agents as it deems necessary for the transaction of business on behalf of the Association. The duties and the authority of such officers and agents shall be limited to those designated by the Board.

Section 11. Special meetings of the Board of Directors may be called by the President or any two Directors or other Officers. The reason for such a special meeting, and the naming of a time and place for the meeting, must be stated.

Section 12. Any reduction of the authorized number of directors does not remove any director prior to the expiration of such director's term of office.

ARTICLE 10 - POWERS OF CORPORATE DIRECTORS

Section 1. The Board of Directors shall retain the final accountability for management of the business of the association, and subject to the restrictions imposed by the laws of the state of California, by the Articles of Incorporation, or by these Bylaws, may exercise all the powers of the Association. The Board shall meet at least quarterly.

Section 2. Without prejudice to such general powers, it is hereby expressly declared that the Board shall have the following powers:

To adopt and alter a common seal of the Association.

To make and change policies and procedures consistent with the Bylaws for the management of the Association's business and affairs.

To elect all Officers of the Association, define and specify duties and responsibilities of officers, and delegate the administration of any portion of its own powers to such officers or agents. The Board retains responsibility and accountability for establishment of such control procedures as deemed necessary to assure faithful performance of delegated duties.

To appoint and remove or suspend such subordinate officers, agents, or employees as it may deem necessary, determine their duties, and fix and change their remuneration.

To pay for any property purchased by the Association, either wholly or partly in money, bonds, debentures or other securities of the Association.

To borrow money and to make and issue notes, bonds and other negotiable and transferable instruments, mortgages, deeds of trust, trust agreements as authorized by a vote of the membership, and to do every act and thing necessary to effectuate the same.

To designate the time and place of its meetings.

To appoint such committee or committees on any subject within the powers of the Association's Articles of Incorporation and to define the powers and duties of such committee(s).

To select and designate such bank or trust company as they may deem advisable, as official depository of the funds of the Association and to prescribe and order the manner in which such deposits shall be made and/or withdrawn.

To specify the location of the principal office of the Association, and designate other offices as the business of the Association may require.

To provide such services to members and Chapters as the Board deems advisable, including a directory of members and a newsletter.

Section 3. Directors shall not receive any compensation for their services as directors.

ARTICLE 11 - EXECUTIVE COMMITTEE

Section 1. An Executive Committee comprised of Officers of the Association may serve as an extension of the Board of Directors.

Section 2. The Executive Committee shall have authority to perform those duties legally delegated by the Board in managing and directing the business affairs of the Association. It shall act in behalf of the Board when the Board is not in session, on matters where specific direction has not been given, with the condition that such action be subject to review and ratification by the Board.

Section 3. At meetings of the Executive Committee of the Chapter Board of Directors, a majority of the elected Officers of the Chapter shall constitute a quorum.

Section 4. The Executive Committee shall function as the Budget Review Committee on behalf of the Board of Directors.

ARTICLE 12 - PRESIDENT

Section 1. The President shall be the Chief Executive Officer of the Association. As such, the President shall preside at all meetings of the Board of Directors and general

membership meetings. The President may choose to designate an alternate to preside at Board meetings. When no such designation has been made and the President is not in attendance, the Vice President shall preside. When neither the President nor Vice President is present, and no other officer has been designated, the Secretary shall preside.

Section 2. The President shall be vested with the authority to issue directives for the purpose of conveying operating instructions necessary to discharge the duties of office. At all times, these directives shall be in accordance with the Bylaws and resolutions of the Board of Directors.

Section 3. The President, subject to the approval of the Executive Committee, shall appoint an Administrator for any Chapter where it is necessary to protect the interests of the membership. The duties of an Administrator shall be specified by the President at the time of appointment.

Section 4. The President shall be empowered to name such committees, subcommittees or divisions thereof as is necessary for the proper functioning of the Association, to define the various duties of such committees, and to appoint members to serve on such committees. All committees appointed by the President shall be subject to regulation and direction by the Board of Directors and the President, except as otherwise provided by the Bylaws.

