

**CHAPTER BYLAWS**  
**SIERRA FOOTHILLS CHAPTER**  
of the  
**CALIFORNIA ASSOCIATION OF MARRIAGE AND FAMILY THERAPISTS**

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**ARTICLE I                    NAME**

The name of this Chapter of the California Association of Marriage and Family Therapists shall be Sierra Foothills Chapter of CAMFT. Any change of the Chapter's name shall be accomplished in accordance with the law pertaining to amendment of Articles of Incorporation rather than amendment of these Bylaws.

**ARTICLE II                    OFFICES**

**Section A            PRINCIPAL OFFICE**

The principal office for the transaction of the business of the Chapter is located at the office of the current president at 401 'B' Vernon St., Roseville, CA 95678. The Directors may change the principal office from one location to another. Any change of this location shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

**Section B            OTHER OFFICES**

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Chapter is qualified to do business.

**Section C            AREA SERVED**

The geographic area served by this Chapter is Placer, Nevada, Sierra, El Dorado, and Yuba Counties.

**Section D            SERVICE OF PROCESS**

The President shall be the Agent for Service of Process, located at the address of record as kept by the California Board of Behavioral Sciences.

**ARTICLE III                    OBJECTIVES AND PURPOSES**

The objectives of this Chapter shall be: to advance marriage and family therapy as an art, a science and a mental health profession; to assist CAMFT in furthering its objectives on a local level; to serve and represent the common professional and business interests of marriage and family therapists; to set and maintain professional standards for marriage and family therapists; to advocate and work to achieve public and private policies for the advancement of family life; to engage in such other lawful activities as is allowed by law; and, to pursue such other objectives and purposes that are in the best interests of CAMFT, its members and the members of this Chapter that are not in conflict with CAMFT's Articles of Incorporation, Bylaws or *CAMFT Code of Ethics*.

This Chapter is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this Chapter is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

**ARTICLE IV                    MEMBERSHIP**

## **Section A CATEGORIES OF MEMBERSHIP**

There shall be three (3) categories of membership in this Chapter: clinical membership, prelicensed membership and associate membership. There shall be one title known as honorary distinguished member.

1. Clinical member - a clinical member shall hold a license as a marriage and family therapist issued by the Board of Behavioral Science for the State of California. All clinical members, regardless of classification, shall be entitled to the rights and privileges of the Chapter without restriction.
2. Prelicensed member - a prelicensed member shall be enrolled in a master's or doctor's degree program satisfying the educational requirements for eligibility to sit for the licensed marriage and family examination(s), or shall have completed all educational requirements for licensure and shall presently be engaged in the process of gaining hours of experience towards licensure either as a registered intern, applicant, or in some other lawful capacity. A prelicensed member shall be eligible for advancement to clinical member status upon becoming licensed, and shall no longer be eligible for prelicensed member status upon the expiration of ninety (90) days from the date of licensure. The prelicensed member has full voting rights and is entitled to the other rights and privileges of association membership.
3. Associate member - an associate member shall be:
  - a. in a profession related to marriage and family therapy, whose practitioners are licensed, certified or registered pursuant to California law, or who are specifically exempt from licensure or certification, who shall not hold a marriage and family therapist license, or
  - b. a California licensed marriage and family therapist who is a resident and domiciliary of a state or jurisdiction other than California, or
  - c. a resident and domiciliary of a state or jurisdiction other than California who lawfully practices marriage and family therapy, and
  - d. an associate member shall not be eligible to vote or to hold office, but shall be entitled to all other rights and privileges of association membership.

## **Section B QUALIFICATIONS FOR MEMBERSHIP**

CAMFT members in good standing shall be eligible for membership in this Chapter. Loss of membership in CAMFT shall result in loss of membership in this Chapter. Categories of membership shall include clinical, prelicensed and associate. Qualifications and voting rights for each category of membership shall be as stated in CAMFT Bylaws.

