

DRAFT of revised Chapter Bylaws, to be sent to membership for approval

CHAPTER BYLAWS

CV CAMFT
CENTRAL VALLEY
CALIFORNIA ASSOCIATION OF MARRIAGE AND FAMILY
THERAPISTS

Standing Bylaws Passed and Approved: April 12, 2007

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CERTIFICATE OF THESE BYLAWS

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ARTICLE I NAME

1. The name of this chapter of the California Association of Marriage and Family Therapists (hereinafter referred to as CAMFT) shall be CV CAMFT (also known as Central Valley CAMFT) shall be referred to throughout these bylaws as CV CAMFT or the Chapter.
2. Any change of the Chapter's name shall be accomplished in accordance with the law pertaining to amendment of Articles of Incorporation and authorization from CAMFT rather than through an amendment of these Bylaws.
3. The distinction between the Chapter name and logo and those of CAMFT must be maintained.
4. Communication by the Chapter and its officers or members, in correspondence, reports, or other materials, must always identify the Chapter by name.

ARTICLE II AUTHORIZATIONS, OBJECTIVES, AND PURPOSES

Section A AUTHORIZATIONS

1. The Chapter is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law pursuant to IRC Section 501(c)(6).
2. The purpose of the 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.
3. This Chapter is established by and must operate in compliance with the Articles of Incorporation filed with the California Secretary of State on April 14, 2010 (California Corporate Code Number C3290832), and the provisions of the Charter issued by CAMFT in 2004 and reaffirmed in the updated Chapter Agreement approved by the CAMFT Board of Directors during their March 2021 meeting.
4. This Chapter and CAMFT are separate legal entities, and this Chapter shall not be considered a partner, joint venturer, subsidiary, legal representative, or agent of CAMFT.

Section B OBJECTIVES AND PURPOSES

The objectives and purposes of CV CAMFT shall be to advance Marriage and Family Therapy as an art, a science, and a mental health profession, and to assist CAMFT in furthering its objectives on a local level. In order to do so the Chapter shall:

1. Create an environment in which Chapter members can grow both professionally and personally.
2. Focus on relationship building with members, clients, and the community.

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3. Abide by and promote the purposes and objectives of CAMFT as set forth in the most current version of CAMFT's Bylaws.
4. Adopt and abide by its own bylaws which shall not conflict with CAMFT's Bylaws.
5. Submit all proposed bylaw amendments to CAMFT to ensure compliance with this paragraph.

ARTICLE III AREA SERVED

The geographic area served by this Chapter is Fresno, Kings, Madera, Mariposa, Merced, and Tulare Counties, along with portions of Calaveras, Kern, Stanislaus, and Tuolumne counties, or as approved by CAMFT.

ARTICLE IV OFFICE LOCATION

This Chapter's Board of Directors (Board) may select a principal office for the transaction of Chapter business within the geographic area served by the Chapter or may from time-to-time designate various places within the geographic area served by the Chapter where Chapter business may be conducted.

ARTICLE V MEMBERSHIP

Section A QUALIFICATIONS FOR MEMBERSHIP

1. Clinical, Pre-licensed, or Affiliate CAMFT members in good standing with the Board of Behavioral Sciences and CAMFT as defined by the CAMFT Bylaws, shall be eligible for membership in this Chapter.
2. This Chapter may establish other non-voting categories of membership as the Chapter deems appropriate and these individuals do not need to be members of CAMFT, so long as individuals or entities accepted for such memberships do not otherwise qualify as Clinical, Pre-licensed, or Affiliate members of CAMFT.
3. Loss of membership in State CAMFT as a Clinical, Pre-licensed, or Affiliate member shall result in loss of membership in this Chapter.
4. Additional qualifications are listed in Section B of this Article.

Section B CATEGORIES OF MEMBERSHIP

There shall be four (4) categories of membership in this Chapter: Clinical, Pre-licensed, Affiliate, and Retired.

1. Clinical – A Clinical member shall hold a license as a Marriage and Family Therapist issued by the Board of Behavioral Sciences for the State of California. A Clinical member is entitled to vote, hold office, and all other

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- rights and privileges of membership in accordance with these Bylaws.
2. Affiliate – An Affiliate member shall be in a profession related to marriage and family therapy, whose practitioners are Licensed, Certified or Registered pursuant to California law, and who shall not hold a marriage and family therapist license such as attorneys, professors, nurses, doctors, Psychiatrists, Psychologists, LCSWs/MSWs, LPCCs, LEPs, etc. An affiliate member shall be eligible to vote and to hold office in accordance with these Bylaws and shall be entitled to all other rights and privileges of Association membership.
 3. Pre-licensed – a pre-licensed member shall have either 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 associate, applicant, or in some other lawful capacity, or shall be a mental health graduate student or intern, enrolled in a Master’s or Doctoral degree program, satisfying the educational requirements for eligibility to apply for associateship as a Marriage & Family Therapist. A Pre-licensed member shall be eligible for advancement to clinical member status upon becoming licensed and shall no longer be eligible for pre-licensed member status upon the expiration of ninety (90) days from the date of licensure. The Pre-licensed membership representation is limited to one Director at large who is elected from the entire membership. A Pre-licensed member is entitled to the other rights and privileges of Chapter membership, excluding candidacy for the President position on the Board. Must be a member of CAMFT in good standing.
 4. Retired Members –Retired members are clinicians seeing less than 5 clients per week.

