

Bylaws of the California Association of Marriage and Family Therapists A California Nonprofit Mutual Benefit Corporation

ARTICLE I – NAME

The name of this corporation shall be the California Association of Marriage and Family Therapists, referred to herein as “Association.” Any change of the Association’s name shall be accomplished in accordance with the law pertaining to amendment of Articles of Incorporation rather than amendment of these Bylaws. The words “corporation” and “Association” are used interchangeably in these Bylaws.

ARTICLE II – OFFICES

Section A - PRINCIPAL OFFICE

The principal office for the transaction of the business of the Association is located in the City and County of San Diego, California. 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 Association is qualified to do business.

Section C – SERVICE OF PROCESS

The Executive Director shall be the Agent for Service of Process, located at 7901 Raytheon Road, San Diego, CA 92111.

ARTICLE III - OBJECTIVES AND PURPOSES

The objectives of this Association shall be:

- To advance marriage and family therapy as an art, a science and a mental health profession.
- To serve and represent the common professional and business interests of 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/or as is set forth in the Articles of Incorporation of this Association.

This Association is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this Association 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 Association: clinical membership,

prelicensed membership and associate membership. There shall be one title known as honorary distinguished member.

Section B QUALIFICATIONS FOR MEMBERSHIP

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 Association without restriction. Clinical membership may be held, in appropriate circumstances, according to the following classifications:
 - a. life clinical member - a clinical member who has paid the required dues for this category of membership.
 - b. distinguished clinical member - a clinical member or life clinical member who has given outstanding service in the field of marriage and family therapy, and who at the time of nomination is still engaged in the advancement of this field. Other requirements shall be two (2) years of clinical membership in the Association and five (5) years of experience in the field subsequent to licensure. Distinguished clinical members shall be nominated by any member. Nominations shall be made to the honors committee, who shall make their recommendations to the Board of Directors. The Board of Directors shall make the selection by a two-thirds (2/3) majority vote. Distinguished clinical members shall retain their status as such as long as they remain members in good standing of the Association. The number of distinguished clinical members to be elected each year shall be in proportion to the total clinical membership, never to exceed a number equal to one-half (1/2) of one percent of the total clinical membership as of the first of January preceding such election by the Board of Directors.
 - c. emeritus clinical member - a clinical member of at least 65 years of age, who at formal retirement from marriage and family therapy has been a clinical member in good standing for at least ten (10) consecutive years immediately prior to written application for this category of membership. The emeritus clinical member shall not be required to pay dues.
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's right to vote is limited to voting only for the one director at large who is elected from and by the prelicensed membership. A prelicensed member 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.

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.

4. Honorary distinguished member - the title of honorary distinguished member may be awarded to a nonmember who has made an outstanding contribution to the field of marriage and family therapy. This title is an honor and does not entitle the holder to any rights or privileges of the Association. The title may be awarded only in the following manner: nominations shall be made in writing by any member to the honors committee who shall recommend the award to the Board of Directors. The Board of Directors shall make the award only upon its two-thirds (2/3) majority vote.

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. The Board of Directors may refer any application for membership to the Ethics Committee when it has reasonable cause to believe that the applicant may have violated the *CAMFT Code of Ethics*. The Ethics Committee, after investigating the referral, shall make its recommendation to the Board of Directors. All members shall pay dues in accordance with the dues schedule of the Association 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 Association may terminate upon 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 Association his or her resignation. The effective date of the resignation shall be when the Association receives the letter of resignation or at such later time as is indicated in the letter.
2. Nonpayment of dues - anyone in any class of membership whose dues are in default on the first day of the sixth month following that member's designated anniversary month automatically shall be dropped from membership in the Association, provided a notice has been mailed to such member at his/her address of record with the Association at least thirty (30) days prior to such termination date.
3. Expulsion or suspension - any member who violates the *CAMFT Code of Ethics* may be expelled or suspended from membership in the Association following an investigation and report by the ethics committee and a hearing before the board of directors. A two-thirds (2/3) majority vote of those directors present at the hearing shall be necessary in order to expel or suspend a member. The member accused of the violation shall be given a reasonable opportunity to defend against the charge and shall be entitled to be represented at all stages of the proceedings. 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, and shall be entitled to be heard, orally or in writing, not less than five (5) days before the effective date of expulsion or suspension by the board of directors. Notice may be given by