## **Section C ADMISSION TO MEMBERSHIP**

Except as otherwise provided in these Bylaws, membership in any category shall be upon a majority vote of the Board of Directors. All Chapter members shall pay dues in accordance with the dues schedule of the Chapter and CAMFT, and shall abide by the Bylaws and the *CAMFT Code of Ethics*.

## **Section D FEES, DUES AND ASSESSMENTS**

Each member in good standing, except if otherwise exempt by these Bylaws, must pay, within the time and on the conditions set forth in these Bylaws, or where appropriate, as established by the Board of Directors, such fees, dues and assessments as are fixed from time to time by the Board of Directors.

## **Section E TERMINATION OF MEMBERSHIP**

Membership in the Chapter shall terminate upon the occurrence of any of the following: resignation, non-payment of dues, expulsion, suspension, or loss of eligibility.

1. Resignation: A member may resign from membership at any time by submitting in writing to the Chapter his or her resignation. The effective date of the resignation shall be when the Chapter receives the letter of resignation or at such later time as is indicated in the letter.
2. Nonpayment of Dues: Anyone whose dues are in default to the Chapter shall be dropped from membership.
3. Expulsion or Suspension: Anyone who has been determined to have violated the ethical standards of CAMFT and/or who has been expelled or suspended from membership in CAMFT, shall also be expelled or suspended from membership in this Chapter. Any member to be expelled or suspended shall be entitled to at least fifteen (15) days prior notice of the expulsion or suspension and the reasons therefore. Notice may be given by any method reasonably calculated to provide actual notice. Any notice provided by mail shall be given by first-class or registered mail sent to the last address of the member as shown on the Chapter's records.
4. Loss of Eligibility: Any member, regardless of category or classification, who is no longer eligible for such membership due to a loss in the qualifications entitling such person to hold such membership, including a prelicensed member who has been licensed for ninety (90) days and has not transferred his/her membership to clinical membership, may be dropped from membership, provided a notice is mailed to such member at his/her address of record with the Chapter at least thirty (30) days prior to termination of membership.

#### **Section F REINSTATEMENT OF MEMBERSHIP**

After Resignation or Termination for Non Payment of Dues: Anyone who has resigned his/her membership from the Chapter or has terminated his/her membership because of non-payment of dues may be reinstated to that member's former category of membership provided that such person meets the criteria for that category of membership, is currently a member of CAMFT, has submitted a new application for membership to the Chapter, accompanied by payment of appropriate dues, application or other fees.

After Expulsion or Suspension: Anyone who has been expelled or suspended from membership in the Chapter may be reinstated when membership within CAMFT is reinstated.

#### **Section G NON-TRANSFERABILITY OF MEMBERSHIP**

No member may transfer a membership or any right arising there from. All rights as a member of the Chapter cease upon the member's death.

#### **Section H CERTIFICATES OF MEMBERSHIP**

This Chapter will provide certificates of membership, signed by the president via electronic means, unless otherwise requested to each applicant accepted into membership of the Chapter upon receipt of the required dues or assessments to become a Chapter member.

### **ARTICLE V MEETINGS OF MEMBERS**

#### **Section A ANNUAL MEMBERSHIP MEETING**

An annual meeting of members shall be held within the first quarter of the fiscal year unless the Chapter Board of Directors fixes another date and notifies members as provided in Section E, Notice of Meetings, of this Article.

## **Section B MEMBERSHIP MEETINGS**

General membership meetings shall be regularly scheduled by the President in consultation with the Chapter Board of Directors.

Special meetings may be called by the president in consultation with the Chapter Board of Directors or shall be called upon the request of at least five (5) percent of the voting members.

## **Section C PLACE OF MEETINGS**

Meetings shall be held at a location within the area served by the Chapter.

## **Section D MEETINGS HELD BY ELECTRONIC MEANS**

A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the Chapter or by electronic video screen communication if the Chapter implements reasonable measures to provide members in person a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and if any member votes or takes other action at the meeting by means of electronic transmission to the corporation or electronic video screen communication, a record of that vote or action is maintained by the Chapter.

