

BYLAWS OF COUNTY PERSONNEL ADMINISTRATORS'
ASSOCIATION OF CALIFORNIA

A California Non-Profit Mutual Benefit Corporation

ARTICLE I

The name of this corporation is: County Personnel Administrators' Association of California.

ARTICLE II

- A. Principal Office: The principal office for the transaction of the activities and for the officers of the corporation (principal office) is located at: The California State Association of Counties (CSAC) Building, 1100 K Street, #101, Sacramento, CA 95814, in Sacramento County, California. The board of directors (Board) may change the principal office from one location to another. Any change in location of the principal office shall be noted by the secretary on these bylaws opposite this section, or this section may be amended to state the new location.
- B. Other Offices: The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE III: Purposes and Limitations

- A. General Purposes: This corporation is a non-profit mutual benefit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Mutual Benefit Corporation Law for public purposes.
- B. Specific Purposes: Such public purposes for which this corporation is formed are to raise the level of service rendered by county government in California by the following within the meaning of Section 501 (c) (6) of the Internal Revenue Code of 1986, as amended from time to time, and Section 23701(e) of the California Revenue and Taxation Code, as amended:
1. Promoting the use of techniques and procedures designed to secure, train, supervise and retain high caliber public employees;
 2. Providing a forum where personnel administrators in various counties can come together to discuss various problems, experiences and formulate program improvements;
 3. Developing and applying expertise in employer-employee relations;

4. Serving as an educational resource to the California State Association of Counties on legislation, employee relations and other matters relating to county personnel administration;
5. Furnishing educational services regarding legislative bills pertaining to county personnel practices;
6. Gathering and disseminating information relating to county personnel administration;
7. Stimulating greater public interest in and civic consciousness of the importance and significance of good public personnel practice;
8. Coordinating presentations to elected officials regarding legislative or administrative actions affecting the practice of public human resources administration in California; except that the corporation shall not engage in lobbying as defined in Government Code Section 82039.

C. Limitations:

1. This corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation. This corporation shall not discriminate against any person on the basis of race, color, religion, national origin, sex, age, or disability.
2. No part of the net earnings of the corporation shall inure to the benefit of any member or private shareholder, as defined for purposes of Section 501 (c) (6) of the Internal Revenue Code of 1986, as amended from time to time, and Section 23701 (e) of the California Revenue and Taxation Code.
3. No member of the corporation shall be financially interested in any contract or other transaction entered into by the corporation. Except that, no contract or other transaction entered into by the corporation shall be void, nor shall any member be disqualified or deemed guilty of misconduct, if both of the following conditions are met:
 - a. The fact of such financial interest is disclosed or known to the membership and noted in the minutes, and the corporation thereafter authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient for the purpose without counting the vote or votes of such financially interested member or members; and

- b. The contract or transaction is just and reasonable as to the corporation at the time it is authorized or approved.

ARTICLE IV: Qualifications and Rights of Membership

A. Classes and Qualifications: This corporation shall have five classes of members, designated as follows: active, alumni, associate, honorary and affiliate. Any person dedicated to the purposes of this corporation and who meets the qualifications established below in this subsection shall be eligible for membership applications, and on timely payment of such dues and fees the Board may fix from time to time, shall be a member in good standing.

- 1. Active Members: Each county in California which operates an organized central personnel program for its members is eligible for participation in this Association. Where all central personnel functions are conducted by a single department or agency, the individual in charge, or specific member of that representative, is entitled to active membership representing that county.

In a county where administration of central personnel functions is divided among two or more departments or agencies, there may be an active member from each of said departments or agencies.

- 2. Alumni/Former Active Members: Any former active member with three (3) or more years of service in CPAAC shall be eligible for Associate Membership-Alumni in this Association. (Amended 9/30/93). Alumni Members pay dues as prescribed, may attend all meetings, but are not entitled to vote.
- 3. Associate Members: Associate members include: Ex-Officio Members, including the Executive Director of the State Department of Personnel Administration, the Executive Director of the California State Association of Counties, League of California Cities Legislative Representative or Liaison to CPAAC, or their designees as official representatives, shall be eligible for Associate Membership Ex-Officio in this Association. (Amended 9/30/93).
- 4. Honorary Membership: The Board of Directors may convene a Nominating Committee for the purpose of evaluating and making recommendation of candidate(s) for Honorary Membership designation. The Nominating Committee shall submit such recommendations to the Board of Directors. Upon an affirmative vote of is majority, the Board shall submit candidate(s) name(s) to the Association's general membership for a vote. The Association by a two-thirds affirmative vote

at any meeting may confer honorary membership on any individual in recognition of outstanding service to the Association and contribution to the field. Consideration of Honorary Membership shall be based upon the nominee's contribution to the Association and longstanding distinguished leadership and service in the field of public sector human resource management. Honorary members pay no dues, may attend all meetings, but are not entitled to vote.