ARTICLE 13 - VICE-PRESIDENT

The Vice-President shall perform such duties as may be assigned by the President and Board of Directors. In the absence or incapacity of the President or the President's designated alternate, the Vice-President shall preside at meetings of the Board of Directors and Executive Committee, assume the Presidency, and perform such duties as delegated by the President.

ARTICLE 14 - SECRETARY

Section 1. The Secretary shall keep, or cause to be kept, the minutes of all Board of Directors and business meetings of the general membership. The minutes shall be signed by the Secretary, and countersigned by the President. Minutes of the Association meetings shall be maintained in the corporate records.

Section 2. The Secretary shall sign all corporate records as required by law.

Section 3. The Secretary shall maintain custody of the Seal of the Association, and shall have the authority to affix it to all instruments on which its use is required.

Section 4. The Secretary shall keep, or cause to have kept, a roster of all Officers and members. Association roster shall not be used nor released for any commercial purpose whatsoever, except as specifically authorized by the Board of Directors.

Section 5. The Secretary shall give, or cause to be given, all notices required by statute, Association Bylaws, or resolution.

Section 6. The Secretary shall perform such other duties as may be designated by the Board of Directors.

ARTICLE 15 - TREASURER

Section 1. The Treasurer shall oversee the Executive Director (see Article 16) regarding accounts of money, funds, property and performance of the Association in relation to budget, and shall render such account and present such statements to the Executive Committee, Directors and President, as may be required. The Treasurer shall be responsible for the Association's economy in that prudent, accurate and wise financial policies are pursued in its operation, and that all incidental accounting, bookkeeping, auditing, collection and disbursement of funds, and other related methods are performed accurately and consistent with good business practices.

Section 2. The Executive Director shall ensure that all funds received by any person for the Association are immediately entered into the books of account and deposited to the credit of the Association in a bank or banks so designated by the Board of Directors. The Treasurer shall be a signatory on all accounts.

Section 3. The Treasurer shall see that the Association's financial records are made available to the Audit Committee within 60 days of the close of each fiscal year. The Treasurer shall cooperate fully with the Audit Committee in the performance of its duties.

Section 4. The Treasurer shall see that Chapters are informed of appropriate accounting techniques and provided with the latest tax information affecting Chapter operations. The Treasurer shall coordinate and follow-up with Chapters and Regions to assure receipt of required financial reports and timely filing of required state and Federal tax returns.

Section 5. The Treasurer shall act as Budget Director of the Association and shall ensure that an estimate of all receipts and expenditures of the Association for a specified period is prepared, and shall present this estimate to the Executive Committee prior to each scheduled meeting of the Board of Directors. Upon adoption of the Budget by the Board of Directors, no expenditures or liabilities in excess of those provided in the Budget shall be made without prior approval of the Board of Directors or the Executive Committee.

Section 6. The Treasurer shall perform such other duties as the Board of Directors may designate.

ARTICLE 16 - EXECUTIVE DIRECTOR

Section 1. The Board of Directors shall, if it deems necessary, appoint an Executive Director to provide the Association with professional administrative support. The term of appointment and remuneration of the Executive Director shall be established by the Board.

Section 2. The Executive Director shall perform such duties as are assigned by the Board of Directors, and shall receive such compensation and expenses as the Board shall determine.

ARTICLE 17 - ANNUAL AND SPECIAL MEETINGS OF MEMBERS

Section 1. There shall be an annual meeting of the members of the Association, to be held in the month of March at a time and location specified by the Board of Directors. New directors and an Auditing Committee shall be elected at the Annual meeting.

Section 2. A Nominating Committee shall be established by the Board of Directors. The Nominating Committee shall attempt to provide at least one more candidate than the number of Directors to be elected and at least one candidate for the Auditing Committee. Candidates also may be nominated by the membership upon submission of five members' signatures in support of each nomination. The Nominating Committee shall obtain the concurrence of a nominee before placing the name on the ballot. Nominations are to be opened 60 days before the Annual Meeting.