## **Section E NOTICE OF MEETINGS**

Notice of regularly scheduled general meetings shall be posted on the website and sent electronically to each member entitled to vote, unless a member requests a paper copy, not less than ten (10) days prior to the meeting.

Written notice of any annual or special meeting of members, which occurs at a time other than a regularly scheduled general meeting, shall be given to each member, not less than thirty (30) nor more than ninety (90) days before the date of the meeting. When an annual or a special meeting is recessed or adjourned for more than fourteen (14) days, a notice of the recessed or adjourned meeting shall be given as if it were the original meeting.

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

## **Section F QUORUM**

A quorum for any meeting of the members of the Chapter during which business is conducted shall be fifteen (15) percent of the voting membership.

If a quorum is present, the affirmative vote of the majority of the voting members represented at the meeting entitled to vote, and voting on any matter shall be the act of the members unless a greater number or voting by classes is required by applicable law.

## **Section G RECESSED OR ADJOURNED MEETING**

When a members' meeting is recessed or adjourned to another time or place, the Chapter may transact any business which might have been transacted at the original meeting.

## **ARTICLE VI                    BOARD OF DIRECTORS AND OFFICERS**

### **Section A     BOARD OF DIRECTORS**

A director's duties must be performed in good faith, in a manner the director believes to be in the best interests of the Chapter and with the care, including reasonable inquiry, that an ordinary prudent person in a like position would use under similar circumstances.

1. **General Corporate Powers**

Subject to the limitations of these Bylaws, the Articles of Incorporation, CAMFT Bylaws, and the laws of California, the activities and affairs of this Chapter shall be conducted and all corporate powers shall be exercised by or under the direction of a Board of Directors, all of whom shall be members of CAMFT and the Chapter as hereinafter provided.

2. **Specific Powers**

The activities and affairs of this Chapter shall be conducted under the direction of a Board of Directors, all of whom shall be members of the Chapter. Among other powers of the Board of Directors, the Board of Directors has the power to select and remove all agents, employees and/or contractors of the Chapter, fix compensation and secure faithful performance of duties prescribed.

3. **Composition of Board**

A Chapter's Board of Directors shall be comprised of no more than thirty-five (35) percent of associate members or prelicensed members of CAMFT who are entitled to vote on matters submitted before the Chapter's Board of Directors. Such members shall not serve as President, President Elect, or Past President. In case of necessity, a Chapter may request a variance from the CAMFT Board of Directors if the above provision is not achievable. Such request is granted solely for a one-year period. The Chapter may make a separate request to the CAMFT Board of Directors should the necessity arise for a variance in any subsequent year.

4. **Meetings**

The Board of Directors shall meet at least four (4) times during each fiscal year. Dates for these regular meetings shall be established by the Board of Directors.

Meetings of Board of Directors shall be held at the principal office of the Chapter or at any other place that is designated from time to time. Meetings of the Board of Directors shall be held at any location within the area served by the Chapter as designated from time to time by the Board.

Regular meetings of the Board shall be held upon not less than twenty (20) days written notice. Notice of a meeting need not be given to any director who signed a waiver of notice or a written consent to holding the meeting.

Special meetings of the Board of Directors shall be called by the President upon the written request of any three (3) board members, which may include the President. Such specially called meeting shall be held within thirty (30) days of the receipt of the written request by the President or by the Chapter's principal office.

Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communications, or other communications equipment. Participation in a meeting

through use of conference telephone pursuant to this subdivision constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) pursuant to this subdivision constitutes presence in person at that meeting if all of the following apply: (1) each member participating in the meeting can communicate with all of the other members concurrently; (2) each member is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Chapter; (3) the Chapter adopts and implements some means of verifying both of the following: (a) a person participating in the meeting is a director or other person entitled to participate in the board meeting and (b) all actions of, or votes by, the Board are cast only by the directors and not by persons who are not directors.