any method reasonably calculated to provide actual notice. Any notice given by mail shall be given by first-class, registered, or certified mail sent to the last address of the member as shown on the Association's records. The *CAMFT Code of Ethics* shall spell out further details of the procedures for investigation and hearing of alleged violations not inconsistent with these bylaw provisions.

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 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 Association at least thirty (30) days prior to termination of membership.

Section F REINSTATEMENT OF MEMBERSHIP

1. After resignation - anyone who has resigned his/her membership from the Association may be reinstated to that member's former category of membership provided that such person has submitted a new application for membership to the Association, accompanied by payment of appropriate dues and application or other fees, and provided that such person receives a majority vote of the Board of Directors. The Board may refer to the Ethics Committee for recommendation any application for membership from a person who previously resigned his/her membership.
2. After non-payment of dues - anyone who has been dropped from membership in the Association for non-payment of dues may be reinstated to that member's former category of membership provided that such person has submitted a new application for membership to the Association, accompanied by payment of appropriate dues and application or other fees, and provided that such person receives a majority vote of the Board of Directors. The Board may refer to the Ethics Committee for recommendation any application for membership from a person who has previously been dropped from membership for non-payment of dues.
3. After expulsion - anyone who has been expelled from membership in the Association for violation of the *CAMFT Code of Ethics* may, upon recommendation of the Ethics Committee, be reinstated after one (1) year has elapsed from the date of expulsion and provided that such person submits a new application for membership, accompanied by payment of appropriate dues and application fees, and provided that such person receives a two-thirds (2/3) vote of the Board of Directors at a meeting where this item has been specifically placed on the agenda and in the announcement of the meeting.
4. After suspension - anyone who has been suspended from membership in the Association for violation of the *CAMFT Code of Ethics* shall be reinstated to membership after the period of suspension has ended and after the Ethics Committee has found that such period of suspension was served pursuant to the terms and conditions of the suspension.
5. After loss of eligibility - anyone who has been dropped from membership in the Association for loss of eligibility, may, upon recommendation of the Ethics Committee, be reinstated to membership in the Association, in the appropriate category of membership, provided that such person has submitted a new application for membership to the Association, accompanied by payment of appropriate dues and application or other fees, and provided that such person receives a majority vote of the Board of Directors.

Section G NON-TRANSFERABILITY OF MEMBERSHIP

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

Section H CERTIFICATES OF MEMBERSHIP

Certificates of membership, numbered, with the seal of the Association affixed, signed by the president and one other officer, shall be issued to each applicant upon acceptance into membership of the Association as a clinical member, or any of its classifications, and upon receipt of the required fees, dues or other charges of the Association.

ARTICLE V - MEETINGS OF MEMBERS

Section A ANNUAL MEMBERSHIP MEETING

A meeting of members shall be held annually and the Board of Directors shall notify the members as provided in this Article, Section E.

Section B SPECIAL MEMBERSHIP MEETING

Special meetings of the members may be called by the Board of Directors or the President. Additionally, special meetings of members for any lawful purpose shall be convened by the President upon the call of five (5) percent or more of the members.

Section C PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the Association or at any other place that is designated by the board of directors.

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 Association or by electronic video screen communication if the Association 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 Association.

Section E NOTICE OF MEETINGS

Written notice of any meeting of members shall be given to each member entitled to vote thereat not less than ten (10) nor more than ninety (90) days before the date of the meeting.