Section 3. There may be Special Meetings of all members of the Association, at which meeting any action may be taken, as the Board of Directors deem necessary, advisable or useful. The Notice of Special Meeting shall state the general nature of the business to be transacted, and no other business may be transacted. Special Meetings of the members may be called by the Board of Directors, the President, or members entitled to cast not less than five percent (5%) of the votes at the meeting and shall be held at such time and place as the Board of Directors may determine.

Section 4. The Secretary shall cause notice to be given to all members for any Annual or Special meetings. Such notice shall be given not less than thirty days prior to an Annual Meeting or fifteen days prior to a Special Meeting, nor more than 90 days before the date of any Annual or Special Meeting. Notification requirements may be satisfied through notice in the Newsletter circulated periodically to all members.

Section 5. A quorum of any meeting of members shall consist of twenty members or 51% of the membership, whichever is less. 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 is approved by at least a majority of the members needed to constitute a quorum.

Section 6. Provisions for a mailed ballot shall be made for all elections or recalls; these provisions shall be optional for other matters at the discretion of the Board of Directors.

Section 7. All actions voted upon, except election of Directors, shall be passed by a majority of the members voting. All issues to be voted upon shall be defined in writing and distributed as part of the meeting notice, including, if applicable, the names of all nominees to the Board intended as of the time of mailing the notice to be presented at the meeting.

Section 8. Any member approval at a meeting, other than unanimous approval by those entitled to vote, on any of the matters listed below shall be valid only if the general nature of the proposal so approved was stated in the notice of meeting or in any written waiver of notice:

- (a) a proposal to approve a contract or other transaction between the Association and one or more of its directors, or between the Association and any corporation, firm or association in which one or more director has a material financial interest;
- (b) a proposal to amend the Articles of Incorporation;
- (c) a proposal regarding a reorganization, merger, or consolidation involving the Association;
- (d) a proposal to wind up and dissolve the Association.

Section 9. Except as otherwise provided in Article 19, each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 10. Every person entitled to vote may authorize another person or persons to act by proxy in such respect. Any proxy purporting to be executed in accordance with the provisions of the Nonprofit Corporation Law of California shall be presumptively valid.

ARTICLE 18 - ANNUAL REPORT

Section 1. The President shall present an Annual Report at the Annual Meeting of the Association. This report shall be verified by the Board of Directors of the Association.

Section 2. The Annual Report shall be filed with the records of the Association, and an abstract of it published to the membership.

Section 3. The Auditing Committee shall complete its examination of the financial records of the Association and issue a report to the membership within 120 days of the close of the fiscal year. The report may be published in the Newsletter circulated periodically to all members.

ARTICLE 19 - MEMBERSHIP

Section 1. Membership in the Association may be held in one of the following grades: Certified Professional Consulting Fellow, Senior Certified Professional Consultant (**SCPC**), Certified Professional Consultant (**CPC**), Member, Affiliate Member, Company member (**SCPC** or **CPC** depending on status of the Company Member), Lifetime Certified Professional Consultant, and **Emeritus Certified Professional Consultant**. The qualifications for each grade and procedures for applications and acceptance shall be defined by the Board of Directors.

Section 2. The Corporate Membership Committee shall recommend membership qualifications to the Corporate Board of Directors and monitor the application of approved standards in the work of Chapter Membership Committees.

Section 3. The **CPC** grade comprises full or part time established individual consultants, elected as a Certified Professional Consultant Member by the Board of Directors. Each **CPC** shall be entitled to one vote at all meetings of the membership and shall have all other rights and privileges of membership in the Association.