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board individually or collectively consent in writing to such action in any manner specified in the California Nonprofit Corporation Law.

5. Quorum

A majority of the number of directors authorized in these Bylaws shall constitute a quorum of the Board for the transaction of business. Every act or decision made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board, except when a greater or lesser number is required by applicable law or by these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors.

6. Compensation

No compensation shall be paid to any member of the Board for performing the duties for which he or she was elected. Nothing in this section shall prevent board members from receiving reimbursement for expenses as may be determined by the Board of Directors to be just and reasonable.

## **Section B OFFICERS**

1. Composition: The Board of Directors shall consist of the elected officers including President, President-elect, Past President, Secretary, Chief Financial Officer and three directors at large. The Chapter membership may elect one of the three directors at large from the prelicensed Chapter members. The Board of Directors shall not contain, at any time, more than two (2) persons who are licensed as marriage and family therapists and who also hold any other license that permits the practice of health care, whether mental or physical.
2. Duties of Officers:
  - a. President: The president shall, subject to the control of the Board of Directors, generally supervise, direct and control the business of the Chapter. He/she shall preside over all meetings of the Chapter and at all meetings of the Board of Directors. He/she shall recommend to the Board of Directors for appointment standing committee chairpersons. He/she shall appoint standing committee members except as otherwise provided in these Bylaws. The president shall be an ex-officio member of all committees, but shall have no right to vote when serving in an ex-officio capacity, except in the event of a tied vote. He/she may have such other duties and powers as may be prescribed by the Board of Directors or these Bylaws.
  - b. President Elect: The president-elect shall succeed to the presidency. He/she shall, in the absence of the president or in the president's inability to serve, perform the duties of the

president. He/she shall also perform those duties assigned to him/her by the president and/or the Board of Directors and shall convene the nominating committee preceding the year in which he/she takes office as President of the association.

- c. Secretary: The secretary shall keep, or cause to be kept a record of members, showing the name of all members, their addresses, and the class of membership held by each. The records shall be open to inspection by any director at all reasonable times. The secretary is responsible for verifying eligibility for membership with CAMFT. The secretary shall inform CAMFT, within thirty (30) days of election or appointment, of the names and addresses of all Chapter officers. The secretary shall give or cause to be given, notice of all meetings of the members and of the Board of Directors required by the Bylaws to be given. He/she shall keep, or cause to be kept, the seal of the corporation in safe custody. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws. In the event of the secretary's absence, his/her duties may be performed by any member appointed by the president.
- d. Chief Financial Officer: The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct records of accounts of the properties and business transactions of the Chapter, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and any other matters customarily included in financial statements. The financial records shall be open to inspection by any director at all reasonable times.

The chief financial officer shall deposit, or shall cause to be deposited, all money and other valuables in the name and to the credit of the Chapter with such depositories as may be designated by the Board of Directors; shall disburse, or cause to be disbursed, the funds of the Chapter as may be ordered by the Board of Directors; shall render at such regular meetings of the Board, or at such other times as directed by the Board, an account of all of his/her transactions as chief financial officer and of the financial condition of the Chapter, shall prepare or cause to be prepared a proposed annual budget to be presented to the Board of Directors prior to the annual membership meeting, and shall have such other powers and shall perform such other duties as may be prescribed by the Board of Directors or the Bylaws. If required by the Board of Directors, the chief financial officer shall give the Chapter a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his/her office and for restoration to the Chapter of all of its books, papers, vouchers, money, and other property of every kind in his/her possession, or under his/her control upon death, resignation, retirement, or removal from office.

## **Section C ELECTIONS**

### **1. Nominations**

The Board of Directors shall appoint, upon recommendation of the President, a nominating committee consisting of a chair, who shall be a member of the Board of Directors, and at least two (2) clinical members of the Chapter, none of whom shall be eligible for nomination by the nominating committee. The nominating committee's function is to nominate qualified members and certify the eligibility of the candidates for election to the Board of Directors. The committee, in selecting its nominees, shall seek diversity of representation and shall take into account the geographical, ethnic and gender composition of the membership.