5. Affiliate Membership: Upon formal nomination by any active member of this Association, Affiliate Membership shall be open to law firms, consulting firms, or persons retained by Counties to represent or advise management in the area of personnel, labor relations or employee benefits. This type of membership is a firm membership and not an individual membership. Affiliate Members pay dues as prescribed, may attend general meetings, but are not entitled to vote. (Amended 9/30/93)

B. Voting Members: Active members shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the assets of the corporation, and on any merger, and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, those members shall have all rights afforded members under the California Non-Profit Mutual Benefit Corporation Law.

The active member from each county shall be entitled to cast one vote for each question before the membership. In the event that there is more than one active member representing a county, then all of such active members shall be jointly entitled to cast only one vote on behalf of all such county's members. If there is more than one active member from a particular county, the vote shall be cast by the member of longest standing present at the meeting.

C. Dues, Fees and Assessments: Each member must pay, within the time and on the conditions set by the Board, the dues, fees and assessments in amounts to be fixed from time to time by the Board subject to approval by the members. The dues, fees and assessments shall be equal for all members of each class, but the Board may, in its discretion, set different dues, fees and assessments for each class.

D. Good Standing: Subject to compliance with the provisions of Article IV E. of these bylaws, those members who have paid the required dues, fees and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.

E. Termination and Suspension of Membership:

1. Termination: A membership shall terminate upon resignation of the member on reasonable notice to the corporation, upon expiration of the period of membership, or upon a determination by the President of the

Board of Directors that good cause exists for the termination of membership.

2. Procedure for Expulsion or Suspension: A member may be expelled or suspended from membership or the rights of membership by the President of the Board of Directors for good cause, and in accordance with the following procedures:
 - a. The member shall be given 15 days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be by registered or first class mail sent to the member's last address as shown on corporation records.
 - b. The member shall be given an opportunity to respond, either orally or in writing, at least five days before the effective date of the proposed expulsion or suspension. Consideration of the response shall be by the President of the Board of Directors.
3. Transfer of Membership: No membership or right arising from membership shall be transferred. All membership rights cease on the member's death. All membership rights also cease upon the resignation, retirement or separation for other reasons of the member from the position which made him/her eligible for membership.

F. Meetings of Members:

1. Benefit Meetings: Meetings shall be held regularly, each year, as determined by the Board and notified as provided in Article IV G. (Amended 5/18/95)
2. Annual Meeting: An annual meeting of members shall be held at the last scheduled meeting of the calendar year unless the Board fixes another date or time and so notifies members as provided in Article IV G. of these bylaws. At this meeting, directors shall be elected and any other proper business may be transacted subject to these bylaws.
3. Meetings of the corporation involving official business shall be conducted in accordance with accepted parliamentary procedure.
4. Special meetings of all membership may be called by the President or the Board of Directors at any time. Special meetings may also be called by active members from three or more California counties. Notice of any special meeting shall be given in accordance with these bylaws, and shall include the general nature of the business to be conducted.

5. All members' meetings shall be conducted at the corporation's principal offices, unless some other location within or outside California is specified in the notice of the meeting given in accordance with these bylaws.

G. Notice Requirements for Members' Meetings:

All members of the corporation shall be given no less than ten days written notice of any conference or meeting of all members of the corporation. Notice shall include an agenda showing all business proposed to be conducted at the meeting.

H. Quorum

1. Percentage Required: Active members from 15 of the counties shall constitute a quorum for the transaction of business at any meeting of members.
 2. Loss of Quorum: Subject to these bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.
- I. Adjournment and Notice of Adjourned Meetings: Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the majority of members represented at the meeting, either in person or by proxy.

J. Voting and Proxies:

1. Eligibility to Vote: Subject to the provisions of the California Non-Profit Mutual Benefit Corporation Law, members entitled to vote at any meeting of members shall be Active members in good standing as of the record date determined under these bylaws.
2. Manner of Casting Votes: Voting may be by voice or ballot, except that any election of directors must be by ballot if demanded by any member at the meeting before the voting begins.
3. Voting: Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.
4. Approval by Majority Vote: If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of greater number, or voting by classes, is required by the California Non-Profit Mutual Benefit Corporation Law or by the Articles of Incorporation.

