



**The California Association
of Dental Assisting Teachers, Inc.**

Association Bylaws

~~2016~~2017

Initial adoption 2010, amended 9/15/2010, 9/20/2011, 1/6/2012, 10/12/2012, 1/21/2013, 1/31/14, 1/31/15, 4/24/2016, 2017.

CALIFORNIA ASSOCIATION OF DENTAL ASSISTING TEACHERS

ASSOCIATION BYLAWS: ~~2016~~2017

PURPOSE

CADAT is a trusted partner and the preferred source for educator-members seeking to achieve their professional goals as educators, teachers and providers of dental assisting education.

MISSION

While serving as the recognized authority in dental assisting education, the mission of the California Association of Dental Assisting Teachers is to support teachers, programs and institutions dedicated to excellence in education; providing diverse, high quality, teacher-centric services, leadership and resources that foster the professional goals of the Association member; and advocate for high standards and formal education to promote a more qualified dental assisting workforce that protects the public and meets the needs of the oral healthcare community (Resolved 1/31/15).

CORE VALUES

PROFESSIONAL: Educated, knowledgeable, dedicated, competent, compassionate and serving with integrity

INNOVATIVE: Forward thinking, cultivating change, resourceful and visionary

EMPOWERING: Inspiring self-sufficiency, professionalism, community involvement, life-long learning, confidence and passion

COLLABORATIVE: Embracing differences, valuing diversity, teamwork with transparency, empathy and respect (Resolved 1/31/15).

ARTICLE I. NAME, ASSOCIATION TERMS AND OFFICE

Section 1: Name and Terms

The name of the Association shall be the California Association of Dental Assisting Teachers, Inc., hereinafter referred to as “the Association” or “CADAT”. The Association is a non-profit mutual benefit corporation under the California Department of Corporations; therefore, the term “corporation” may be used herein to refer to the Association’s recognized business status. The Board of Directors shall be herein referred to as “the Board”. The Executive Officers may be referred to as “the Executive Committee”.

Section 2: Principal Office

The principal office of the Association shall be at a location designated by the Board of Directors; in addition, the Association may have such other offices as needed with approval of the Board of Directors.

ARTICLE II. CHARITABLE PURPOSES, OBJECTIVES AND ORGANIZATIONAL RESOURCES

Section 1. Charitable Purposes

This corporation is a non-profit mutual benefit corporation and is not organized for the private gain of any person. The purpose for which this corporation is formed is the improvement and advancement of the profession of dental assisting teachers. Despite any other provision of the articles or these *Bylaws*, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation.

Section 2. Objectives and Organizational Philosophies

The value statements and goals of the Association and other organizational objectives shall be defined in the *Manual of Policies and Procedures*.

Section 3. Organizational Resources

Unless otherwise specified herein, and in addition to these *Bylaws*, there shall be organizational resources developed and maintained for the purposes of operating protocols and procedures, operational intent in support of these *Bylaws*, and other resources specific to policies and business criteria of the Association, such as but not limited to the *Manual of Policies and Procedures*, and such resources shall serve to provide the constancy necessary to deliver services in an efficient and logical manner.

Section 4. Organizational Structure

The total organizational structure of the Association, effective May 1, 2016, shall consist of the following parts:

- 1) Executive Committee – officers elected by the membership-at-large; serve as the prevailing authority of the organization and when the Board is not in session; with the exception of the President, all are voting members of the Board of Directors
- 2) Executive Advisor – an ex-officio position that may be appointed by the Executive Committee and served by the Immediate/or Past-President; to assist the board as needed. The individual serves as Chair of the Disciplinary or Peer Review Panel, as needed

ARTICLE III. GENERAL MEMBERSHIP OF THE ASSOCIATION

Section 1. Classifications

There shall be eight (8) classifications of membership in the Association: Regular, Out-of-State, Associate, Honorary, Retired, Supporting, Life, and Institutional Membership which shall be comprised of individuals from the institution who shall be Regular, Associate or Supporting members.

Section 1(a). Membership Classifications Eligible to Vote

The following table demonstrates the membership categories eligible to vote on matters brought to the membership for action:

Eligible to Vote:	Regular	Life	Honorary	Associate
Not Eligible to Vote:	Out-of-State	Supporting	Retired	
Eligible for Elected Office:	Regular	Associate (1)		
Eligible for Appointment:	Regular	Associate (2)	Honorary	Life

Section 2. Regular Member (R)

A Regular (R) member is a current faculty member or a retired faculty member (paying regular membership dues), or instructor in a dental assisting or Registered Dental Assisting program in California recognized by the Dental Board or Department of Education or a Registered Dental Hygiene Program recognized by the Dental Hygiene Committee of California. All Regular members must, at minimum, possess a current, valid California license or permit within the dental profession. Regular members in good standing shall be awarded all privileges of the Association, including but not limited to, the right to vote on matters requiring membership approval, eligibility to serve as a Board member, and able to participate in eligible Association events (as specified in the *Manual of Policies and Procedures*), and will support and promote the objectives of the Association.