Section C CERTIFICATES OF MEMBERSHIP

The Chapter may provide certificates of membership, signed by the President and Secretary, to each applicant accepted into membership of the Chapter upon receipt of the required dues or assessments to become a Chapter member.

Section D MEMBERSHIP PROCEDURES

1. Admission to Membership: Membership shall be granted upon meeting the qualifications as set forth in Article V, Sections A and B, completion of an application, and payment of dues. All Chapter members shall abide by the Bylaws of the Chapter and the CAMFT Bylaws and Code of Ethics.
2. Membership 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 and/or the membership, such fees, dues and assessments as are fixed from time to time by the Board and/or the membership. Due payments are billed annually

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based on when the member first joined, so the due date is different for every member. Dues that are not paid shall be considered in default and result in loss of membership status.

3. Termination of Membership: Membership in the Chapter shall terminate upon the occurrence of any of the following:
 - a. Resignation: A member may resign from membership at any time by submitting in writing or by electronic mail (e-mail) to the Chapter President notice of his/her resignation. The effective date of the resignation shall be when the Chapter receives the notice of resignation or at such later time as indicated in the notice. There are no refunds for dues paid.
 - b. Non-payment of Dues: Members whose Chapter dues are in default for a period of 30 days shall be dropped from membership and placed on inactive status, thereby losing benefits of active membership status. Any membership that has been terminated shall be reviewed prior to being dropped from membership and placed on active status.
 - c. Suspension or Expulsion: A member may be suspended or expelled from the Chapter based on the good faith determination by the Board that the member has engaged in conduct materially and seriously prejudicial to the Chapter's purposes and interests. Any member who has been determined to violate the CAMFT Code of Ethics, and who has been expelled or suspended from membership in CAMFT, shall also be expelled or suspended from membership in this Chapter.
 - i. 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 for the action being taken.
 - ii. Notice may be given by any method reasonably calculated to provide actual notice.
 - iii. Any notice provided by mail shall be given by first-class or registered mail sent to the last address of the member, or e-mail address as shown on the Chapter's records.
 - d. 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, may be dropped from membership, provided a notice is mailed or e-mailed to such member at his/her street or e-mail address of record with the Chapter at least thirty (30) days prior to termination of membership.
4. Reinstatement of Membership:
 - a. After resignation or termination for non-payment of dues: Any member who has resigned his/her membership from the Chapter or has been terminated because of non-payment of dues, may be reinstated to that

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member's former category of membership provided that such person meets the criteria for that category of membership, is currently a member of CAMFT, and has submitted a new application for membership to the Chapter accompanied by payment of appropriate dues, and/or other fees.

- b. After expulsion or suspension: Any member who has been expelled or suspended from membership in the CAMFT or the Chapter for violation of the CAMFT Code of Ethics may be reinstated when membership within CAMFT is reinstated.

Section E **NON-TRANSFERABILITY OF MEMBERSHIP**

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

ARTICLE VI MEETINGS OF MEMBERS

Section A **ANNUAL MEMBERSHIP MEETING**

An annual meeting of members shall be held in January of each year unless the Board fixes another date and notifies members as provided in Section F of this Article.

Section B **FREQUENCY OF GENERAL MEETINGS**

The President in consultation with the Board shall regularly schedule general membership meetings.

Section C **SPECIAL MEETINGS**

Special meetings may be called by the President in consultation with the Board or shall be called upon the request of five percent (5%) or more of the voting members (e.g., if there are 100 voting chapter members, then 5 people would constitute the 5 percent).

Section D **PLACE OF MEETINGS**

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

Section E **MEETINGS HELD BY ELECTRONIC MEANS**

1. A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the Chapter 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

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action at the meeting by means of electronic transmission to the Chapter, a record of that vote or action is maintained by the Chapter.

2. Electronic means may include electronic mail (e-mail) or online by a method determined by the Board.

Section F NOTICE OF MEETINGS

1. Written or e-mail 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 voting member not less than ten (10) days or not more than ninety (90) days before the date of the meeting.
2. The notice shall specify the place, date, and hour of the meeting.
3. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted, and the fact that no other business may be transacted.
4. In the case of a regular meeting (also known as the annual membership meeting), it will specify those matters, which the Board, at the time the notice is given, intends to present for action by the members.
5. Any other proper matters 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.
6. Notice of any meeting of members shall be given via post on the CV CAMFT events website, by telephone, mail, or e-mail no less than ten (10) days prior to the meeting and addressed to a member at the telephone number, mail, or e-mail address of such member appearing on the books of the Chapter or given by the member to the Chapter for purpose of notice.
7. An affidavit or giving of any notice in accordance with the provisions stated in this article executed by the Secretary, or any other party of the Chapter giving the notice, shall be filed and maintained in the minutes of the Chapter.
8. If any notice or report delivered to the member to the telephone, e-mail, or mailing address of such member appearing in the records of the Chapter is determined to be no longer in service or is otherwise undeliverable as provided by law, 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 Chapter for a period of one year from the date of the giving of the notice or report to all other members.

Section G QUORUM

1. A quorum for a meeting of the membership whether general or special, shall be ten (10%) percent of the Chapter's voting members (e.g., 100 voting members then 10 voting members would constitute a quorum).