5. Proxies:

- a. Right of Members: Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the secretary/chief financial officer of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission or otherwise) by the member or the member's attorney-in-fact.
- b. General Nature of Subject of Proxy: Any proxy covering matters for which a vote of the members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on, or, with respect to the election of directors, the proxy lists those who have been nominated at the time the notice of the vote is given to the members.
- c. Revocability: A validly executed proxy shall continue in full force and effect until (a) revoked by the member executing it, before the vote is cast under that proxy, (k) by a writing delivered to the corporation stating that the proxy is revoked, or (ii) by a subsequent proxy executed by that member and presented to the meeting, or (iii) as to any meeting, by that member's personal attendance and voting at the meeting; or (b) written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote under that proxy is counted, provided, however, that no proxy shall be valid after the expiration of 11 months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of a proxy shall be three years from the date of execution. A proxy may not be irrevocable.

K. Record Date for Notice, Voting, Written Ballots, and Other Actions:

1. Record Date Determined by Board: For purposes of determining the members entitled to notice of any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board may, in advance, fix a record date. The record date so fixed:
 - a. for notice of a meeting shall not be more than 90 days or less than 10 days before the date of the meeting;

- b. for voting at a meeting shall not be more than 60 days before the date of the meeting.
- 2. Record Date Not Determined by Board: If not otherwise fixed by the Board, the record date for determining members entitled to (1) to receive notice of a meeting of members shall be the next business day preceding the day on which the meeting is held, and (2) to vote at the meeting shall be the day on which the meeting is held.
- 3. Members of Record: For purposes of these bylaws, a person holding a membership at the close of business on the record date shall be a member of record.

ARTICLE V: Directors

- A. General Corporate Powers: Subject to the provisions and limitations of the California Non-Profit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or bylaws regarding actions that require approval of the members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised by or under the direction of the Board, including but not limited to the power to borrow money and incur indebtedness on behalf of the corporation, execute contracts, and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, deeds of trust, and other evidence of debt and security, subject to approval by members.
- B. Numbers and Qualifications of Directors:
 - 1. Authorized number: The number of directors shall be equal to the number of officers and Committee Chairs. (Amended 9/26/07)
 - 2. Offices held by directors: Pursuant to Article VI, individual directors shall hold the offices of President, Vice-President, Secretary and Chief Financial Officer. Individual directors shall serve as the following committee chairs: Labor Relations Committee, Salary/Compensation/Benefits Committee (2 co-chairs), Retirement Committee (2 Co-Chairs), and the Membership Committee shall be chaired by the Chief Financial Officer. In addition, the immediate past President shall serve on the Board of Directors. No director shall hold more than one of the above positions at any one time, except as noted for Membership Committee. (Amended 9/26/07)
- C. Election, Designation and Term of Office:

1. The first Board of Directors shall be appointed by the incorporator of this corporation, and each member shall serve for one year.
 2. At the annual meeting all directors shall be elected by the members of the corporation for the following terms:
 - a. President, Vice-President, Secretary and Chief Financial Officer: One year. (Amended 9/26/07)
 - b. Committee chairs: One year.
 3. Thereafter all terms expiring shall be filled by election at the annual meeting of the members, as provided in these bylaws, and each office shall be for the term designated in Section D (2) of this Article.
 4.
 - a. Nominations by Committee: The President shall appoint a nominating committee to select qualified candidates for election to the Board at least sixty (60) days before the date of any election of directors. This nominating committee shall make its report at least thirty (30) days before the date of the election, or at such other time as the Board of Directors may set; and the Chief Financial Officer shall forward to each member, with a notice of meeting required by these bylaws, a list of all candidates nominated by committee under this section. The committee nomination shall specify the specific office for which the candidate is nominated. (Amended 9/26/07)
 - b. Nominations from the Floor: At the meeting of members to elect directors, any member present at the meeting in person or by proxy may place names in nomination.
 5. Each director shall hold office for the duration of the time for which elected, and until a successor has been elected and qualified.
- D. Filling Vacancies: Except for a vacancy created by the removal of a director by the members of the corporation, vacancies on the Board may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director. The members shall fill any vacancy or vacancies not filled by the directors, including a vacancy created by the removal of a director by the members.
- E. Directors' Meetings:
1. Place of Meetings: Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of

the Board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

2. Meetings by Telephone: Any meeting may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.
3. Annual Meeting: The Board shall meet at least once annually in conjunction with a regularly scheduled meeting for purposes of organization, election of officers, and transaction of other business.
4. Other Regular Meetings: Other regular meetings of Board may be held without notice at such time and place as the Board may fix from time to time.
5. Special Meetings:

Special meetings of the Board for any purpose may be called at any time by the President or Vice-President, Secretary, Chief Financial Officer or any two directors. (Amended 9/26/07)

Notice of the time and place of special meetings shall be given to each director by first class mail, postage prepaid or by telephone. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.