Section 3. Out-of-State Member (OOS)

An Out-of-State (OOS) member is a current faculty member, instructor or administrator in a dental assisting program outside the State of California. All OOS members must, at minimum, possess a current, valid license, permit or nationally recognized certification within the dental profession. OOS members in good standing shall be awarded limited privileges of the Association and will support and promote the objectives of the Association. OOS Members will not have the right to vote, shall not be eligible to serve as Board member, but shall be able to participate in eligible Association events (as specified in the *Manual of Policies and*

Procedures).

Section 4. Associate Member (A)

An Associate (A) member is a current administrator, clinical supervisor, coordinator, supervising dentist or hygienist employed by an institution recognized by the Department of Education where dental assisting education is provided and who is NOT considered teaching faculty. Associate members in good standing shall be awarded limited privileges of the Association and will support and promote the objectives of the Association. Members in this category have the right to vote as part of the general membership, shall be allowed to participate in eligible Association events (as specified in the *Manual of Policies and Procedures*). One Associate member shall be eligible for nomination to an officer position; however, a maximum of two (2) Associate members may be appointed to the Board (Resolved 1/31/15).

Section 5. Honorary Member (H)

Honorary (H) members are limited to those individuals who are elected by a unanimous vote of the Executive Committee as having rendered distinguished service to the Association. All recommendations for Honorary membership must be submitted by an active Regular member or an Executive Committee member. An Honorary member shall be awarded all privileges of the Association, shall be allowed to participate in eligible Association events (as specified in the *Manual of Policies and Procedures*), and will support and promote the objectives of the Association. Members in this category have the right to vote and may be eligible to serve as a Board member but shall not be eligible to serve as or be nominated for an officer position. Honorary members shall possess a current and valid California license or permit within the dental profession and are currently teaching or affiliated with a dental assisting or allied dental health professional development program. An Honorary member shall not be required to pay annual membership dues.

Section 6. Retired Member (RM)

Retired (RM) members ([paying retired membership dues](#)), are limited to those individuals who have retired from teaching in the profession, are a minimum of 60 years of age, and who have been a member of the Association for no less than 10 (ten) consecutive years immediately prior to applying for RM status. A Retired member shall be awarded limited privileges of the Association and will support and promote the objectives of the Association. Members in this category may not vote or be eligible to serve as a Board member, but shall be eligible to participate in Association events. A Retired member shall pay one-half (50%) of the Regular (R) member annual dues.

Section 7. Supporting Member (SM)

A Supporting Member (SM) is an individual who has worked but is no longer working as a faculty member of a dental assisting program but whom, as a licensee, is still involved in the profession and supports the principals

of the Association. A Supporting Member shall possess a current, valid license issued by the Dental Board.

Supporting Members in good standing shall be awarded limited privileges of the Association and will support and promote the objectives of the Association. Members will not have the right to vote as part of the general membership and shall be eligible to participate in Association events, but shall not be eligible to serve as or be nominated for an officer position; however, a maximum of two (2) Supporting members may be appointed to the Board.

Section 8. Life Member (LM)

Life Member status shall be bestowed upon all who have served, in good faith and standing, as an Association President and upon completion or conclusion, full or in-part, of their term or terms of office as President. The Executive Committee shall determine such eligibility and shall elect to confer the honor of Life Member status. Those eligible for Life Member status prior to the effective date of these Bylaws shall be notified by the Board of their eligibility to obtain Life Member status. A Life Member who is currently teaching in a dental assisting program recognized by the Dental Board may be eligible to serve as a member of the Board of Directors. Life Members in good standing shall be awarded privileges of the Association including the right to vote on matters requiring membership approval and eligibility to participate in Association events, and will support and promote the objectives of the Association. A Life Member shall not be required to pay annual membership dues but shall be required to renew Life Member status annually (Resolved 1/21/13).

Section 9. Memberships as Not Transferable

All memberships shall be personal to the individual member and no membership or right arising from membership may be sold, assigned or transferred, by gift or otherwise. Any attempt to transfer, sell or assign any membership or membership rights in contravention of these *Bylaws* shall be null and void, and the membership may be terminated in the sole discretion of the Executive Committee. All membership rights shall automatically cease on a member's death, dissolution of the Association, or any termination of membership.