Section 4. The **SCPC** grade comprises full-time established consultants who have been **CPC** Members for at least five years, and who have demonstrated their dedication to the consulting profession. They shall be elected as **SCPC** Members by the Board of Directors, upon approval of their application. Each **SCPC** Member shall be entitled to one vote at all of the meetings of the membership and have all other rights and privileges of membership in the Association.

Section 5. The **Member** grade comprises individual consultants who do not meet the qualifications for **CPC**. They shall be elected as **Members** by the Board of Directors, upon approval of their application. Each **Member** shall be entitled to one vote at all of the meetings of the membership and shall have all other rights and privileges of membership in the Association.

Section 6. The **Affiliate** grade of membership is open to all individuals and does not include voting privileges at meetings of the membership nor the right to serve as an officer or director of the Association. Affiliate Members are entitled to attend meetings, receive the Newsletter, and such other privileges as the Board of Directors may specify.

Section 7. When two or more **CPC** Members or **SCPC** Members conduct business together in a company or when a single **CPC** or **SCPC** conducts business as a company which has one or more other full-time employees, the business organization shall be designated a **Company Member**. **Company Members** do not have voting privileges nor do employees who are not members of the Association. Only **CPC** or **SCPC** Members, of a **Company Member** have voting privileges. The Board of Directors may set special versions of standard services for Company Members and provide special fees therefore.

Section 8. The **Certified Professional Consulting Fellow** grade of membership is an honorary grade, elected by the Board of Directors. It, in itself, does not include voting privileges at meetings of the membership. A **CPC** Fellow who also holds the grade of Member, **SCPC** or **CPC** holds the rights and privileges according to that grade.

Section 9. The **Lifetime Certified Professional Consultant** is an honorary membership grade which can be awarded to an Individual by the Board of Directors for their unique contribution to PATCA.

Section 10. The **Emeritus Certified Professional Consultant** is an individual who has been a PATCA **CPC** or higher grade of membership for eight continuous years before retiring from consulting, and who wishes to remain active in the association and to continue volunteering their services. **Emeritus Certified Professional Consultant** members are reviewed annually and must be approved by the PATCA Board of Directors.

Section 11. Membership information shall be confidential and used for Association business only, or as authorized by the Board.

Section 12. Membership in the Association is not transferable between individuals or organizations.

ARTICLE 20 - APPLICATION FOR MEMBERSHIP

Section 1. All applications for membership shall be on the Application form, accompanied by reference contacts and payment of an application fee, and submitted to the Association's principal office.

Section 2. The membership application shall contain a complete record of the applicant's qualifications for membership.

Section 3. The application shall be accompanied by payment of a non-refundable membership processing fee. Upon acceptance as a member, the applicant shall make payment of one year's dues for membership

Section 4. The Membership Chair of each Chapter shall receive a copy of the membership application for each applicant potentially in the Chapter's geographical area, and shall receive a copy of the applicant notification of acceptance or rejection.

Section 5. Recommendations of applicant acceptance or rejection for membership shall be relayed by the Chapter Membership Committee to the Corporate Board of Directors. The Corporate Membership Committee may question any application. The Corporate Board shall have ultimate authority to accept or reject applications for membership.

Section 6. An applicant rejected for any category of membership may re-apply after one year.

ARTICLE 21 - MEMBERSHIP DUES AND FEES

Section 1. Dues for membership in the Association and assessments are to be determined annually by the Corporate Board of Directors. Dues increases exceeding 20%, and assessments are to be approved by a majority of the members voting.

Section 2. Fees for optional special services are determined by the Board annually.

Section 3. No refund of dues or fees shall be made to any member upon severance of affiliation with the Association except by special resolution of the Board of Directors.

Section 4. Annual dues are payable in advance, and are due on the first day of the membership year.

Section 5. A portion of the annual dues for members belonging to a Chapter shall be allocated to that Chapter. The portion may be different for different Chapters and shall be determined annually by the Corporate Board of Directors taking into account the needs and desires of each Chapter.

