

**BYLAWS
OF
THE WOMEN'S NINE HOLE
GOLF ASSOCIATION**

ARTICLE I

Section 1. Principal Office

The Corporation's principal office shall be fixed and located at a place that the Board of Directors (hereafter the "Board") shall determine. The Board is granted full power and authority to change said principal office from one location to another.

Section 2. Other Office

Branch or subordinate offices may be established at any time by the Board at any place or places.

**ARTICLE II
TERRITORIAL JURISDICTION**

Section 1. Boundaries

The territorial jurisdiction of this Association shall include the counties of Monterey, Kern, Tulare and all of California north of said counties.

Section 2. Geographical Sections

In order to ensure relatively equal representation of each Member Club in the government and affairs of this Association, each Member Club shall be assigned to one of several geographical sections. Said geographical sections shall be selected and delineated by the Board from time to time as necessary and the assignment of Member Clubs thereto shall be made in such a manner as to keep the number of Member Clubs in each section as nearly equal as possible.

ARTICLE III CLUB MEMBERSHIP

Section 1. Conditions

Any regularly organized golf club located within the legal boundaries of this Association shall be eligible to apply for membership subject to the following conditions. A Member Club is required:

- a. To be a private or semi-private membership club.
- b. To organize its Women's Nine Hole Club with Bylaws and Standing Rules.
- c. To have facilities suitable for an Association event and to waive green fees for participants in WNHGA sponsored golf events.
- d. To have two members appointed to the Women's Nine Hole Golf Association, one as a Delegate and one as an Alternate Delegate (hereinafter referred to as Delegates) who shall be entitled to cast one vote on behalf of the members and who shall be responsible for submitting records and reports required by the Association. (*Amended October 1984.*)
- e. To use the golf handicap system provided by and conduct competitive play in accordance with the directives of the Women's Nine Hole Golf Association and in accordance with the USGA Rules of Golf.
- f. Members of these nine-hole golf groups may be a dues paying member of any organized eighteen-hole golf group within the WNHGA territorial jurisdiction. This jurisdiction is defined as the counties of Monterey, Kern, Tulare, and all of California north of these counties. Members that are dues paying members of both a nine-hole golf group and an eighteen-hole golf group may only play Tournament of Champions or Champion of Champions in one of these groups. Their choice of which golf group to tournament play should be made to the Club Handicap Chair at the beginning of the year and may not be changed during the calendar year. (*Amended November 2018*)

Section 2. Application

Application for membership shall be submitted to the Board in writing on regular forms furnished by the Association.

Section 3. Admission

Admission of a club to the Association shall be by two-thirds vote of the Board.

Section 4. Termination of Membership

- a. Upon a vote of at least two-thirds of the Board members, the board may terminate or suspend a membership or a Member Club for non-payment of dues, fees or assessments. Flagrant violation of any provision of these Bylaws or failure to satisfy membership qualifications shall also be cause for termination or suspension. (*Amended June 1999.*)
- b. The Board shall give the member who is the subject of the proposed action fifteen (15) days prior notice of the proposed expulsion, suspension, or termination and the reasons therefore.

- c. The Member Club may submit a written statement to the Board regarding the proposed action not less than five (5) days before the effective date of the proposed expulsion, suspension or termination. Prior to such effective date the Board shall review any such statement submitted and shall determine the mitigating effect, if any, of the information contained therein. A suspended Member Club shall not be entitled to exercise any of the voting rights set forth in Article IV.

Section 5. Dues

- a. Shall be determined by the Board.
- b. Assessed to the Member Clubs shall be an amount based on the number of its members for whom the Association provides a handicap.
- c. Dues shall be invoiced and payable in January of each year.
- d. Clubs delinquent in February shall be notified of such delinquency.
- e. Clubs whose dues remain delinquent on March 1st may be subject to termination in accordance with Section 4 of Article III.

Section 6. Individual Memberships

All individual members of Member Clubs shall be entitled to the benefits of the Association and participation in Association-sponsored activities.

Section 7. Continuing Conditions

Member clubs shall continue to comply with all conditions for membership set forth in these Bylaws. Any change in the eligibility status of a Member Club must be submitted to the Board of Directors of the Association.