Notices sent by first class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by telephone shall be at least 48 hours before the time set for the meeting.

The notice shall state the time of the meeting, and the place, if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

6. Quorum: A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision may, by a majority of the directors present at a duly held meeting at which a quorum is present, be the act of the Board, subject to the more stringent provision of the California non-Profit Mutual Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action is taken or decision made is approved by a majority of the required quorum for that meeting. A

majority of directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

F. Compensation and Reimbursement: Directors shall not receive any fees for their services as directors, however, the Board may authorize by resolution reimbursement of expenses incurred by directors in their capacity as such.

G. Committees:

1. Committees with Director-Level Chairs: The membership shall elect the chairs of each of the following committees from among the membership in accordance with these bylaws. The chairs of these committees shall be Directors of the Corporation.

a. Labor Relations: This committee is charged with the responsibility of keeping abreast of proposals, developments and legislation in the field of labor relations as they affect counties in California. It would include such matters as the Meyers-Milias-Brown Act, National Labor Relations Act, Public Employer Relations Board and labor relations legislation. (Amended 9/26/07)

b. Salary/Compensation/Benefits Committee: This committee shall review continuously the needs of California counties for exchange of information on compensation and benefit information and shall propose from time to time such changes in policy and format as it deems required to facilitate such exchange. Upon adoption of its recommendations, it shall advise the secretariat of the California State Association of Counties in the systematic compiling and publication of such information and shall make such decisions as are required between corporation meetings in the operation of this exchange service. This committee shall have 2 co-chairs. (Amended 9/26/07)

c. Membership Committee: This committee shall investigate and recommend on all applications for membership. It shall maintain contact with members to encourage their attendance at meetings. It shall also be responsible for staff training, coordination of training through cooperative personnel services and other types of training activities.

d. Retirement Committee: This committee shall be responsible for keeping abreast of proposals, developments, and legislation in the retirement field including 1937 Act, Public Employees

Retirement System and deferred compensation. This committee shall have two (2) Co-Chairs.

2. Other Committees: The President shall appoint a chair of each of the following committees from among active members. The President shall also appoint members to the following committees, subject to approval of the Board.
 - a. Nominating Committees: This committee shall prepare a slate of nominees for the offices of the corporation, which it shall present at the annual meeting. From time to time, it shall also consider nomination for Honorary membership and such other tasks as assigned.
 - b. Ad Hoc Committees: In addition to the standing committees, the President may appoint, subject to authorization by the members, special committees to deal with and report on particular matters and special issues which fall outside the area for which a standing committee is responsible. (Amended 9/26/07)

ARTICLE VI: Officers

- A. Officers of the Corporation: The officers of the corporation shall be elected by the membership in accordance with these bylaws. The officers are a President, Vice-President, Secretary and Chief Financial Officer. (Amended 9/26/07)
- B. Removal of Officers: Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the Board, subject the right of the membership to reverse the Board's action by a majority vote at a meeting held in accordance with these bylaws.
- C. Resignation of Officers: Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.
- D. Vacancies in Office: A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled for the duration of the unexpired term in the manner prescribed in these bylaws for regular appointments to that office.

E. Responsibilities of Officers:

1. President: The President shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The President shall preside at all members' meetings, if there is none, at all Board meetings. The President shall have such other powers and duties as the Board or the bylaws may prescribe.
2. Vice-President: If the president is absent or disabled, the Vice-President shall perform all duties of the President. When so acting, a Vice-President shall have all powers of and be subject to all restrictions of the President. The Vice-President shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.
3. Secretary:
 - a. Book of Minutes: The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions by the Board, of committees of the Board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and if special, how authorized, the notice given, the names of those present at Board and committee meetings, and the number of members present or represented at members' meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of incorporation and bylaws, as amended to date.
 - b. Membership Records: The Secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by resolution of the Board, a record of the corporation's members, showing each member's name, address, and class of membership.
 - c. Notices, Seal, and Other Duties: The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board and of committees of the Board required by these bylaws to be given. The Secretary and Chief Financial Officer shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the bylaws prescribe. (Amended 9/26/07)

4. Chief Financial Officer

- a. Books of Account: Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. Chief Financial Officer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times. (Amended 9/26/07)

- d. Deposit and Disbursement of Money and Valuables: The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate, shall disburse the corporation's funds as the Board may order, shall render to the President and the Board when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe. (Amended 9/26/07)

- e. Bond: If required by the Board, the Chief Financial Officer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Chief Financial Officer on his or her death, resignation, retirement, or removal from office. (Amended 9/26/07)

ARTICLE VII: Records and Reports

- A. Maintenance of Corporate Records: The corporation shall keep:
 - 1. Adequate and correct books and records of account;
 - 2. Written minutes of the proceedings of its members, Board, and committees of the Board; and
 - 3. A record of each member's name, address, and class of membership.