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2. 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 membership unless a greater number or voting by classes is required by the articles, Bylaws, or by applicable law.
3. 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 the number of members required to constitute a quorum.
4. 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 provided in the paragraph immediately above.

Section H RECESSED MEETING

1. When a meeting of members is recessed to another time or place, the Chapter may transact any business, which might have been transacted at the original meeting.
2. 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.
3. No meeting may be recessed for more than forty-five (45) days.

Section I ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT A MEETING

1. 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, e-mail, or online voting to the action in any manner specified in the California Nonprofit Corporation Law.
2. The written, e-mail, or online voting consent or consents shall be filed with the minutes of the proceedings of the members.
3. The action by written, e-mail, or online voting consent shall have the same force and effect as the unanimous vote of the members.

Section J MAIL BALLOT, E-MAIL BALLOT, ONLINE BALLOT, AND PROXY VOTING

1. At the discretion and upon approval of the Board of Directors, any action, which may be taken at any general or special meeting of members, may be taken without a meeting when the Chapter distributes a ballot and any related material sent by mail or by e-mail, or notice of a ballot for online voting, to every member entitled to vote.
2. That ballot shall set forth the proposed action (motion); provide an

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opportunity to specify approval or disapproval of any proposal; provide a reasonable and specific time within which to return the ballot, identify the person who is to receive the ballot, and list the specific address where the ballot is to be sent.

3. Only those members of the Chapter who have given unrevoked consent to receive a ballot by e-mail and have an e-mail address in the records of the Chapter shall be sent an e-mail ballot.
4. To be valid, a ballot must be returned in the official ballot envelope or by way of e-mail or online voting as approved by the Board of Directors.
5. The Board Secretary and another Board member designated by the President shall count and record the votes received. The results are to then be delivered to the President who shall inform the membership of the results in a timely manner.
6. There shall be no proxy voting under any circumstances.

ARTICLE VII BOARD OF DIRECTORS AND OFFICERS

Section A BOARD OF DIRECTORS

1. Number of Directors the Board of Directors and Officers shall consist of no less than 5 positions and no more than 12 positions, the exact number of Directors to be fixed, within the limits specified in this Section, by resolution of the Board.
 - a. The Board members are to have the qualifications and are to be elected and serve pursuant to the provisions stated in this Article and on the Board applications.
 - b. The Directors and Officers are expected to regularly attend all Board meetings and events to the fullest extent possible and willingly accept and fulfill the responsibilities and duties of their position.
2. General Corporate Powers Subject to the limitations of these Bylaws, the Articles of Incorporation, and the laws of the State 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 the Board of Directors.
3. Specific Powers Without prejudice to these general powers, and subject to the same limitation, the Board shall have all specific powers as are authorized by applicable law.
4. Structure
 - a. Consistent with CAMFT Bylaws: The composition of the Chapter Board shall not be inconsistent with CAMFT Bylaws. The Board shall be comprised of no more than thirty-five (35) percent of pre-licensed members of the Chapter who are entitled to vote on matters submitted before the Chapter's Board of Directors. Such members shall not serve

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as President, President Elect, or Past President. In case of necessity, the Chapter may request a variance from the CAMFT Board 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 should the necessity arise for a variance in any subsequent year.

- b. Qualifications: All members of the Board of Directors must meet the qualifications to be a Clinical, pre-licensed, or Affiliate member.
 - c. Composition: The Board of Directors shall consist of at least the following Officers and Directors:
 - i. The elected Officers of President, Secretary, and Chief Financial Officer (CFO).
 - ii. The President Elect.
 - iii. The Past President.
 - iv. One (1) Member-at-Large elected by the Clinical voting members of the Chapter.
 - v. One (1) Member-at-Large elected by the pre-licensed voting members of the Chapter.
5. Meetings
- a. Number of Meetings: The Board shall meet at least four (4) times during each fiscal year. Dates for these regular meetings shall be established by the President. Meetings of the Board shall be held at any location within the area served by the Chapter as designated from time to time by the Board.
 - b. Notice of Meetings: Meetings of the Board shall be held upon not less than ten (10) days' notice in writing, by e-mail, announced in prior meetings, via the CV CAMFT Chapter Events Website, or by phone.
 - c. Special Meetings: Special meetings of the Board shall be called by the President upon the President's receipt of a written, telephone, or e-mail request of any three (3) Board members, which may include the President. Such specially called meetings shall be held within thirty (30) days of the receipt of the request. Special meetings of the Board shall be held upon at least four (4) days' notice by first-class mail or forty-eight (48) hour notice delivered personally, by telephone, or e-mail at the telephone, e-mail, or street address as shown on the records of the Chapter.
 - d. Action by Electronic Mail (E-mail): Any action required or permitted to be taken by the Board may be taken by e-mail providing the e-mail is distributed to all members of the Board and a deadline is set by which a quorum of the Directors must respond.
 - e. Action by Unanimous Written Consent without 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.

- f. **Quorum:** A majority for purposes of this section means (51%). A majority of the number of Directors authorized in these Bylaws shall constitute a quorum of the Board for the transaction of business. Every action 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.
- g. **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 of expenses as may be determined by resolution of the Board to be just and reasonable.