The notice 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 regular meeting (also known as the annual membership meeting), those matters which the board of directors, at the time the notice is given, intends to present for action by the members. Any other proper matter may be presented at the regular meeting, though not specified in the notice, for membership action, except as provided in Section 7512(b) of the California Corporations Code or its successor section.

Notice of any meeting of members shall be given either personally, by first-class mail, or by electronic mail (e-mail) addressed to a member at the address or electronic mail (e-mail) address of such member appearing in the records of the Association or given by the member to the Association for purpose of notice. If no address or electronic mail (e-mail) address appears in the Association's records and no other address or electronic mail (e-mail) address has been given, notice shall be

given at the principal office of the Association or by publication at least once in a newspaper of general circulation in the county in which the principal office is located.

An affidavit or giving of any notice in accordance with the above provisions, executed by the secretary, or any other party of the Association giving the notice, shall be filed and maintained in the minute of the Association.

If any notice or report addressed to the member at the address of such member appearing in the records of the Association is returned to the Association by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice or report to the member at such address, all future notices or reports shall be deemed to have been duly given without further mailing if the same shall be available for the member upon written demand of the member at the principal office of the Association for a period of one year from the date of the giving of the notice or report to all other members.

Section F QUORUM

A quorum for a meeting of the members, whether regular or special, shall be one percent of the voting members.

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 the articles, bylaws, or by applicable law.

Subject to the above paragraph, 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 majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of members may be recessed from time to time by the vote of a majority of the votes represented in person, but no other business may be transacted other than as provided in the paragraph immediately above.

Section G RECESSED MEETING

No meeting may be recessed for more than forty-five (45) days. If after the recess a new record date is fixed for notice or voting, a notice of the recessed meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. When a meeting is recessed to another time or place, notice need not be given if the time and place are announced at the meeting at which the adjournment is taken.

Section H MAIL BALLOT, E-MAIL BALLOT, AND PROXY VOTING

At the discretion and upon approval of the Board of Directors, any action which may be taken at any regular or special meeting of members may be taken without a meeting when the Association distributes a ballot and any related material sent by mail or by electronic mail (e-mail) to every member entitled to vote. That ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Association. Only those members of the Association who have given unrevoked consent to receive a ballot by electronic mail (e-mail) and have an electronic mail (e-mail) address in the records of the Association shall be sent an electronic mail (e-mail) ballot.

To be valid, a ballot must be returned in the official ballot envelope, or by electronic mail (e-mail) as approved by the Board of Directors.

There shall be no proxy voting under any circumstances.

Section I ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT A MEETING

Any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action in any manner specified in the California Nonprofit Corporation Law. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

ARTICLE VI - BOARD OF DIRECTORS AND OFFICERS

Section A BOARD OF DIRECTORS

1. General Corporate Powers

Subject to the limitations of these Bylaws, the Articles of Incorporation, and the laws of California, the activities and affairs of this Association shall be conducted and all corporate powers shall be exercised by or under the direction of a board of twelve (12) directors, all of whom shall be members of the Association as hereinafter provided.

2. Specific Powers

Without prejudice to these general powers, and subject to the same limitation, the board of directors shall have all specific powers as are authorized by applicable law, including, but not limited to, the power to select and remove a Chief Staff Executive or in the absence of a Chief Staff Executive, select and remove agents and employees of the Association; prescribe any powers and duties of the Chief Staff Executive that are consistent with law, the Articles of Incorporation, and these Bylaws; fix the compensation of the Chief Staff Executive; and require from the Chief Staff Executive faithful performance of his/her duties.

3. Composition of Board

a. The Board of Directors shall consist of the elected officers (President, President Elect, Past President, Secretary, Chief Financial Officer), six (6) Directors-at-Large elected from and by the voting members of the Association, and one (1) Director at Large elected from and by the prelicensed membership of the Association.

b. All members of the Board of Directors must possess a Marriage and Family Therapist license (except the pre-licensed member).

c. The Board of Directors shall not contain, except as provided below, more than two persons who are licensed as marriage and family therapists and who also hold any other license which permits the practice of health care, whether mental or physical. This restriction does not apply if a board member, during his/her term, becomes licensed in another discipline allowing the practice of health care.