Section 10. Dues and Assessments

All dues and assessments of this Association shall be payable in advance on or before the stated due date provided on each membership document. The Board of Directors shall determine dues and assessments for all Association membership categories by a two-thirds (2/3) affirmative vote of those present and voting. Dues of new and renewing members are collected annually. Billing of membership renewals, application periods and dues notification shall be established in accordance with the *Manual of Policies and Procedures*. A member whose dues or assessments are in arrears for more than three (3) months ceases to be a member of the Association and shall, if applicable, be subject to the current terms and conditions of membership, including the current membership fee structure and any requirements for contiguous membership, regardless of length of previous membership. The Executive Committee may review the dues and membership structure annually.

In order to be eligible to vote, Regular Member dues must be current within the fiscal year consistent with the provisions as stated herein.

Section 11. Delinquency

Any member of the Association who is delinquent 30 or more days in paying dues, fees or assessments may be suspended or terminated.

Section 12. Refund Policy for Dues/Event Fees

The Board, in accordance with the *Manual of Policies and Procedures*, shall establish policies regarding refunds of dues or event fees paid to the Association.

Section 13. Discipline, Suspension and Termination of Membership

A member may be reprimanded, suspended or terminated for cause by a majority vote of the Board or the Executive Committee who shall convene a Disciplinary and Peer Review Panel to review and determine whether cause exists and determine the appropriate discipline, if any in their sole discretion, and shall make recommendations as to the appropriate action utilizing guidelines as defined in the *Manual of Policies and Procedures*.

Section 13(a): In Good Standing

A member of this Association is in good standing within the meaning of these *Bylaws* who is not under final sentence of suspension or expulsion because of being found in violation of these *Bylaws*, and/or Principles of the *Code of Ethics* of this Association.

Section 14. Right of Executive Revocation and Denial of Membership

Memberships purchased or honorary memberships bestowed upon any individual may, at the discretion of the Executive Committee, be revoked or cancelled at any time without cause or for cause where findings of inappropriate behavior, conduct unbecoming, or conflict of interest detrimental to the Association exist as determined by the Executive Committee. Additionally, the Executive Committee reserves the right to deny new or continued membership to any one person, persons or entity, based on reasonable and customary practices, and in accordance with the *Manual of Policies and Procedures* (Resolved 1/31/15).

Section 15: Special Subscriber Membership Category

When deemed beneficial to the organization, the Executive Committee or full Board of Directors may consider special subscriber categories of membership that provides minimal access to Association benefits, for an agreed upon category rate, and will preserve the membership status of the current member categories. Special Subscriber Membership Categories may be established and conferred upon a group or association

whose goals and competencies are consistent with CADAT and do not make available voting rights, attendance to annual conference or eligibility for appointments to the Board.

ARTICLE IV. VOTING OF THE GENERAL MEMBERSHIP

Section 1. Quorum

Except as otherwise required by law, the articles, or these *Bylaws*, the voting members present at a duly called or held meeting shall constitute a quorum and may transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, and if any action taken (other than adjournment) is approved by at least a majority of the members present.

Section 2. Eligibility to Vote

Subject to the California Nonprofit Mutual Benefit Corporation Law and as defined herein Article III, Section 1(a), Regular members in good standing on the record date shall be entitled to vote on matters brought before the general membership.

Section 3. Number of Votes

Each member entitled to vote may cast one vote on each matter submitted to a vote of the members.

Section 4. Majority Approval

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 deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Mutual Benefit Corporation Law or by the articles of incorporation

Section 5. Action by Written Consent – Vote of General Membership/Board Action

Any action taken by the members during general membership voting or during actions of the Board, may be taken without a meeting, if all members approve, in writing or by show of vote, to the action. The written approval or vote count shall be reflected in the minutes of the meeting. The action shall have the same force and effect as a unanimous vote of the members (Resolved 1/31/15).

Section 6. Record Date

a) If not otherwise fixed by the Executive Committee, the record date for determining members entitled to receive notice of a general meeting shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not

otherwise fixed by the Executive Committee, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held.

b) If not otherwise fixed by the Executive Committee, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

c) If not otherwise fixed by the Executive Committee, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Executive Committee adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

For the purposes of this Section, a person holding a membership at the close of business on the record date shall be a member of record.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Composition of the Board of Directors

The Board of Directors, also referred to as “the Board”, shall consist of the elected Executive Officers, who shall serve as the Executive Committee, each serving terms as defined herein (Article VII and Article VIII) and in accordance with the *Manual of Policies and Procedures*. Directors may serve as the Chair of a Council or Ad-Hoc Committee, appointed at the pleasure of the President, whose duties and functions are defined in the *Manual of Policies and Procedures* (Resolved 1/31/15, 4/24/16).