Section B OFFICERS

1. Officers Designated

The officers of the Chapter shall be the President, Secretary, and Chief Financial Officer.

2. Duties of Officers

a. President:

- i. The President shall, subject to the direction of the Board, generally supervise, direct and control the business and the officers of the Chapter.
- ii. Preside at all meetings of the members and at all meetings of the Board of Directors.
- iii. Recommend to the Board for appointment, Standing Committee chairpersons.
- iv. Appoint committee members as provided in these Bylaws.
- v. Serve as a non-voting ex officio member on all committees.
- vi. Have other powers and duties as may be prescribed by the Board, Chapter Board Application or the Bylaws.
- vii. Report the activities of this office to the Board at their meetings, and to the members at membership meetings. Prepare or cause to be prepared and present an annual report at the annual

membership meeting on the state of the Chapter, and submit the annual report to CAMFT that includes a report as to the membership and financial status of the Chapter within sixty (60) days after the new Chapter Board is seated.

b. President-Elect:

- i. The President-Elect shall succeed to the presidency.
- ii. Serve as a non-voting ex officio member of all committees.
- iii. Perform such other duties as are delegated to him/her by the Board.
- iv. Perform the duties of the President in the event of his/her inability to serve.

c. Past-President:

- i. Perform such duties as are delegated by the Board and/or the President.
- ii. Serve as an advisor to the other officers.
- iii. Act as the chair of the Nominating Committee.

d. Secretary:

- i. Secretary shall comply with the provisions of California Corporations Code Section 8320, et seq. and keep or cause to be kept at the principal office of the Chapter or such other place as the Board may direct:
 1. Minutes of the proceedings of its members, Board and Committees of the Board, with the time and place of holding, whether general 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.
 2. A roster of current members, both voting and non-voting as applicable, the Chapter's mailing list including at a minimum the full name, mailing address, and email address for each Chapter member. A license number is also helpful but not required.
- ii. All books and records shall be kept either in written, electronic, or in any other form capable of being converted into clearly legible tangible form or in any combination of the foregoing.
- iii. When minutes and other books and records are kept in a form capable of being converted into clearly legible paper form, the clearly legible paper form into which those minutes and other books and records are converted shall be admissible in evidence, and accepted for all other purposes, to the same extent as an

original paper record of the same information would have been, provided that the paper form accurately portrays the record.

- iv. Give or cause to be given, notice of all meetings of the members and of the Board required by the Bylaws to be given.
- v. Serve as an ex officio member of the Governance Committee.
- vi. Shall have such other powers and perform such other duties as may be prescribed by the Board, Chapter Board Application, or the Bylaws of the Chapter.
- vii. In the event of the Secretary's absence, any member appointed by the President may perform these duties.

e. Chief Financial Officer:

- i. The Chief Financial Officer (CFO) shall keep or cause to be kept adequate and correct records of account of the properties and business transactions of the Chapter, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and any and other matters customarily included in financial statements.
 - 1. Such records shall be open to inspection by any Director at all reasonable times.
 - 2. Additionally, the CFO shall notify each member yearly of the member's right to receive a financial report pursuant to this subdivision.
 - 3. Upon written request of a member, the Board shall promptly cause the most recent fiscal report to be sent to the requesting member.
- ii. Deposit or 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.
- iii. Disburse or cause to be disbursed the funds of the Chapter as may be ordered or approved by the Board.
- iv. Manage tax issues consistent with the Chapter's tax-exempt status or pay the Chapter's taxes as appropriate for the organization's legal structure. This shall include preparing or causing to be prepared and submitting to the proper agency any and all tax related forms or statements as required by law, such as, but not limited to, IRS Form 990-N.
- v. Render at such general meetings of the board, or at such other times as directed by the Board, an account of all of his/her transactions as CFO and of the financial condition of the Chapter.
- vi. Prepare or cause to be prepared a proposed annual budget to be presented to the Board prior to the annual membership meeting.

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- vii. Keep the Officers and Board regularly informed concerning adherence to the annual budget and present options for maintaining adherence to the annual budget.
- viii. Make each single expenditure that is in an amount not to exceed the limit established by the Board annually. All expenditures by the CFO may be signed by the CFO, President or Secretary. Expenditures in excess of the amount set by the Board shall be approved by the Board.
- ix. Prepare and present an annual financial report in the manner and to the parties as required pursuant to all related laws, these Bylaws, and CAMFT.
- x. Serve as an ex officio member of the Finance Committee.
- xi. Have such other powers and shall perform such other duties as may be prescribed by the Board, Chapter Board Application or by the Bylaws of the Chapter.

Section C EXECUTIVE COMMITTEE

1. The Executive Committee shall be composed of three (3) members who shall be the elected officers of the Chapter: 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. To constitute a quorum of any duly called meeting of the Committee, the President and at least one other member of the Executive Committee shall be required to be in attendance.
4. The President shall call such meetings of the Executive Committee as the business of the Chapter may require, or a meeting shall be called by the President on request of any member of the Executive Committee.

Section D ABSENCES

1. In the event that a member of the Board is absent from his/her third meeting during his/her year of service without just cause as determined by the Board of Directors, the member may lose his/her position on the Board.
2. The Board shall consider each absence of an elected Officer or Director as separate circumstance and may expressly waive such absence.