4. Meetings

a. 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 the Board of Directors shall be held at the principal office of the Association or at any other place that is designated from time to time.

b. 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 or an approval of the

minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior to thereto or at its commencement, the lack of notice to such director.

c. Special meetings of the Board of Directors shall be called by the President upon the written request of any four (4) 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 Association's principal office. Special meetings of the board shall be held upon at least four (4) days notice by first-class mail or forty-eight (48) hours notice delivered personally or by telephone, facsimile, or e-mail at the director's address shown on the records of the Association. Notice of a special meeting need not be given to any director who signed a waiver of notice or a written consent to holding the meeting.

5. Action by unanimous written consent without a meeting

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.

6. Meetings held by conference or other electronic means

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 Association; (3) the Association 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.

7. 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 done or 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 as a greater or lesser number is required by applicable law, by these bylaws, or by the Articles of Incorporation. 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 meeting, or such greater number as is required by applicable law, the Articles of Incorporation, or these bylaws.

8. Compensation

No compensation shall be paid to any member of the Board for performing the duties for which he or she was elected. A member of the Board may be designated a paid agent by the following procedure.

The Board may contract with a director(s) to perform work deemed vital to the Association. The duties, amounts of compensation and other terms and contractual conditions shall be approved by a majority vote of the Board, without counting the vote of the interested director or directors.

All material facts as to the transaction and as to such director's interest shall be fully disclosed to the Board of Directors.

The Board shall make a specific finding, at the time it approves such contract or transaction, that such contract or transaction is just and reasonable as to the Association.

Nothing in this section shall prevent board members from receiving reimbursement of expenses as may be determined by resolution of the Board of Directors to be just and reasonable.

Section B OFFICERS

1. Officers Designated

The officers of the Association shall be the President, the President Elect, the Past President, the Secretary, and Chief Financial Officer.

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 and the officers of the Association. He/she shall preside at all meetings of the members and at all meetings of the Board of Directors. He/she shall recommend to the Board, for appointment, standing committee chairpersons. He/she shall appoint standing committee members, except as otherwise provided in these Bylaws. The President shall be an ex-officio member on all committees with the exception of the Ethics Committee. When serving ex-officio, the president shall not have the right to vote. He/she shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws. The President shall report the activities of this office to the Board of Directors at their meetings and to the members at membership meetings. The President shall cause a report to be presented at the annual membership meeting on the state of the Association.

b. President Elect: the President Elect shall succeed to the presidency. He/she shall be an ex-officio member of all committees with the exception of the Ethics Committee. When serving ex-officio, the president elect shall not have the right to vote. The President Elect shall perform such other duties as are delegated to him/her by the Board of Directors. The President Elect shall perform the duties of the President in the event of his/her inability to serve.

c. Secretary: the secretary shall keep or cause to be kept, at the principal office of the Association or such other place as the Board of Directors may direct, minutes of the proceedings of its members, board and committees of the Board, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the numbers of members present or represented at such member's meetings, and the proceedings of such meetings.

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

The Secretary shall give or cause to be given, notice of all meetings of the members and of the Board of Directors required by the Bylaws to be given. He/she shall keep, 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.

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 Association, 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 Association with such depositories as may be designated by the Board of Directors; shall disburse, or cause to be disbursed, the funds of the Association 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 Association, 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.

e. Past President: The Past President shall be the Chair of the California Association of Marriage and Family Therapists Educational Foundation, Inc.

Section C ELECTIONS

1. Nominations

The Nominating Committee's function is to nominate qualified persons for election to the Board of Directors. The President in making committee recommendations, and 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 Committee, in selecting nominees for President Elect shall, in addition to the above, give consideration to prior CAMFT board, chapter and/or committee service.