ARTICLE IV VOTING RIGHTS OF MEMBER CLUBS

Section 1. General

Subject to the provisions of Section 7612 of the California Nonprofit Mutual Benefit Corporation Law and Section 2 of this Article IV, each Member Club shall be entitled to cast one vote on each matter submitted to a vote of the members.

Section 2. Good Standing

Any Member Club who shall be in arrears in the payment of any installment of fees, periodic dues or assessments for a period of sixty (60) days or more after their due date shall not be in good standing and shall not be entitled to vote as a member.

ARTICLE V DELEGATES AND MEETINGS

Section 1. Appointment and Terms of Delegates

- a. Each Member Club shall appoint two of its members to serve, one as a Delegate and one as an Alternate Delegate, to attend the Annual and any Special Meetings called. It shall also be the responsibility of these Delegates to attend the Area Meeting within their own geographical section. Delegates shall serve one year terms from January 1 to December 31. Prior to the Annual Meeting of the Delegates in each year, the Captain of each Member Club shall notify the Recording Secretary of the Association in writing, of the appointment of the Delegates to serve the next term. Delegates shall serve at the pleasure of their clubs. If during the year a change of delegate is made by the Club, written notice should be given to the Recording Secretary of the Association. (*Amended October 5, 1984.*)
- b. No member may be a Delegate from more than one Member Club.

Section 2. Voting Body

The Delegates from a majority of the Member Clubs shall constitute a quorum for the transaction of business at all Annual, Special Meetings and online votes. In the absence of a quorum, the meeting shall be adjourned or the online vote will be delayed to a date fixed by the Delegates and Officers present.

Section 3. Meetings

- a. Notices. Delegates shall be given at least twenty (20) days advance notice of any meetings and thirty (30) days written notice shall be given of any meeting at which an amendment to the Bylaws requiring membership vote is proposed, along with the bylaw proposal and board recommendation.
- b. The Annual Meeting. On the first Friday in December in each year the Delegates shall hold an Annual Meeting at such place and hour as the board shall designate. The purpose of the meeting shall be to consider and act upon the following matters:
 1. Each Director shall present a written report pertaining to her activities during the preceding year.
 2. The election of Directors for the ensuing year.
 3. The consideration of, and action upon, any business or matters relating to the Board.

- c. The Area Meetings. Special meetings of the Delegates may be held upon call of the Board, the President, not less than 5% of the individual members upon the request of Delegates of ten (10) Member Clubs for the purpose of considering and acting upon any lawful purpose. Upon request in writing to the President or Secretary by any person entitled to call a special meeting, the Officer shall cause notice to be given that a meeting will be held not less than 35 days nor more than 90 days after receipt of the request. Any call for, and all notices of a special meeting shall state the time and place of the meeting and generally the matters to be considered and acted upon at such meeting.

ARTICLE VI DIRECTORS

Section 1. General

The number of directors of this Association shall not be less than nine or more than twelve, until changed by the Board of Directors and approved by the members. At least two directors, and no more than three directors shall be elected from each geographical area. (*Amended November 2018.*)

Section 2. Election of Directors

Directors shall be elected at each Annual Meeting of Delegates, to hold office for a term of two years. Each director shall hold office until the expiration of the terms to which elected, and until a successor has been elected and qualified. A director who has served two consecutive terms may not be nominated or elected for another term as director until two years have passed since last term served. (*Amended February 8, 2001.*)

Section 3. Delegation of Management

The Board may delegate the management of the activities of the Association to any person or persons, or committees however composed, provided that the activities and affairs of the Association shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws.

- a. To select and remove all the other officers, agents, and employees of the Association, prescribe powers and duties for them as may not be inconsistent with the law, the Articles or these Bylaws and fix their compensation.
- b. To conduct, manage, and control the affairs and activities of the Corporation to make such rules and regulations therefore not inconsistent with the law, the Articles, or these Bylaws as they may deem best.
- c. To adopt, make, and use a corporate seal, or to prescribe the forms of evidence of membership, and to alter the form of such seal and of such certificates from time to time as they deem best.

- d. Authorize the issuance of memberships of the Association from time to time, upon such terms and for such consideration as may be lawful.

Section 4. Removal of a Director from Office

A Director may resign at any time.

A Director shall be removed from office by two-thirds vote of the Board for:

- a. Failure to attend two (2) consecutive meetings of the Board without satisfactory excuse.
- b. Failure to conduct herself in accordance with the “Director’s Code of Conduct”, Section 13. *(Amended December 2008)*
- c. The inability to perform the duties of her office.