Section E RESIGNATION

1. A member of the Board may resign from such office at any time by submitting

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in writing or by e-mail to the President his or her resignation.

2. The effective date of the resignation shall be immediately upon the President's receipt of the letter of resignation or at such later time as is indicated in the letter of resignation.

Section F REMOVAL OF OFFICERS AND BOARD MEMBERS

The Board, by a vote of not less than five percent (5%) 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 the Board to answer charges.

Section G VACANCIES

1. In the event that a vacancy occurs on the Board, other than the President or President Elect, by resignation, absences, or removal, the President shall appoint a replacement at the next regular Board meeting, subject to approval by a majority of the Directors then in office.
2. Any otherwise eligible member of the Chapter may be appointed to fill the unexpired term.
3. If the position of Secretary or Chief Financial Officer are vacated, the President shall appoint, and the Board shall approve by a 2/3 majority a replacement as soon as possible.

Section H ORDER OF SUCCESSION

1. 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 and then Past President.
2. If the position of President or President-elect is vacated, a special election of the general membership may be held.

ARTICLE VIII COMMITTEES

Section A ESTABLISHMENT OF COMMITTEES

1. Committees shall be established as determined necessary by the Board and operate under the direction of the President, subject to the review and approval of the Board.
2. Standing Committees to perform ongoing tasks are herein established as described in Section C of this Article.
3. Additional Standing Committees may be formed by the Board as needed.
4. Ad Hoc Committees may also be established by the Board as needed to accomplish time limited tasks.

Section B SELECTION OF COMMITTEE CHAIRPERSONS
AND MEMBERS

1. All Committee Chairpersons shall be current voting members of CAMFT and CV CAMFT and shall be appointed by the President upon Board approval.
2. In addition to the Committee Chair, a committee shall include at least one voting member of the Chapter.
3. Additional members of a committee may be appointed by the President, subject to prior approval by the Board. The recommendations of the Committee Chair may be considered.

Section C STANDING COMMITTEES

1. **Governance Committee:**

- a. The Governance Committee shall:
 - i. Review the ongoing and overall functioning of the Board and Chapter for effectiveness and efficiency and compliance with all of the laws, rules, agreements, bylaws, procedures, and objectives governing and established by the Chapter.
 - ii. Assist in the development of approaches that promote cooperative problem-solving skills among members of the Board, between the Board and Chapter members, and between the Board and CAMFT.
 - iii. Consider the advisability of Bylaws amendments, hear or review all proposed amendments, and make recommendations to the Board regarding amendments to the Bylaws as needed or when directed to do so by the President at the request of the Board.
 - iv. Monitor the voting and election process and make related recommendations to the Board as needed.
 - v. Review the methods and procedures related to the acquisition, maintenance, dissemination, and disposal of Chapter records to ensure compliance with pertinent laws, sound practices, and security.
 - vi. Based upon such review, make recommendations to the Board regarding the development and any needed modifications of a Chapter Policies and Procedures Manual.
 - vii. Provide Board development training as needed.
 - viii. The Parliamentarian and Secretary shall be ex officio members of this Committee.

2. **Finance Committee:**

- a. The Finance Committee shall evaluate the financial status and financial procedures of the Chapter and recommend to the Board of Directors changes in dues and assessments and make such other recommendations

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to the Board as may be necessary to provide income for the Chapter to carry out its activities and effectively manage the Chapter's finances.

- b. The Committee shall make recommendations to the Board regarding the development and any needed modifications of a Chapter Policies and Procedures Manual.
 - c. The CFO shall be an ex officio member of this Committee.
- 3. Nominating Committee:**
- a. The Past President shall serve as Chair of the Nominating Committee. In the event the Past President is unable to perform such duties, the Board shall appoint, upon recommendation of the President, another Board member or Chapter Clinical member as Chair. In addition to the Chair, the Committee shall include at least one (1) other Clinical member and one (1) pre-licensed member, none of whom shall be eligible for nomination by the nominating committee. The Committee shall:
 - i. Nominate qualified members and certify the eligibility of the candidates for election to the Board.
 - ii. Seek diversity of representation in selecting its nominees and shall consider the geographical, ethnic and gender composition of the membership.
 - iii. Call for nominations and recommendations from all members of the Chapter by sending out an email or placing notice in the newsletter issued on the date specified in the elections calendar.
 - iv. Conduct interviews with prospective nominees and prepare a slate of nominees which may, but need not include, more candidates than vacancies.
 - v. Collect and edit from each candidate material to be published in Chapter publications or sent out by e-mail to be utilized by the membership to make a decision about voting.
 - vi. Make recommendations to the Board regarding the development and any needed modifications of a Chapter Policies and Procedures Manual.

4. Membership Committee:

- a. The Membership Committee shall:
 - i. Promote membership in the Chapter and CAMFT by identifying and reaching out to eligible prospective members and welcoming participants who attend trainings, workshops, or other Chapter functions.
 - ii. Review the interests of prospective Chapter members and submit findings and make recommendations to the Board as to how the Chapter might meet such interests.
 - iii. Assist the Chapter Secretary in verifying eligibility of prospective

members for membership.