The Nominating Committee shall call for recommendations from all members of the Association at least one hundred and fifty (150) days before the date of election. The nominating committee shall close nominations on the last Friday of the fifth month preceding the date of election. It shall conduct interviews with prospective nominees and prepare a slate of nominees which may, but need not, include more candidates than vacancies.

Notwithstanding any of the above regarding nominations, any person who is eligible to be elected to the Board of Directors may be included on the ballot by petition. Said petitions shall be delivered to an officer of the Association no later than sixty (60) days prior to the

date of election. To be valid, signatures on the petition shall be made within eleven (11) months preceding the next time directors will be elected by members representing at least two (2%) percent of the applicable voting power.

The Committee shall inform all nominees of the duties of the offices for which they have been nominated, secure their consent to serve, and request from them pertinent information, in writing, about their educational and professional background and their activities within the Association.

2. Eligibility

No person shall be eligible for election until he or she has been a voting member in the Association for at least two (2) years upon taking office, or has been a prelicensed member and voting member consecutively for at least two (2) years immediately prior to taking office. No prelicensed member shall be eligible for election to the board of directors until he or she has been a prelicensed member in the Association for at least six (6) months upon taking office. A person is ineligible for election where his/her election would result in the board consisting of more than two persons who are licensed as marriage and family therapists and who also hold any other license(s) which permits the practice of health care, whether mental or physical.

3. Limitations

No person shall run for any position on the Board of Directors nor shall a person be appointed to any position on the Board of Directors, if such person, in serving out his or her present elected or appointed term, will have served on the Board of Directors for four (4) consecutive years or more, whether by appointment or election.

This rule shall be inapplicable to a person desiring to run for the office of President Elect/President/Past President.

4. Election Procedures

Each June the Elections Committee shall establish or cause to be established a date of election which shall be in March.

The Elections Committee shall review or cause to be reviewed records of all candidates to certify the eligibility of the candidates and, where applicable, the validity of the signatures on the petitions.

The Elections Committee shall then prepare or cause to be prepared a ballot consisting of the slate of nominees prepared by the nominating committee and the certified petitioned candidates. It shall cause the ballot to be mailed, together with printed candidate information and official ballot envelope, to all voting members of the Association who did not give consent to receive a ballot by electronic mail (e-mail) or for whom there is no electronic mail (e-mail) address in the records of the Association. The Elections Committee shall also cause the ballot and printed candidate information to be sent by electronic mail (e-mail) by the Association to voting members of the Association who have given unrevoked consent to receive electronic mail (e-mail) ballots and have an electronic (e-mail) address in the records of the Association. The written ballot and electronic mail (e-mail) ballot shall be sent at least twenty-five (25) but no more than thirty-five (35) days prior to the date of the election.

To be valid, a ballot must be returned in the official ballot envelope which has been signed by the voting member, or by electronic mail (e-mail) as approved by the Board of Directors.

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 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. 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 Association under the supervision of the Elections Committee or its designee.

If the Association now or hereafter publishes, owns, or controls a magazine, newsletter, or other publication, and publishes material in the publication soliciting votes for any nominee for director, it shall make available to all other nominees, in the same issue of the publication, an equal amount of space, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

Upon written request by any nominee for election to the board and the payment of the reasonable costs of mailing (including postage), the Association shall within ten (10) business days after such request (provided payment has been made), mail to all members, or such portion of them as the nominee may reasonably specify, any material that the nominee may furnish and that is reasonably related to the election, unless the Association within five (5) business days after the request allows the nominee, at the Association's option, the right to do either of the following:

- a. inspect and copy the records 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 those members entitled to vote for the election of directors, as of 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 demand. The membership list shall be made 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 as of which the list is to be compiled.

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 Association.

A Secretary and a Chief Financial Officer shall be elected on alternate years, each to serve two (2) years.

Each year three Directors at Large shall be elected, each to serve two (2) years.

One Director at Large shall be elected from and by the prelicensed membership to serve two (2) years, and shall be eligible to complete said term if there is a change in the category of membership held.