In the event of the removal of a Director for cause, pursuant to the provisions hereof, said individual so removed shall not be eligible for re-nomination or election, or appointment to the Board of Directors of the Women’s Nine Hole Golf Association. *(Amended October 7, 1997.)*

Section 5. Vacancies

A vacancy or vacancies in the Board of Directors shall be deemed to exist in the event of (i) the death, resignation or removal of any Director, (ii) the authorized number of Directors is increased, or (iii) the Delegates, at any meeting of Delegates at which Directors are to be elected, fail to elect the number of Directors to be elected at that meeting.

The President may appoint a member or members to fill Director vacancies at any time. This appointment should not conflict with the term limits of past Directors. A Director may not serve more than two consecutive terms either as an appointed Director or as an elected Director. *(Amended June 2018.)*

Section 6. Place of Meeting

Regular or special meetings of the Board shall be held at any place within the State of California, which has been designated from time to time by the Board.

Section 7. Regular Meetings

Immediately following each Annual Meeting of the Delegates, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers and the transaction of other business. The Board shall hold at least seven (7) additional regular meetings during the year to be scheduled at its annual organization meeting. *(Amended May 1988.)*

Section 8. Special Meetings

Special meetings of the Board, for any purpose or purposes, may be called at any time. This can be done at the request of the President, Vice-President, the Secretary, or any two Directors.

Special Meetings of the Board shall be held upon ten (10) days notice by email specifying date, time, location and agenda of the meeting.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section 9. Quorum

One-half of the authorized number of directors constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 12 of this Article VI. 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, provided that any action taken is approved by a majority of the authorized number of Directors. *(Amended April 5, 2004.)*

Section 10. Participation in Meetings by Conference Telephone

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such a meeting can hear one another.

Section 11. Waiver of Notice

Notice of a meeting need not be given to 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, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 12. Adjournment

A majority of the Directors present whether or not there is a quorum may adjourn any Directors' meeting to another time and place. Notice of the time and place holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 48 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 13. Action Without Meeting

Any action required or taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 14. Rights of Inspection

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation.

Section 15. Committees

A majority of the Board by resolution may appoint one or more committees, each consisting of at least one Director, which committee shall report directly to the Board.

Section 16. Nominating Committee

- a. Shall be comprised of one Delegate from one of the Member Clubs in each geographical section, and a current Director to chair the committee shall be selected in June of each year. The President shall select the Delegates to serve by an alphabetical rotation process of the Member Clubs in each geographical area.
- b. The Chairman of the Nominating Committee shall be a Director chosen in June of each year by the President, and approved by the Board of Directors. In order to preserve the integrity of the nominating process, under no circumstances shall the Director selected by the President to serve as Chairman of the Nominating Committee be a member of any one of the four clubs from which Delegates have been selected to serve.
- c. In the event for any reason that a Delegate or alternate Delegate from a club selected in the rotation process is unable or unwilling to serve, the President shall select a Delegate from the next member club in rotation from that geographical area so long as the Director heretofore chosen to chair the committee is not a member of the alternate club. Should she hold membership in that club, the President shall proceed to select the Delegate from the next club in rotation. (*Amended February 1977.*)
- d. The Board shall notify the members of the Nominating Committee of their appointment within five (5) days after their selection.

- e. The Delegates from each Member Club shall present to the Nominating Committee Chairman the names and qualifications and the written consent of the persons they wish to nominate for Director in their area by August 31.
- f. The President shall mail to all Delegates, thirty (30) days before the Annual Meeting, the names selected by the Nominating Committee as candidates for Directors.
- g. Further nomination for Director must be presented in writing to the Recording Secretary, accompanied by the candidate's written acceptance, and must be signed by five (5) Delegates. Such nominations must be in the Recording Secretary's hands at least five (5) days prior to the Annual Meeting of the Delegates.