5. Continuing Education Committee:

- a. The Committee shall:
 - i. Identify potential presenters for the membership continuing education and other training sessions.
 - ii. Ensure that the presenters and the content of the coursework meet the requirements of the Board of Behavioral Science (BBS) by way of the Continuing Education Approval Programs and CEPA for certification.
 - iii. Establish and operate a sign-in process to confirm attendance of participants during each training session to comply with BBS requirements for qualification to receive course completion certificates.
 - iv. Ensure proper preparation and issuance to participants of course completion certificates that are signed by the designated Board or Chapter member as authorized by the Board.
 - v. Deliver all records of course attendance to the Secretary who shall retain and manage such records consistent with the provisions set forth in a Chapter Policies and Procedures Manual and by BBS.
 - vi. Make recommendations to the Board regarding the development and any needed modifications of a Chapter Policies and Procedures Manual.

6. Hospitality Committee:

- a. The Hospitality Committee is to arrange for food, beverages and paper supplies at workshops and special events as may be requested by the Board on event-by-event basis.

7. Ethics Committee:

- a. The Chapter may, but is not required to, create an “ethics committee” to advise the Chapter’s Board and membership regarding CAMFT’s Code of Ethics and procedures.
- b. The Chapter may not establish its own code of ethics or make determinations regarding ethics related cases. All such cases are subject to CAMFT’s Code of Ethics and procedures for handling such matters.
- c. Any ethics committee created by the Board of this Chapter shall be advisory only and serve in an educational capacity for the members and the public regarding ethical standards and practice to promote compliance with such standards.

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Section D AD HOC COMMITTEES, COMMISSIONS,
AND TASK FORCES

1. 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.
2. The duties and terms of any such special committee shall be prescribed by the Board upon formation.
3. Proposals for new committees may be submitted to the chapter Board in writing.

Section E MEETINGS AND ACTIONS OF COMMITTEES

- a. **Meetings:** Committees shall meet at such times as determined either by resolution of the Board, by resolution of the committee, or by a committee chairperson with the prior approval of the President.
- b. **Meeting Rules:** The Board may adopt rules governing committees that are not inconsistent with these Bylaws.
- c. **Notice of Meetings:** Notices for all committee meetings shall be sent in a timely manner by mail, phone or electronic mail.
- d. **Quorum:** A majority of the committee members of each committee shall constitute a quorum of the committee for the transaction of business.
- e. **Minutes:** Minutes shall be kept of each meeting of any committee and delivered to the Chapter Secretary no later than ten (10) business days.
- f. **Board Attendance:** Committee chairpersons are encouraged to attend all meetings of the Board in ex officio capacity, with no right to vote.

ARTICLE IX ELECTIONS

Section A NOMINATIONS

1. The Nominating and Membership Committee shall meet no later than the third calendar quarter of the year to propose a slate of candidates for the upcoming year.
2. The Committee shall present the slate of candidates to the Board for approval.
3. Names of nominees shall be announced in writing to voting members at least forty-five (45) days prior to the Annual Meeting of the membership and at least fourteen (14) days before voting commences.

Section B ELIGIBILITY

1. No person shall be eligible for election until he or she has been a voting member of CAMFT for at least six (6) months upon taking office, unless a majority of the Board approves of the appointment or nomination.

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2. No person shall be placed on the ballot or appointed to the Board, if such person, in serving out his or her present elected or appointed term, will have served on the Board for four (4) consecutive years or more, whether by appointment or election.
 - a. This provision may be extended if eligible candidates for a given position cannot be found.
 - b. This provision shall be inapplicable to a person who is placed on the ballot for the office of President Elect or President or Past President.

Section C ELECTION PROCEDURES

1. The election of Officers and Directors shall follow the voting procedures as set forth in the above stated Article VI, Section J of these Bylaws.
2. Voting shall commence at least thirty (30) days before the Annual Meeting.
3. The candidate receiving the largest number of votes in each position shall be elected.
4. The results shall be announced to the membership at the Annual Meeting.
5. In the event of a tie, a run-off election shall be conducted by the President at the Annual Meeting.
6. Newly elected or appointed members shall assume office on January 1 of each year.
7. Officers leaving their positions shall turn over all records with respect to their position to the incoming Officers no later than January 31.
8. All ballots shall be maintained for six (6) months after the election. During the six (6) months following the election, the ballots shall be open to inspection by any voting member of the Chapter under the supervision of the Governance Committee.

Section D ROTATION AND TERM OF OFFICE

1. A President-Elect shall be elected each year and 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.
2. 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.
3. A Secretary and Chief Financial Officer shall be elected on alternating years, each to serve two (2) years.
4. Clinical Members-at-Large shall be elected to serve two (2) years.
5. Each year a Member-at-Large shall be elected by the Pre-licensed membership to serve one (1) year.
6. Successive terms are allowed in the above positions if new candidates are not forthcoming.

ARTICLE X FINANCES

Section A FISCAL YEAR

The fiscal year of the Chapter shall begin January 1 of each year and end December 31 of each year.

Section B SETTING OF DUES

1. The annual dues of the Chapter shall be determined by the Board at any regularly scheduled and noticed meeting of the Board of Directors.
2. 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 at least thirty (30) days prior to the effective date of any such increase.

Section C BUDGET

1. A proposed budget for each year shall be prepared and presented by the CFO to, and at the time established by, the Board prior to the annual membership meeting.
2. The proposed budget shall be approved by a majority vote of the Board.
3. The Board is empowered to make any changes in the budget necessitated by circumstances and consistent with the priorities of the Chapter.