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.

All officers and board members shall take office on the first day of June.

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 Association 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 eight (8) of its members, shall have the authority to recommend, for approval by the membership, removal from office for cause any one of its members after having given that member an opportunity to appear before and be heard by the Board of Directors. Any member of the Board of Directors may be removed from the Board without cause when such removal is approved by the membership.

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 EXECUTIVE COMMITTEE

1. The Executive Committee shall be composed of five (5) members who shall be the elected officers of the Association: President, President Elect, Past President, Secretary and Chief Financial Officer.
2. The Executive Committee may act in place and stead of the Board of Directors between board meetings as authorized by the Board, except those matters that by these Bylaws specifically require Board action, or approval of the members, or approval of a majority of the membership.
3. A majority of the Executive Committee shall constitute a quorum of any duly called meeting of the Committee. The President shall call such meetings of the Executive Committee as the business of the Association may require, or a meeting shall be called by the President on request of three (3) members of the Executive Committee.
4. Any vacancy occurring on the Executive Committee shall be filled by election of the Board of Directors. A simple majority of those board members present at the next regular meeting of the Board shall elect the successor committee member. Any committee member so elected to fill a vacancy shall serve the unexpired term of his/her predecessor. Any vacancy on the Executive Committee shall be filled by a member of the Board of Directors.

Section B STANDING COMMITTEES

1. Nominating Committee
The Nominating Committee shall select qualified nominees for election to the Board of

Directors and perform such other duties and tasks as described in ARTICLE VI (Board of Directors and Officers), Section C (Elections), Subdivision 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 four (4) clinical members of the Association, none of whom shall be eligible for nomination by the Nominating Committee and none of whom shall currently be serving on the Board of Directors or the Ethics Committee.

2. Elections Committee

The Elections Committee shall generally supervise all election procedures and votes of the membership and perform such other duties and tasks as described in ARTICLE VI (Board of Directors and Officers), Section C (Elections), Subdivision 4 (Election Procedures). The Elections Committee shall consist of at least two (2), but not more than five (5), clinical or prelicensed members of the Association, the majority of which shall be clinical members, one of whom shall be the chair, and none of whom shall have a direct interest in the outcome of the election.

3. Ethics Committee

The Ethics Committee, maintains and reviews the *CAMFT Code of Ethics*, interprets the *Code of Ethics* to the membership and the public, conducts investigations of alleged ethics violations, makes recommendations to the Board of Directors regarding members alleged to have violated the *Code of Ethics*, makes recommendations to the Board of Directors regarding acceptance or rejection of prospective members who may have violated the *CAMFT Code of Ethics*, and from time to time proposes revisions, deletions and additions to the *Code of Ethics* to the Board of Directors for its approval.

The Ethics Committee shall consist of not less than five (5) nor more than seven (7) members, all of whom shall be clinical members of the Association for at least two (2) years prior to appointment. The Committee shall not contain any directors as members. The term of office shall be two (2) years with a maximum of four terms.

4. Bylaws Committee

The Bylaws Committee shall consider the advisability of Bylaw amendments and amendments to the Articles of Incorporation, hear or review all proposed amendments and make recommendations to the Board of Directors of amendments to the Bylaws and/or the Articles of Incorporation.

The Bylaws Committee shall consist of at least three (3) members, a majority of whom shall be clinical members of the Association.

5. Honors Committee

The Honors Committee shall make recommendations with respect to clinical or life clinical members nominated for the classification of distinguished clinical member. It shall also make recommendations with respect to persons nominated for the title of Honorary Distinguished Member. Recommendations shall be made to the Board of Directors for its approval by such time each year that awards can be made at the Annual Conference. The Honors Committee shall also select the recipients for other awards as approved by the Board of Directors.

The Honors Committee shall be comprised only of distinguished clinical members and honorary distinguished members. Its chair shall not be a member of the Board of Directors. The committee shall consist of at least three (3) members.