Section 17. Indemnification of Agents of the Corporation: Purchase of Liability Insurance

- a. Section 17, "agent" means any person who is or was a director, officer, employee or other agent of the Corporation. Also, any person who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation. The word "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative, "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under subdivision (d) or paragraph (3) of subdivision (e) of this Section 17 and "Code" means the Corporations Code of the State of California.
- b. The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure judgment in its favor, an action brought under Section 5233 or Part 2 if the Code [commencing with Section 5110] made applicable pursuant to Section 7238, or an action brought by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding of such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of no contender or its equivalent shall not, of itself, in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.
- c. The Corporation shall have power to indemnify any person who was or is a party or is threatened, pending or completed action by or in the right of the Corporation, or brought under Section 5233 of Part 2 of the Code (commencing with Section 5110) made applicable pursuant to Section 7238, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to

procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. No indemnification shall be made under this subdivision.

1. In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonable entitled to indemnity for the expenses which such court shall determine;
 2. Of amounts paid in settling or otherwise disposing of a threatened or pending action, without court approval; or
 3. Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless such action concerns assets held in charitable trust and is settled with approval of the Attorney General.
- d. To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in subdivision (b) or (c) of this Section 17 or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.
- e. Except as provided in subdivision (d) of the Section 17, any indemnification under this Section 17 shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in subsection (b) or (c) of this Section 17 by:
1. A majority vote of a quorum consisting of Directors who are not parties to such proceeding;
 2. Approval of the members (Section 5034 of the Code), with the persons to be indemnified not being entitled to vote therein; or
 3. The court in which such proceeding is or as pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation.
- f. Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Section 17.

- g. No provision made by a corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement or otherwise, shall be valid unless consistent with this section. Nothing contained in this section shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.
- h. No indemnification or advance shall be made under this Section 17, except as provided in subdivision (d) or paragraph (30) of subdivision (c) of this Section 17, in any circumstance where it appears:
 - 1. That it would be inconsistent with a provision of the Articles, Bylaws, a resolution of the members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
 - 2. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.
- i. A corporation shall have power to purchase and maintain insurance on behalf of any agent in the corporation against liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this section.
- j. This section does not apply to any proceeding against any trustees, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent as defined in subdivision (a) of the corporation. A corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the Code. (*Amended July 6, 1987.*)

ARTICLE VII OFFICERS AND THEIR DUTIES

Section 1. Officers

The officers of this Association shall be President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and such officers as the Board may from time to time designate and elect.

Section 2. The President

The President shall preside at all meetings of the Board and of the Delegates and shall be the Executive Officer of the Association with the power to appoint, subject to the approval of the Board, such committees as she may deem necessary to conduct the affairs of the Association.

Section 3. The Vice-President

The Vice-President shall perform the duties of the President in case of her absence or disability, and such duties as may be assigned her by the Board.

Section 4. The Recording Secretary

The Recording Secretary shall keep accurate minutes of all meetings of the Association.

Section 5. The Corresponding Secretary

The Corresponding Secretary shall attend to all correspondence of the Association and shall issue the call for all meetings.

Section 6. The Treasurer

The Treasurer shall keep accurate records reflecting the current financial position of the Association. She shall prepare and submit a budget for the Association to be presented at the January meeting of the Board of Directors. She shall bank all funds of the Association in a depository approved by the President and the Recording Secretary. The Treasurer shall send out all the bills of the Association and shall receive all the funds in payment thereof. The Treasurer shall give a detailed financial report at each Board Meeting and at the Annual Meeting. The Annual Report should be filed with the Recording Secretary. *(Amended August 7, 1989.)*

Section 7. Other Officers

Other officers designated and elected by the Board shall perform such duties as may be assigned by the Board.

Section 8. Election of Officers

The Nominating Committee shall be composed of three Directors, representing three of the four geographical areas whenever possible. One Director from each of the three areas serving on the committee shall be selected by the two Directors from those areas at the October Board meeting. The Chairman of the Committee will be chosen by the three committee members. All Directors are eligible to serve on this committee with the exception of the President and the Vice President. *(Amended Nov, 2018.)*

This committee shall nominate a President, Vice-President, Secretary or Secretaries and Treasurer and present the slate at the November meeting of the Board. Only voting members of the Board shall be eligible for election as officers. *(Amended May 2, 1988.)*

Nominations for Officers may be made from the floor. Newly elected officers will take office at the Annual Meeting.

Section 9. Advisor

The President may appoint a past President or past Director of this Association to serve in an advisory capacity. The Advisor shall be an ex-officio member of the Board and shall have no vote.

Section 10. Parliamentarian

The President, with the approval of the Board, shall appoint a Parliamentarian who shall be present at all special and Annual Meetings. The Parliamentarian shall have no vote.