Section 6. Multi-Chapter members pay additional Chapter dues for each chapter to which they belong. The amount of additional Chapter dues may be different for different Chapters and shall be determined annually by the Corporate Board of Directors taking into account the needs and desires of each Chapter. Additional Chapter dues increases exceeding 20% are to be submitted to a vote of the Chapter members with a majority of those voting required for approval.

Section 7. All dues, fees and assessments are billed and collected by the Corporate organization. The portion attributable to Chapter membership is remitted to Chapters on a quarterly basis.

Section 8. There is no separate dues structure for Regional Coordinating Council. Travel by Chapter Officers to Regional Coordinating Council meetings is the responsibility of the Chapter for Chapter Officers, and of the Corporate organization for Corporate Officers.

ARTICLE 22 - DISMISSAL

Section 1. Any member who fails to pay current dues within sixty days after the due date indicated on the invoice, shall receive notice of impending dismissal. If the invoiced payment is not received within ninety days after the due date, the member shall be

removed from the rolls and forfeit all rights and privileges of membership in the Association.

Section 2. The Board may expel any member for just cause, provided that the member has been given written notice of the charges, and an opportunity to present a defense.

Section 3. Any alleged offense of a member shall be adjudged by the Board of Directors, or by a committee appointed by the Board to investigate the allegation, hear the defense, and recommend a verdict to the Board.

Section 4. Upon written disclosure to the Secretary, or a designee, of any offense alleged to be committed by a member, the disclosure shall be presented to the Board of Directors. The Board shall determine a time and place of a hearing at least thirty days in advance, and shall conduct the hearing, or delegate the conduct of the hearing to the Ethics Committee or another committee appointed to hear the charge and defense.

Section 5. The member alleged to have committed the offense shall be given an opportunity to appear before the hearing body to answer the charges. If the member fails to appear before the hearing body without a satisfactory reason, the Board independently, upon recommendation of the hearing committee if applicable, may revoke the member's membership without further hearings.

Section 6. An appointed hearing body shall report its findings and recommendations to the Board of Directors. Should it be adjudged that an offense has been committed, the Board may remove or suspend the offender from membership.

Section 7. The Board of Directors may conduct its own supplemental hearing if they believe that the review by an appointed hearing body missed relevant information.

ARTICLE 23 - INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES

Section 1. Except as provided elsewhere in the Article, the Association may indemnify any officer or director of the Association, and may indemnify any other person, who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Association to procure a judgment in its favor) by reason of the fact that the person is or was an agent of the Association, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding if that person acted in good faith and in a manner the person reasonably believed to be in the best interests of the Association and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to

be in the best interests of the Association or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 2. Except as provided elsewhere in this Article, the Association may indemnify any officer or director of the Association, and may indemnify any other person, who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Association to procure a judgment in its favor by reason of the fact that the person is or was an agent of the Association, against expenses actually and reasonably incurred by that person in connection with the defense or settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interests of the Association and its members.

Section 3. If any portion of this Article is invalid, then the Association may nevertheless indemnify each officer and director, and each agent the Association elects to indemnify, to the full extent permitted by any applicable portion of this Article that is not invalid, or by any applicable agreement or law. Without limiting the foregoing, if any portion of this Article is invalid because it is too broad, the Association shall be entitled to indemnify its agents to the full extent permitted as if all necessary limitations had been included herein.

Section 4. This article shall be interpreted and applied subject to and in conformance with the provisions of Sections 7237 and 7238 of the California Corporations Code and shall be in exclusive of any other rights to which any Director, Officer, employee or agent may be entitled by law.

ARTICLE 24 - FISCAL YEAR

The fiscal year of the Association shall be determined by the Board of Directors.

ARTICLE 25 - FINANCIAL AUTHORITY

Section 1. All financial authority and ultimate accountability shall be vested in the Corporate organization. Chapters may establish their own bank account, provided that the Corporate Board of Directors may designate additional signatories to the account.