The nominating committee shall meet at least ninety (90) days prior to the date Board Members will assume office to propose a slate of candidates for the upcoming year. Names of nominees shall be announced in writing to voting members at least fifty (50) days prior to the date of election.

The committee shall inform all nominees of the duties of the offices for which they have been nominated and secure their consent to serve.

2. Eligibility: No person shall be eligible for election unless he or she is a member of the Chapter.
3. Limitations: No person shall be placed on the ballot or appointed to the Board of Directors, if such person, in serving out his or her present elected or appointed term, will have served on the Board of Directors for four (4) consecutive years or more, whether by appointment or election. This provision shall be inapplicable to a person who is placed on the ballot for the office of president elect/president/past president.
4. Election Procedures: Election of the Board of Directors will occur at the annual meeting, with newly elected or appointed board members to assume office at the annual meeting each year.

The nominating committee shall prepare a ballot consisting of the slate of nominees. The ballot may be presented for voting at the annual meeting or may be mailed to all voting members of the Chapter. The ballot may be sent by electronic mail (e-mail) by the Chapter to voting members of the Chapter who have given unrevoked consent to receive electronic mail (e-mail) ballots and have an electronic (e-mail) address in the records of the Chapter. The ballot or electronic mail (e-mail) ballot shall be sent at least twenty-five (25) but not more than thirty-five (35) days prior to the end of the fiscal year and preceding the date for newly elected board members to assume office.

Nominations from the floor will be accepted with the prior consent of the nominee.

The candidate receiving the largest number of votes in each position shall be elected. In the event of a tie, a run-off election shall be conducted by the president at the annual membership meeting.

To be valid, a ballot must be returned in the official ballot envelope which has been signed by the voting member. The ballots shall be counted in an impartial and confidential manner by the elections committee or its designee. The results shall be announced to the membership at the annual membership meeting.

The ballots shall be maintained for two (2) months after the election and then shall be destroyed. During the two month period following the election, the ballots shall be open to inspection by any voting member of the Chapter under the supervision of the elections committee or its designee.

#### 5. Rotation and Term of Office

A president-elect shall be elected each year, who will serve for three (3) years; the first year as president-elect, the second year as president, and the third year as past president of the Chapter.

A secretary and a chief financial officer shall be elected on alternate years, each to serve two (2) year terms.

Each year one (1) director at large shall be elected to serve a two (2) year term. On alternate years, the director at large may be elected by the prelicensed membership to serve a two (2) year term. The director at large elected by the prelicensed membership shall remain eligible to complete said term even though there has been a change in membership from prelicensed to clinical member.

There shall be no election for president except at such time as the president elect shall decline or otherwise be unable to serve as president.



## **Section D VACANCIES**

In the event that a vacancy occurs on the Board of Directors, other than the presidency, the Board of Directors shall elect, by a majority of the directors then in office, at the next regular Board of Directors meeting, any eligible clinical member of the Chapter to fill the unexpired term. If the vacancy is for the director who was elected by the prelicensed members, such vacancy may be filled by any eligible clinical member or any eligible prelicensed member.

## **Section E REMOVAL OF OFFICERS AND BOARD MEMBERS**

The Board of Directors, by a vote of not less than two thirds of its members, shall have the authority to recommend, for approval by the membership, removal from office for cause any one of its members after having given that member an opportunity to appear before and be heard by the Board of Directors.

## **Section F ORDER OF SUCCESSION**

In the absence of the president from a meeting over which he/she should preside or in the permanent absence of the president, the order of succession shall be; president elect, past president, secretary, chief financial officer.