Section C 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 upon their appointment by the Board of Directors.

Section D APPOINTMENT OF COMMITTEES

1. Standing Committee Chairpersons
Standing committee chairpersons shall be appointed by the President as approved by the Board of Directors.
2. Standing Committee Members
Standing committee members may be recommended by the standing committee chair, for appointment by the President, as approved by the Board of Directors, except as otherwise provided in these Bylaws.

Section E 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 with the approval of the President, or by a Committee Chair with the prior approval of the President. Meetings of committees shall be held at the principal office of the Association or at any other place that is designated from time to time by the Board, the Committee, or the Committee Chair.
2. Notice
Meetings of the 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 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 committee member.
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 and shall be filed with the corporate records. The board of directors may adopt rules for the governance of any committee consistent with the provisions of these bylaws.

ARTICLE VIII - FINANCE

Section A CALENDAR YEAR

The Association shall operate on a calendar year.

Section B DUES: SETTING

A dues increase may be passed by a three-quarters vote of the Board of Directors at any regularly scheduled and noticed meeting of the Board of Directors.

Notification of any changes in the annual dues shall be made to all members affected as soon after the vote as is practicable and reasonable, but at least thirty (30) days prior to the effective date of any such increase.

Section C PAYMENT OF DUES

Dues are payable on the first day of each member's designated anniversary month. Any member whose dues are not paid within forty-five (45) days of the first day of the member's designated anniversary month shall pay a late fee as stated in the fee schedule of the Association.

Any member whose dues are in default on the first day of the sixth month following that member's designated anniversary month shall automatically be dropped from membership in the Association, upon such notice as specified in these bylaws.

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 at its fall meeting. The proposed budget shall be approved by a majority vote of the Board of Directors. The Board of Directors is empowered to make any changes in the budget necessitated by circumstances and consistent with the priorities of the Association.

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

Section B MAINTENANCE AND INSPECTION OF OTHER ASSOCIATION 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 Association's principal office in California. The minutes and the accounting books and records shall be kept in written or typed form or in any other form capable of being converted into written, typed or printed form. The minutes, and accounting books and records shall be open to inspection on the written demand of any member, at any reasonable time during usual business hours, for a purpose reasonably related to the member's interests as a member. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. These rights of inspection shall extend to the records of each subsidiary corporation of the Association.

Every director shall have the absolute right at any reasonable time to inspect the books, records and documents of every kind and physical properties of the Association. 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. These rights of inspection shall extend to the records of each subsidiary corporation of the Association.

Section C ANNUAL REPORT TO MEMBERS

The Association shall provide to the Board of Directors, and shall notify each member yearly of the member's right to receive an Annual Report. An Annual Report shall be prepared not later than one hundred and twenty (120) days after the close of the Association'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.
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 Association that such statements were prepared without audit from the books and records of the Association.

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 Association.

Nothing in this article shall be construed to relieve any person of any liability imposed by the California Nonprofit Corporation Laws regarding unauthorized distributions.

ARTICLE XI - INDEMNIFICATION

To the fullest extent permitted by law, the Association shall defend, indemnify and hold harmless any agent against any claim arising out of any alleged or actual action or inaction in the performance of duties performed in good faith on the Association's behalf. "Agent," for this purpose means any person who is or was a director, officer, employee or other agent of the Association.

ARTICLE XII - INSURANCE

The Association shall purchase and maintain adequate insurance on behalf of its agents against any liability asserted against or incurred by one while acting as an agent for the Association. "Agent," for this purpose means any person who is or was a director, officer, employee or other agent of the Association.

ARTICLE XIII - PROPERTY

The title to all property, funds and assets of the Association shall be held by the Association, through its Board of Directors, and it shall have authority to oversee or control the acquisition, administration, and disposition of the property. The Association 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: PARLIAMENTARIAN

The rules contained in Robert's Rules of Order, Newly Revised, shall govern all meetings of the Association in all cases in which they are applicable and in which they are not inconsistent with these Bylaws. A parliamentarian shall be appointed by the president from among the members of the Board of Directors. The parliamentarian shall have the responsibility to insure compliance with the Bylaws and Robert's Rules of Order, Newly Revised, where applicable and not inconsistent with the Bylaws, at all meetings of the Board of Directors and all official meetings of the Association.