Section D DEPOSITORY

The Board shall select and designate such bank or trust company as they deem advisable as the official depository of the funds of the Chapter and prescribe the manner in which such funds shall be withdrawn.

Section E TAXES

1. Pursuant to the acknowledgement letter from the California State Franchise Tax Board dated March 2, 2013, California law, Revenue and Taxation Code (R&TC) Section 23701d(c)(1) provides that this Chapter is exempt from state taxes imposed under Part 11 based upon the Chapter having submitted the organization's federal tax exempt status to the state, with the California tax exempt status effective date being the same as the federal tax exempt status under IRC Section 501(c)(6) which was April 14, 2010.
2. The Chapter's Federal Tax Exemption status and effective date was confirmed by way of a letter from the federal Internal Revenue Service dated July 20, 2010.
3. The Board shall ensure that tax issues are professionally managed consistent with the Chapter's tax-exempt status or that the Chapter's taxes are paid as appropriate for the organization's legal structure. This shall include ensuring that the CFO prepares and submits to the proper agency any and all tax related

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forms or statements as required by law, such as, but not limited to, IRS Form 990-N.

ARTICLE XI RECORDS AND REPORTS, INSPECTION

The Board shall develop and ensure the implementation of policies and procedures regarding the acquisition, maintenance, retention, security, and destruction of all Chapter records. Such policies and procedures are to be included in a Chapter Policies and Procedures Manual.

Section A MAINTENANCE AND INSPECTION OF BYLAWS

1. The Chapter shall keep at its selected office in California the Bylaws of the Chapter as amended to date, which shall be open to inspection by membership at all reasonable times.
2. The Chapter shall provide CAMFT with any proposed amendments to the Bylaws for review, and then a copy of the Chapter Bylaws and any amendments thereafter made and approved by membership.

Section B MAINTENANCE AND INSPECTION OF OTHER RECORDS

1. The financial records and minutes of proceedings of the members of the Board and any committees of the Board shall be maintained by the selected Director or the Chief Financial Officer and/or Secretary of the Chapter for seven (7) years or longer if legally required.
2. Minutes of proceedings and the accounting books shall be written or typed and retained in either printed or electronic form.
3. The minutes and financial records shall be open to inspection on the written demand of any member, at any reasonable time for the 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.
4. Pursuant to Section 8325 of the California Corporations Code, for a period of 60 days following the conclusion of an annual, regular, or special meeting of members, the Secretary shall, upon written request from a member, forthwith inform the member of the result of any particular vote of members taken at the meeting, including the number of memberships voting for, the number of memberships voting against, and the number of memberships abstaining or withheld from voting.
5. If the matter voted on was the election of Officers and/or Directors, the Chapter shall report the number of memberships, or votes if voted cumulatively, cast for each nominee for director. If more than one class or

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series of memberships voted, the report shall state the appropriate numbers by class and series of memberships.

6. The CFO on behalf of the Chapter shall maintain the Chapter's own federal employer identification number for use in opening Chapter's accounts.

Section C INSPECTION BY DIRECTORS

1. Every Director shall have the right at any reasonable time to inspect all books, records and documents of every kind, and the physical property of the Chapter.
2. 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

1. The Board shall provide an annual report and shall notify each member yearly of the member's right to receive an annual report.
2. An annual report shall be prepared not later than one hundred and twenty (120) days after the close of the Chapter's fiscal year pursuant to the California Corporations Code Section 8321. 3. Such report, in appropriate detail, shall contain but not be limited to the following:
 - a. An updated listing of outgoing and newly elected Chapter officers and committee chairs;
 - b. A roster of current members as of January 31, both voting and non-voting as applicable, the Chapter's mailing list including at a minimum the full name, mailing address, and email address for each Chapter member. A license number is also helpful but not required.
 - c. A balance sheet showing the current assets and liabilities of the Chapter, or a copy of the annual financial reports prepared in accordance with the Chapter's Bylaws.
 - d. Any additional information as may be required.
 - e. A balance sheet as of the end of the fiscal year, an income and expense statement and statement of change in financial position for such fiscal year.
 - f. A statement of the place where the names and addresses of the current members are located.
 - g. Any information required by Section 8322 or its successor section(s) of the California Non-Profit Corporation Law, dealing with insider transactions.
3. 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.

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

ARTICLE XII INDEMNIFICATION

1. To the fullest extent permitted by law, the Chapter shall defend, indemnify, and hold harmless any agent against any alleged or actual action or inaction in the performance of duties performed in good faith on the Chapter's behalf.
2. "Agent" for this purpose means any person who is or was a director, officer, employee, or other agent of the Chapter.
3. The Chapter and CAMFT additionally agree to mutually indemnify, defend, and hold each other harmless from any and all claims, loss, liabilities, damages, costs (including attorneys' fees and costs) that CAMFT, the Chapter, or any of CAMFT's or the Chapter's past, present, or future officers, Directors or employees incurs as a result of the acts or omissions of the other or the breach of the CAMFT/Chapter Agreement by either.