## **ARTICLE VII COMMITTEES**

### **Section A STANDING COMMITTEES**

1. Nominating Committee  
The nominating committee shall select qualified nominees for election to the Board of Directors. The committee shall prepare a slate and ballot of members to be elected as described in these Bylaws. The committee shall oversee election procedures and perform such other duties and tasks described in Article VI.
2. Ethics Committee  
The ethics committee shall inform Chapter members of the *CAMFT Code of Ethics*. The ethics committee shall serve in an educational capacity for the members and the public regarding ethical practice and shall promote compliance with the ethical standards.
3. Bylaws Committee  
The Bylaws committee shall consider the advisability of Bylaw amendments, hear or review all proposed amendments and make recommendations to the Board of Directors regarding amendments to the Bylaws.
4. Program Planning and Evaluation Committee  
The program planning and evaluation committee shall provide leadership for an ongoing process of evaluating the work of the Chapter and recommending general guidelines for planning the Chapter's activities to fulfill current goals and objectives.
5. Finance Committee  
The finance committee shall evaluate the financial status of the Chapter, and in conjunction with the chief financial officer, recommend to the Board of Directors changes in dues and assessments and make such other recommendations as may be necessary to provide income for the Chapter to carry out its activities.

6. **Membership Committee**  
The membership committee shall promote membership in the Chapter and may from time to time publish a directory of Chapter members. The membership committee will assist in verifying eligibility of prospective members in the Chapter.
7. **Special Committees**  
Such other committees, subcommittees, commissions, or task forces may be created and appointed by the Board of Directors as in its judgment may be necessary. The duties and terms of any such special committees shall be prescribed by the Board of Directors.

#### **Section B      COMPOSITION OF COMMITTEES**

Committees will strive for at least three (3) members, a majority of whom shall be clinical members of the Chapter.

#### **Section C      APPOINTMENT OF COMMITTEES**

Standing committee chairpersons shall be appointed by the President in consultation with the Board of Directors. Standing committee members shall be appointed by the President in consultation with the chairperson.

#### **Section D      MEETINGS AND ACTIONS OF COMMITTEES**

1. **Meetings:** Committees shall meet at such times as determined either by resolution of the Board of Directors, by resolution of the committee, or by a committee chairperson with the prior approval of the president. Meetings of committees shall be held at any place designated by the Board, the committee or the committee chairperson.
2. **Notice:** Meetings of committees shall be held upon not less than ten (10) days written notice. Notice of a meeting need not be given to any committee member who signed a waiver of notice.
3. **Quorum:** A majority of the committee members of each committee shall constitute a quorum of the committee for the transaction of business.
4. **Minutes:** Minutes shall be kept of each meeting of any committee. The Board of Directors may adopt rules or policies governing committees that are not inconsistent with these Bylaws.

### **ARTICLE VIII      FINANCE**

#### **Section A      FISCAL YEAR**

The fiscal year of the Chapter is January 1 to December 31. The fiscal year may be changed by a majority vote by the Board of Directors.

#### **Section B      DUES: SETTING**

The dues of the Chapter shall be determined at the annual meeting of the Chapter, by mail ballot or electronic mail (e-mail) ballot at any other time, or as determined by the Board of Directors.

A dues increase shall be passed only following a two-thirds majority vote of the Board of Directors, or a majority vote of the members present at the annual meeting, or if the membership vote is taken by ballot, a majority of the ballots voting on the dues increase.

Notification of any change in the annual dues shall be made to all members affected as soon after the vote as is practicable and reasonable, but not less than thirty (30) days prior to the effective date of any such increase.

#### **Section C PAYMENT OF DUES**

Each member in good standing, except as otherwise exempt by the Bylaws, must pay, within the time and on the conditions set forth in these Bylaws, or where appropriate as established by the Board of Directors and/or the membership, such fees, dues and assessments as are fixed from time to time by the Board of Directors and/or the membership.

#### **Section D FEES AND ASSESSMENTS**

The Board of Directors, or its designee, may establish such fees and assessments as it deems appropriate.

#### **Section E BUDGET**

The proposed budget for each year shall be presented to the Board of Directors by the chief financial officer prior to the annual membership meeting. The proposed budget shall be approved by a majority vote of the Board of Directors. The Board of Directors is empowered to make any changes in the budget necessitated by circumstances and consistent with the priorities of the Chapter.