Section 11. Removal and Resignation

At any time, the Board may remove any officer, either with or without cause.

Section 12. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

ARTICLE VIII COMMUNICATIONS

Issues, concerns and/or suggestions about WNHGA events, activities, or policies by individual members or by member clubs should be brought directly to the board's attention in writing through the member club delegate.

Any issue, ideas or concerns brought to a board member's attention shall be brought forward to the board at the earliest possible time for discussion and consideration. The board will communicate back to the member delegate in a timely manner. Based on the nature of the topic the board may also broaden the communication to all member clubs. (*Amended June 2018.*)

ARTICLE IX WNHGA CODE OF CONDUCT

All individual members, member clubs and WNHGA Directors will maintain a respectful, professional approach when interacting with other WNHGA members, host clubs and staff, at events and at all WNHGA meetings.

Issues and concerns about WNHGA events, activities, or policies by individual members or by member clubs should be brought directly to the board's attention in writing through the member club delegate. Any issue, idea or concern brought to a board member's attention shall be brought forward to the board at the earliest possible time for discussion and consideration. The board will communicate back to the member delegate in a timely manner. Based on the nature of the topic the board may also broaden the communication to all member clubs. (*Amended June 2018.*)

ARTICLE X OTHER PROVISIONS

Section 1. Inspection of Corporate Records

Subject to Sections 8330, 8331 and 8332 of the California Nonprofit Mutual Corporation Law, a member may do either or both of the following for a purpose reasonably related to such member's interest as a member:

- a. Inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days prior written demand upon the Association, which demand shall state the purpose for which the inspection rights are requested; or
- b. Obtain from the Secretary of the Association, upon written demand and tender of a reasonable charge, a list of names, addresses and voting rights of Directors. Using the most recent record date for which it has been compiled or as of a date specified by the member subsequent to the date of the demand. The demand shall state the purpose for which the list is requested. The Secretary shall make the membership list available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date of which the list is to be compiled.

The Association may, within ten (10) business days after receiving a demand, as set forth above in paragraph (a) or (b) of the Section 1 deliver to the person(s) making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. Any rejection of the Association's offer shall be in writing and shall indicate the reasons the alternative proposed

by the Corporation does not meet the proper purpose of the demand made pursuant to paragraph (a) and (b) of the Section 1.

The accounting books and records and minutes of proceedings of the members and the Board and Committees of the board shall be open to inspection upon written demand on the Corporation of any member at any reasonable time for a purpose reasonably related to such person's interests as a member.

Section 2. Inspection of Articles and Bylaws

The Association shall keep in its principal office in the State of California the original or a copy of its Articles and of these Bylaws as amended to date which shall be open to inspection by members at all reasonable times during office hours. If the Corporation has no office in the State of California, it shall upon the written request of any member furnish to such member a copy of the Articles or Bylaws as amended to date.

Section 3. Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws.

Section 4. Amendments

These Bylaws may be amended or repealed by approval of the members or by the approval of the Board provided, however, that members must approve any action that may:

- a. Materially and adversely affect the rights of members as to voting, dissolution, or redemption, or transfer of memberships;
- b. Effect an exchange, reclassification or cancellation of all or any part of the memberships;
- c. Authorize a new class of membership; or
- d. Specify or change a fixed number of Directors or the maximum number of Directors or change from a fixed to a variable number of Directors or vice versa.

Section 5. Rules of Order

Roberts Rules of Order, Revised, shall govern the proceedings of this Association in all cases not provided for in these Bylaws. All meetings shall be conducted in accordance with Roberts Rules of Order, Newly Revised. (*Amended October, 2007.*)

Date – April 2, 1984

Amendments – As Noted

Amended – March 2, 1992
Bylaws Distribution – February 1993
Amended and Distributed – February 1995
Amended and Distributed – February 1997
Amended June 1999 and Distributed Fall 1999
Amended February 2001 and Distributed Spring 2001
Amended April 2004
Amended/Reinstated and Distributed – December 2006
Amended and Distributed – December 2007
Amended December 2007 and Distributed January 2008
Amended March 2008 and Distributed April 2008
Amended December 2008 and Distributed January 2009
Amended September 2011 and Distributed November 2011
Amended November 2018 and Distributed December 2018