Section 2. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association for all debts of the Association shall be signed by the Executive Director or other signatories as designated by the Board of Directors. Amounts exceeding a limit determined annually by the Board shall also be countersigned by the President or Treasurer, or by such officers as shall be determined by the Board of Directors.

Section 3. Chapters may borrow money from the Corporate organization as "seed" money, and the Corporate organization may borrow from Chapters. Intra-organizational loans shall not bear interest.

Section 4. In the event that the Corporate organization accrues taxes due to monies in Chapter accounts, the Chapters shall share the tax liability on a pro-rata basis.

ARTICLE 26 - CHARITABLE CONTRIBUTIONS

The Association may accept gifts, legacies, donations and/or contributions and in any amount and any form upon such terms and conditions as may be decided by the Board of Directors, provided that no special favors or consideration to the donor could be construed to be implied or are requested.

ARTICLE 27 - MISCELLANEOUS PROVISIONS

Whenever any notice is required by these Bylaws to be given, any notice so required shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed post paid wrapper, addressed to the person entitled thereto at the person's last known post office address. Such notice shall be deemed to have been given on the day of such mailing. Any notice required to be given under these Bylaws may not be waived by the person entitled thereto.

PART II, CHAPTER BYLAWS

Chapter Bylaws apply to all chapters. In addition, Chapters may establish standing rules which are not in conflict with either Corporate or Chapter Bylaws.

ARTICLE 1 - CHAPTER ORGANIZATION

Section 1. A Chapter is a subdivision of the Association comprising members who share a geographic area.

Section 2. The Corporate Board of Directors may charter Chapters for purposes which are in harmony with the objectives of the Association, and they may revoke the charter of any Chapter which violates the Bylaws.

Section 3. Chapters are designated according to their geographic location. The designation is recommended by the members proposing to establish a Chapter, and approved by the Corporate Board of Directors in granting the Chapter charter.

Section 4. Members of one Chapter may attend up to one third of the functions of another Chapter in a year by paying the member rate for attendance, providing that there is space available. Attendance of more than one third of the functions of another Chapter shall require Chapter membership, or payment of the non-member rate for the function. Chapter members shall have attendance preference at functions of their own Chapter where there are attendance limitations.

Section 5. To become a Chapter of the Association, a group of at least fifteen members within a designated geographic area shall apply to the Board of Directors for a Chapter charter. The application shall be submitted by the group and shall include the proposed:

Geographic boundaries and name of the Chapter.

Chapter Officers and members.

Chapter objectives and plan for their implementation.

Dues structure.

Meeting/events schedule and locations for the first year.

Section 6. If there is a potential conflict between the boundaries of a proposed Chapter and an existing one, the Board shall review the reasons for both positions and decide the issue.

Section 7. The application for Chapter chartering shall be available from the Executive Director or the Corporate Board of Directors if no Executive Director has been appointed.

Section 8. Upon approval by the Corporate Board of Directors of a Chapter charter, the Corporate organization shall remit as seed money to the Chapter an advance on Chapter dues.

Section 9. As a requirement for maintaining Chapter status, the Officers of each Chapter shall submit to the Executive Director or, if none, to the Corporate Board at least annually:

A Chapter membership roster

A Chapter roster of Officers

A complete financial statement for the Chapter within thirty days of the end of the fiscal year.

The time and date of the Annual meeting of the Chapter.

Section 10. If the membership in the Chapter falls below ten members, or if there are Officer positions which no member is willing to fill, or if Chapter Officers fail to perform their administrative responsibilities on a timely basis, the Board of Directors may revoke the Chapter's charter. Members of the Chapter whose charter is so revoked shall automatically become members of the Chapter in the next closest geographic area.

Section 11. Upon withdrawal of a Chapter's charter, its net assets shall revert to the Corporate organization's treasury. Chapters gaining members as a result of another Chapter losing its charter shall receive a dues allocation from the Corporate organization for their new members.