#### **Section F DEPOSITORY**

The Board of Directors, or its designee, shall select and designate such bank or trust company as it deems advisable as official depository of the funds of the Chapter and prescribe the manner in which such funds shall be withdrawn.

### **ARTICLE IX RECORDS AND REPORTS, INSPECTION**

#### **Section A MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS**

The Chapter shall keep at its selected office in California the original of the Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

The Chapter shall provide CAMFT with a copy of the Chapter Bylaws and any amendment(s) thereafter made.

#### **Section B MAINTENANCE AND INSPECTION OF OTHER CHAPTER RECORDS**

The accounting books, records and minutes of proceedings of the members of the Board of Directors and any committee(s) of the Board of Directors shall be kept at the selected office for the Chapter or with the financial officer and/or secretary of the Chapter. The minutes and the accounting books and records shall be kept in written or typed form. The minutes, and accounting books and records shall be open to inspection on the written demand of any member, at any reasonable time during usual business hours. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts.

#### **Section C INSPECTION BY DIRECTORS**

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

#### **Section D ANNUAL REPORT TO MEMBERS**

The annual report shall be prepared by secretary to the Board of Directors. The Chapter shall notify each member yearly of the member's right to receive an annual report. An annual report shall be prepared not later

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

1. A balance sheet at the end of such fiscal year and an income and expense statement and statement of changes in financial position for such fiscal year. These financial documents shall be provided to the Secretary by the standing CFO thirty (30) days after the close of the Chapter's fiscal year.
2. A statement of the place where the names and addresses of the current members are located.
3. Any information required by Section 8322, or its successor section(s), of the California Nonprofit Corporation Law, dealing with insider transactions.

Such report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Chapter that such statements were prepared without audit from the books and records of the Chapter.

Upon written request of a member the Board, or its designee, shall promptly cause the most recent annual report to be sent to the requesting member.

#### **ARTICLE X                    LIABILITY OF MEMBERS**

No member, regardless of the class or category of membership held, and whether or not a voting member, shall personally or otherwise be liable for any of the debts, liabilities and/or obligations of the Chapter.

Nothing in this Article shall be construed to relieve any person of any liability imposed by the applicable law regarding unauthorized distributions.

#### **ARTICLE XI   USE OF NAME**

No member shall speak on behalf of and/or represent the Chapter without authorization from the President or Board of Directors.

#### **ARTICLE XII   STAFF**

The Chapter Board of Directors may employ staff whose terms and conditions of employment shall be specified by the Board. Such staff may manage and direct the activities of the Chapter as prescribed by the Board of Directors and shall be responsible to the Board.

#### **ARTICLE XIII            PROPERTY**

The title to all property, funds and assets of the Chapter shall be held by the Chapter, through its Board of Directors, and it shall have authority to oversee or control the acquisition, administration, and disposition of the property. The Chapter may accept gifts, legacies, devises, donations, and/or contributions in any amount and in any form upon such terms as may be decided by the Board of Directors.

#### **ARTICLE XIV            RULES OF ORDER: PARLIMANTARIAN**

Robert's Rules of Order, Newly Revised, shall govern all meetings of the Chapter in which they are applicable and in which they are not inconsistent with these Bylaws unless modified by the majority of the voting members present.

A parliamentarian shall be appointed by the President from among the members of the Board of Directors. The parliamentarian shall have the responsibility to ensure compliance with the Bylaws and Robert's Rules of

Order, Newly Revised, unless modified, at all meetings of the Board of Directors and all official meetings of the Chapter.

## **ARTICLE XV INTERPRETATION**

These Bylaws constitute a written agreement between the Chapter and its members. These Bylaws should be interpreted in accordance with CAMFT and the California Nonprofit Corporation Law, which supplements and controls these Bylaws.