ARTICLE XV - EXECUTIVE AND STAFF

The Board shall employ a Chief Staff Executive, who shall have the title of Executive Director, and whose terms and conditions of employment shall be specified by the Board.

The Chief Staff Executive shall speak for the Association and be the person in the Association responsible for day-to-day management functions. He/she shall manage and direct all activities of the Association as prescribed by the Board of Directors and shall be responsible to the Board. He/she shall employ and terminate the employment of members of the staff necessary to carry on the work of the Association and fix their compensation within approved budget. As Chief Staff Executive, he/she shall define the duties of the staff, supervise its performance, and delegate those responsibilities of management as shall, in his/her judgment, be in the best interests of the Association.

ARTICLE XVI - OUTSIDE LEGAL COUNSEL

Outside Legal Counsel may be sought and obtained for the Association by the President with the approval of the Board of Directors, by the Board of Directors, or by the Chief Staff Executive.

ARTICLE XVII - INTERPRETATION

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

ARTICLE XVIII - RESTRICTIONS

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

ARTICLE XIX - 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 Association may, by a written petition addressed to the Secretary of the Association, 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) ballot. A copy of the proposed amendment or amendments shall be sent by mail or by electronic mail (e-mail) to all voting members of the Association at least three (3) weeks prior to the time of voting. In the case of mail balloting or electronic mail (e-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 XX - MERGER OF THE ASSOCIATION

Merger of the Association may be initiated by a recommendation passed by a two-thirds (2/3) majority of the Board of Directors and upon passage by the Board, the recommendation for merger shall be recommended to the membership for ratification by mail ballot. A copy of the proposal for merger shall be sent to all voting members of the Association at least three (3) weeks prior to the deadline for voting. 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 merger.

ARTICLE XXI - DISSOLUTION

Dissolution of the Association, whether voluntary or involuntary, shall be conducted in accordance with the applicable provision of California's Nonprofit Mutual Benefit Corporation Law.

In the event of the dissolution of the California Association of Marriage and Family Therapists, all assets and funds of the Association shall, after debts and/or obligations are paid, be distributed to one or more charitable organization(s) or foundation(s) as determined by the Board of Directors in accordance with the Articles of Incorporation of the Association.

ARTICLE XXII - CHAPTERS

For the mutual benefit of all, for the advancement of marriage and family therapists, and in order to further the objectives of CAMFT, the Board of Directors may charter groups of marriage and family therapists on a geographical basis as chapters of this Association.

The Board of Directors shall have the power to establish such terms and conditions regarding the formation of chapters as it considers desirable. The Board of Directors shall have the power to revoke the charter of a chapter when the Board of Directors determines that the chapter is not operating in the best interest of CAMFT.

Each individual chapter shall limit its Board of Directors in the following manner:

A chapter's Board of Directors shall be comprised of no more than thirty-five (35) percent of associate members or prelicensed members of the Association 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.

Any chapter established pursuant to this article shall be a separate and distinct legal entity from CAMFT and from other chapters, and shall be solely responsible for the conduct of its own activities and affairs. CAMFT shall not be responsible for any debts, liabilities or other obligations of any chartered chapter.

ARTICLE XXIII - CERTIFICATION OF SECRETARY

I, the undersigned, certify that I am presently elected and acting Secretary of the California Association of Marriage and Family Therapists, a California nonprofit corporation, and the above Bylaws, consisting of 20 pages, are the Bylaws of this Association as approved at a meeting of the Board of Directors held on September 21-22, 2013 and by mail vote of the membership tallied on December 5-6, 2013.



Leah Flagg-Wilson, Secretary