ARTICLE XIII INSURANCE

1. The Chapter 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 Chapter.
2. "Agent" for this purpose means any person who is or was a director, officer, employee or other agent of the Chapter.
3. The Chapter shall therefore obtain and maintain at its own expense a broad form Commercial General Liability (CGL) insurance policy providing coverage of at least One Million Dollars (\$1,000,000.00) per occurrence and a Two Million Dollar (\$2,000,000.00) aggregate.
4. The Chapter shall obtain a Directors & Officers Liability policy of at least One Hundred Thousand Dollars (\$100,000) per occurrence for any act or omission committed by the Chapter or its officers, Directors, employees, or volunteers during the term of this Agreement which causes harm, liability, or damages to CAMFT or CAMFT's officers, Directors, employees, volunteers, or invitees.
5. The Chapter shall name CAMFT as an additional insured on the CGL and D&O policies.
6. The Chapter shall provide CAMFT with written proof of insurance at any time requested by CAMFT, but no less than once per year.

ARTICLE XIV LIABILITY OF MEMBERS

1. No members, regardless of the class or category of membership held, and whether or not a voting member, shall be personally or otherwise liable for any of the debts, liabilities and/or obligations of the Chapter.
2. Nothing in this article shall be construed to relieve any person of any liability imposed by the California Non-Profit Corporation Laws regarding unauthorized distributions.

ARTICLE XV PROPERTY

1. The title to all property, funds and assets of the Chapter shall be held by the Chapter, through its Board, and they shall have complete control over the acquisition, administration, and disposition of any property, funds, or assets.
2. The Chapter may accept gifts, legacies, devisees, donations, and/or contribution in any amount and in any form upon such terms as may be decided by the Board.

ARTICLE XVI USE OF NAME

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

ARTICLE XVII STAFF

The Chapter Board 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 and shall be responsible to the Board.

ARTICLE XVIII AMENDMENTS TO BYLAWS

Section A **INITIATION OF AMENDMENTS**

Amendments to the Bylaws may be initiated in either of two ways:

By the Board, either alone or upon recommendation of the Governance Committee.

By ten (10) members of the Chapter upon written request addressed to the Chapter Secretary.

All such proposed amendments to the Bylaws shall be transmitted to CAMFT following vote taken to approve by the Board and the membership.

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Section B **ADOPTION OF AMENDMENTS**

1. Proposed amendments which have received a two-thirds (2/3) vote of the Board present shall be recommended to the membership for ratification by mail, e-mail, or online ballot.
2. A written, e-mail, or notice of an online ballot for the proposed amendment or amendments shall be sent to all voting members of the Chapter at least three (3) weeks prior to the time of voting referring the voters to the Chapter website for review of current Bylaws and proposed amendments.
3. If a member requires a hard copy of the amendment(s), the member shall contact the Board for said copy.
4. There shall be specified on the ballot or notice a deadline for the return of the mailed or e-mailed ballot or completion of online voting.
5. A two-thirds (2/3) majority of ballots returned shall be required for ratification of the proposed amendment or amendments.

ARTICLE XIX DISSOLUTION

1. Dissolution of the Chapter, whether voluntary or involuntary, shall be conducted in accordance with the applicable provision of California Nonprofit Mutual Benefit Corporation Law.
2. 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 either placed in an appropriate account for future use should the Chapter resolve, distributed to one or more charitable organization or foundation as determined by the Board in accordance with the Articles of Incorporation of the Chapter.

ARTICLE XX INTERPRETATION

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

ARTICLE XXI 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.

ARTICLE XXII RULES OF ORDER AND BOARD PARLIAMENTARIAN

1. Robert's Rules of Order, Revised, shall govern all meetings of the Chapter in which they are applicable and in which they are consistent with these Bylaws

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unless modified by the majority of the voting members present.

2. A Parliamentarian for the Chapter shall be appointed by the President, subject to Board approval, from among the members of the Chapter.
3. The Parliamentarian shall have the responsibility to advise the Board regarding compliance with the Bylaws and Robert's Rules of Order, Revised, unless modified, at all meetings of the Board and all official meetings of the Chapter.
4. The Parliamentarian shall serve as an ex officio member of the Governance Committee.

ARTICLE XXIII MERGER OF THE CHAPTER

1. Merger of the Chapter may be initiated by a recommendation passed by 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, e-mail, or notice of an online ballot.
2. A copy of the proposal for merger shall be sent to all voting members of the Chapter at least three (3) weeks prior to the deadline for voting.
3. There shall be specified on the ballot a deadline for its return.
4. A two-thirds (2/3) majority of ballots returned shall be required for ratification of the proposed merger.

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Valley California Association of Marriage and Family Therapists) were voted to be approved by online ballot from the general membership in the month of December, 2021, and adopted by the Board of Directors in official meeting on the 19th day of March, 2022.

These facts are certified as true and correct by the Board of Directors and the records of the Chapter.

VACANT

President

Maira Flores

Secretary


Judith Young, LMFT
Chief Financial Officer 

Signed and returned via text message March 20, 2022.

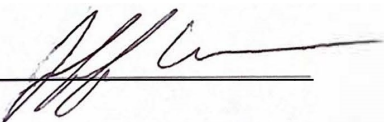
VACANT

President Elect

Michael Crile, LMFT

Past President 

Jeff Crane, Ph.D., LMFT

Clinical Member at-Large 

Signed and returned via email message April 20, 2022.

VACANT

Pre-licensed Member at-Large