## **ARTICLE XVI RESTRICTIONS**

All policies and activities of the Chapter shall be consistent with applicable federal, state and local laws and other legal requirements, including the California Nonprofit Corporation Law under which the Chapter is organized and operated.

Chapter Articles of Incorporation and/or Bylaws may not violate the CAMFT Articles of Incorporation and/or CAMFT Bylaws.

## **ARTICLE XVII AMENDMENTS TO THE BYLAWS**

### **Section A INITIATION OF AMENDMENTS**

Bylaw amendments may be initiated in one of two ways:

1. the Board of Directors, upon recommendation of the Bylaws committee, may initiate a Bylaw amendment, or
2. ten (10) members of the Chapter may, by a written petition addressed to the secretary of the Chapter, initiate an amendment.

### **Section B ADOPTION OF AMENDMENT**

These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors, provided that certain amendments to the Bylaws, as specified in the California Nonprofit Corporation Law are approved by a two-thirds (2/3) vote of the members, including those that would materially and adversely affect the rights of members as to voting, dissolution, redemption, or transfer; increase or decrease the number of members authorized in total or for any class; effect an exchange, reclassification or cancellation of all or part of the memberships; authorize a new class of membership; or change the authorized number of directors.

Proposed amendments that require a vote of the membership and have received a two-thirds (2/3) vote of the Board of Directors, shall be recommended to the membership for ratification by mail ballot or by electronic mail (e-mail). A copy of the proposed amendment or amendments shall be sent by mail or electronic mail (e-mail) to all voting members of the Chapter at least three (3) weeks prior to the time of voting. In the case of mail balloting, there shall be specified on the ballot a deadline for its return. A two-thirds (2/3) majority of ballots returned shall be required for ratification of the proposed amendment.

## **ARTICLE XVII DIVISION OF THE CHAPTER**

Division of the Chapter into two chapters may be initiated by a recommendation passed by a two-thirds (2/3) majority of Board of Directors. Upon passage by the Board, the recommendation for division shall be recommended to the membership for ratification by mail ballot or by electronic mail (e-mail) ballot. A written copy of the proposal shall be sent to all voting members of the Chapter at least three (3) weeks prior to the time of voting. There shall be specified on the ballot a deadline for return of the mailed ballot. A two-thirds

(2/3) majority of ballots returned shall be required for ratification of the proposed division. The proposed division shall be submitted to the CAMFT Board of Directors for their approval and for chartering of the two chapters created by the division.

#### **ARTICLE XIX MERGER OF THE CHAPTER**

Merger of the Chapter with another Chapter may be initiated by a recommendation passed by a two-thirds (2/3) majority of the Board of Directors of each Chapter. Upon passage by the Board of each Chapter, the merger shall be recommended to the membership of each Chapter for ratification by mail ballot or electronic mail (e-mail) ballot. A written copy of the recommendation shall be sent to all voting members of each Chapter at least three (3) weeks prior to the time of voting. There shall be specified on the ballot a deadline for return of the mailed ballot. A two-thirds (2/3) majority of ballots returned shall be required for ratification of the proposed merger. The proposed merger shall be submitted to the CAMFT Board of Directors for their approval and chartering.

#### **ARTICLE XX DISSOLUTION OF CHAPTER**

Dissolution of the Chapter, whether voluntary or involuntary, shall be conducted in accordance with applicable law. In the event of the dissolution of the Chapter, all assets and funds of the Chapter shall, after debts and/or obligations are paid, be distributed to a charitable organization or foundation as determined by the Board of Directors.

#### **ARTICLE XXI CERTIFICATION OF SECRETARY**

I, the undersigned, certify that I am presently elected and acting Secretary of the **Sierra Foothills Chapter** of the California Association of Marriage and Family Therapists, and the above Bylaws are as adopted at a meeting of the Board of Directors held on April 19, 2014 and a meeting of the membership held on April 19, 2014.

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Meg Luce, LMFT

April 19, 2014

Secretary, Sierra Foothills Chapter of the California Association of Marriage and Family Therapists