Section 12. The governing body for each Chapter shall be the Chapter Board of Directors, composed of no less than five nor more than nine members. The exact number of directors shall be fixed within the limits specified by a resolution adopted by the Chapter Board of Directors. The initial number of directors for each chapter shall be established by the Corporate Board of Directors when the Chapter is established. The Officers for a Chapter shall consist of a President, Vice-President, Secretary, and Treasurer. The Chapter Board of Directors shall be responsible for:

Electing Chapter officers.

Assuring Chapter compliance with Chapter responsibilities.

Preparing and controlling the Chapter budget.

Preparing an Annual Report to the Corporate Board of Directors.

Approving all Chapter fund raising activities.

Appointing such committees as are necessary for operating the Chapter.

Appointing a Chapter delegate to the Regional Coordinating Committee, if there is one.

Providing program meetings for the local membership.

Performing other such duties as are deemed necessary to manage the Chapter.

Section 13. The members of each Chapter shall elect a Chapter Board of Directors. The elected Directors shall take office immediately following the results of the election at its annual meeting. The Chapter Board shall elect its Officers at the first meeting following the Chapter election.

Section 14. When candidates run unopposed for office, and there is no objection, the President may direct the Secretary to cast a unanimous ballot. If objections are raised, then a secret ballot must be conducted.

Section 15. In the event of a vacancy in the office of Chapter President, the Vice-President shall serve as President for the unexpired term. In the event of a vacancy in any other position on the Chapter Board of Directors, the Board may elect another member to serve for the unexpired term.

Section 16. Chapters *shall* provide the following services:

Local programs and meetings

Local governance and administration of Chapter affairs

Section 17. Chapter *may* provide the following services:

Local directory of members

Local public relations

Local newsletters

Local seminars and workshops

Other local services as approved by the Corporate Board of Directors

ARTICLE 2 - CHAPTER OFFICERS AND DUTIES

Section 1. President:

As Chief Executive Officer of a Chapter, the President shall:

Preside over all meetings of the Chapter and the Chapter Board of Directors.

Manage the affairs of the Chapter.

Serve as the local representative of the Association to the public.

Appoint all Chapter committees, except as otherwise provided in the Bylaws.

Be an ex-officio member of all Chapter committees.

Authorize all expenditures of Chapter funds.

Be a signatory on the Chapter bank account.

Execute actions approved by the Chapter Board of Directors.

Make an Annual Report at the end of each fiscal year to the Chapter and Corporate.

Section 2. Vice-President:

Preside over Chapter meetings in the absence of the President.

Assume the responsibilities of the President in the President's absence.

Chair Chapter committee, as appointed by the President.

Perform such other duties as may be delegated by the Chapter President.

Section 3. Secretary:

The Secretary shall keep the minutes of all Chapter Board of Directors and general membership meetings of the Chapter. The minutes shall be prepared and signed by the Secretary, and countersigned by the President. Minutes of the Chapter meetings shall be forwarded to the Corporate Secretary.

The Secretary shall keep, or cause to have kept, a roster of all Officers and members of the Chapter and assure that this roster is forwarded to the Corporate organization as required by Article 1, Section 9.

The Secretary shall perform such other duties as may be delegated by the Chapter President.

Section 4. Treasurer:

The duties of the Treasurer shall be in accordance with the instructions received from the Corporate Treasurer. Each year the Chapter Treasurer shall submit to the Corporate Treasurer an itemized financial report for the completed fiscal year at a time specified by the Corporate Treasurer.

The Chapter Treasurer shall be a signatory to all checks on the Chapter's bank account.

The Chapter Treasurer, in conjunction with the Chapter Board of Directors, shall prepare and control an annual budget for the Chapter, and report monthly to the Chapter Board of Directors on the finances of the Chapter.

The Treasurer shall function on behalf of the Chapter to ensure that all funds received by any person for the Chapter shall be immediately entered into the books of account and deposited to the credit of the Chapter the bank designated by the Chapter Board of Directors.