- B. Members' Inspection Rights: In accordance with the California Corporations Code Section 6330 Et Seq., any member may inspect and copy

records of members' names, addresses and voting rights or obtain from the Secretary a list of names, addresses and voting rights of members. On written demand, any member may inspect, copy and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board and committees at any reasonable time for a purpose reasonably related to the member's interest as a member.

- C. Maintenance and Inspection of Articles and Bylaws: The corporation shall keep at its principal office in this state, 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.

- D. Inspection by Directors: Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

- E. Annual Reports: The Board shall cause an annual report to be sent to the members and directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail for the fiscal year:
 - 1. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
 - 2. The principal changes in assets and liabilities, including trust funds.
 - 3. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
 - 4. The expenses or disbursements of the corporation for both general and restricted purposes.

A statement of any transaction or indemnification of the kind described in California Corporations Code Section 6322. Such transactions or indemnifications include but are not limited to transactions or aggregate transactions in which the corporation is a party and in which a director or officer has a direct or indirect financial interest which exceeds \$50,000, or an indemnification or aggregate indemnifications of any officer or director which exceeds \$10,000.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of any authorized officer

of the corporation that such statements were prepared without audit from the corporation's books and records.

F. The fiscal year of the corporation shall be the calendar year.

ARTICLE VIII: Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Non-Profit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE IX: Amendments

A. Amendment by Board:

1. Membership Rights Limitations: Subject to the rights of members under Article X.B of these bylaws and the limitations set forth below, the Board may not adopt, amend, or repeal bylaws unless the action would materially and adversely affect the members' rights as to voting or transfer. The Board may not extend the term of a director beyond that for which the director was elected.
2. Changes to Number of Directors: Once members have been admitted to the corporation, the Board may not, without the approval of the members, specify or change any bylaw provision that would:
 - a. Fix or change the authorized number of directors.
 - b. Fix or change the minimum or maximum number of directors; or
 - c. Change from a fixed number of directors to a variable number of directors or vice versa.
3. High Vote Requirement: If any provision of these bylaws required the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

4. Members' Approval Required: Without the approval of the members, the Board may not adopt, amend, or repeal any bylaws that would:

- a. Increase or extend the terms of directors;
- b. Allow any director to hold office by designation or selection rather than by election by the members.
- c. Increase the quorum for members' meetings;
- d. Repeal, restrict, create, expand, or otherwise change proxy rights; or
- e. Authorize cumulative voting.

B. Amendment by Members: New bylaws may be adopted, or these bylaws may be amended or repealed, by approval of the members, provided, however, that if the corporation has more than one class of voting members, any amendment that would materially and adversely affect the rights of a class as to voting or transfer in a manner different than the action affects another class, must be approved by the members of that adversely affected class. Any provision of these bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number. No amendment may extend the term of a director beyond that for which director was elected.

Any provision of these bylaws providing for the designation or selection rather than election, of any director or directors may be subject to the consent of the person or persons entitled to designate or select any such directors.

ARTICLE X: Certificate of Secretary

I certify that I am the duly elected and acting Secretary of the County Personnel Administrators' Association of California, a California non-profit mutual benefit corporation, that the above bylaws, consisting of seventeen pages, are the bylaws of this corporation as adopted by the Board of Directors on May 18, 1995, as amended on _____.

Executed on _____, at _____, California.

(s) _____
Secretary

ELECTION OF DIRECTORS BY INCORPORATION OF COUNTY
PERSONNEL ADMINISTRATORS' ASSOCIATION OF CALIFORNIA

The undersigned, sole incorporator of County Personnel Administrators' Association of California, a California corporation, hereby takes the following action to perfect the organization of the corporation pursuant to Section 210 of the California Corporation Code.

Election of Directors: The following persons are elected directors of the corporation, to hold office until the next annual meeting and until their successors have been elected and qualified:

President: Nancy Nittler (Placer County)
Vice-President: Don Turko (Solano County)
Chief Financial Officer: Don Turko (Solano County)
Secretary: Andrew Lamberto (San Bernardino County)
Past-President: Laura Armor (Marin County)

CPAAC Bylaws as Amended 10/02/08