ARTICLE 3 - CHAPTER OFFICER REMOVAL

Section 1. Should the Executive Committee of a Chapter find that an elected officer has failed to properly discharge the duties of the office for a period of three months, it may ask the officer to resign.

Section 2. If the officer refuses to resign, the Executive Committee shall request the Nominating Committee to investigate the charges. The committee shall report its finding to a duly called and legal Executive Committee meeting where a majority vote may declare the office vacant until such time as it can be filled by a temporary appointment to the end of the unexpired term.

Section 3. An officer of a Chapter may also be removed by the Corporate Board of Directors as provided in Article 9, Section 6 of the Corporate Bylaws above.

ARTICLE 4 - CHAPTER QUORUM

Section 1. At Chapter meetings, fifty-one percent of the voting members of a Chapter, or fifteen members, whichever is smaller, shall constitute a 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 is approved by at least a majority of the members needed to constitute a quorum.

Section 2. At meeting of the Executive Committee of the Chapter Board of Directors, a majority of the elected Officers of the Chapter shall constitute a quorum.

Section 3. At all meetings of the Board, one-half or more of the voting members shall constitute a quorum. Action taken by less than a majority of the Board shall be subject to ratification by a majority 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 such meetings.

ARTICLE 5 - CHAPTER COMMITTEES

Section 1. The Chapter Executive Committee is not appointed and shall consist of the elected Officers of the Chapter. It shall have full authority to manage and direct the Chapter's business affairs.

Section 2. At least 60 days before the scheduled election of members to the Chapter Board of Directors, the Chapter Board shall appoint a Nominating Committee composed of members not seeking election. The Nominating Committee shall nominate Chapter members to the Chapter Board of Directors. The Nominating Committee shall present its report to the Chapter Board of Directors at least thirty days prior to the scheduled annual meeting and election. No member of the Nominating Committee shall be eligible for nomination while serving on the Nominating Committee. Nominations may also be made from the floor at the Annual Meeting.

Section 3. Chapter committees shall follow guidelines established by corresponding corporate committees.

ARTICLE 6 - CHAPTER ACTIVITIES

Section 1. A primary objective of the Association is to get Chapters to sponsor activities which enhance the ability of members to manage their consulting practices, foster learning from colleagues, develop professional ties, and promote the profession of consulting.

Section 2. Chapters shall conduct program-oriented meetings at least four times per year at a time and place convenient to the membership. When a charge is made to attend Chapter meetings, there shall be a lower price accorded to members than to non-members.

Section 3. Activities, including conferences, which are sponsored and coordinated by more than one Chapter shall be reviewed and approved by the Corporate Board of Directors, or by a special committee designated by the Board.

Section 4. All Chapter meetings shall be conducted with professional decorum. When business is transacted, it shall be according to *Robert's Rules of Order - Revised*.

Section 5. Chapter meetings shall not be sponsored, nor shall their expenses be partially or entirely defrayed, by a commercial organization which might possibly be construed to derive unethical advantages as a result.

Section 6. No Chapter shall affiliate with any other professional organization without the express permission of the Corporate Board of Directors.

Section 7. No member other than the President of the Chapter shall take any action in the name of the Association which purports to communicate an official position of the Association, or seek to affect legislation, without approval of the Corporate Board of Directors. The Corporate Board of Directors may issue guidelines from time to time which limit or clarify actions which may be taken by any Chapter members (including the President). Purporting to speak for the Association without Board authorization or acting in conflict with guidelines issued by the Board is a breach of conduct which may prompt disciplinary action, including dismissal.

Section 8. Chapters may publish newsletters as a means of communicating with Chapter membership, or may submit announcements of meeting schedules and activities for inclusion in the *Chapter News* section of the Corporate newsletter. Copies of all newsletters published by Chapters shall be furnished to the Corporate office.