Section 2. Duties and Occurrence of Meetings of the Board

The Board of Directors shall serve as the governing body of the Association. The Board shall assist in the provisional direction of the Association and as such shall identify and address strategic issues. The Board shall meet at the call of the President or any three members of the Board, provided at least ten (10) days notice is given to all Board members, but shall in any event meet no less than two (2) times per year. Minutes shall be recorded and documented and all actions shall be reported to the membership, as needed. Urgent business or general meetings may be conducted by conference call in accordance with Article VI, Section 9 herein.

Section 3. Dismissal and Removal of Board Members

Any appointee who fails to perform the duties of the position may be dismissed or removed for cause by a majority vote of the Executive Committee. A member may be reprimanded, suspended or terminated for cause by a majority vote of the Executive Committee in consultation with the Disciplinary Council and determine the appropriate discipline, if any in their sole discretion, in accordance with the *Manual of Policies and Procedures*.

In the event of organizational restructure, as deemed necessary by the Executive Committee or President may rescind an appointment to the Board of Directors, in writing, and with the final approval of the Executive Officers of the Association.

Section 4. Resignation

Any member of the Board of Directors may resign by giving written notice to the Executive Committee or Board President. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Board member's resignation is effective at a later time, the President may elect a successor as of the date when the resignation becomes effective.

Section 5. Vacancies on the Board of Directors

The President or the President-Elect shall fill vacant positions on the Board of Directors consistent with the procedural requirements set forth herein and in the *Manual of Policies and Procedures*.

Section 6. Quorum of the Board of Directors

A majority of the members of the Board of Directors shall constitute a quorum at any meeting. Urgent business may be conducted by a conference call of the Executive Committee and at least three (3) Council members, which shall constitute a quorum of the Board.

Section 7. Interested Persons as Board Members

There shall be no persons serving on the Board as a compensated "interested persons." An interested person is defined as:

- (1) any person compensated by the corporation for services rendered to it whether as a full-time or part-time employee, independent contractor, or otherwise; and
- (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of a person compensated by the corporation.

However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

ARTICLE VI. EXECUTIVE COMMITTEE

Section 1. Composition of the Executive Committee

The Executive Officers of the Association shall serve as the Executive Committee and consist of at minimum the President of the Board, a president elect and a Secretary and Treasurer, each serving terms as defined in

the *Manual of Policies and Procedures*. Additional Officer positions may be offered for nomination and election by the membership-at-large in the event a larger quorum is determined necessary, whose positions may include a Vice-Chair or Immediate Past President. The elected Officers shall, each year, determine, amongst themselves, who shall serve in each designated position and shall announce such determination to the general membership within 30 days of the election of Officers (resolved 4/24/16)

Section 2. Duties and Occurrence of Meetings

The Executive Committee has the authority and the responsibility for the supervision, control, and direction of the Association and as such shall identify and address strategic issues, finalize policy by ratification and provide fiscal oversight. The Executive Committee shall have all the authority of the Board of Directors between its meetings and shall delegate the execution of all necessary business matters and operations between meetings of the Board of Directors as required for the proper administration of the affairs of the Association (Resolved 1/31/15).

Section 3. Resignation or Dismissal from Executive Office

Any elected Officer may resign by giving written notice. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective.

Section 4. Quorum of the Executive Committee

Three (3) members of the Executive Committee shall constitute a quorum when all officer posts are occupied. In the event a quorum is not established, an Executive Subcommittee may be established and operate as a recommending Subcommittee to carry out the business of the agenda. Any business requiring specific action shall be submitted by report to the Board of Directors and conducted by mail or electronic ballot.

Section 5. Voting of the Executive Committee

A majority of the maximum possible voting members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee. In accordance with Robert's Rules of Order Newly Revised, the President shall not vote, unless for the purpose of breaking a tie vote.

ARTICLE VII. OFFICERS

Section 1. Start of Term

The elected Officers of the Association shall be President, President-Elect, Vice-President, Secretary and Treasurer. All officers shall assume office on at the conclusion of the annual session or no latter than May 1_{st} of each year and in accordance with the *Manual of Policies and Procedures* (Resolved 1/31/14).

Section 1(a). Immediate Past-President as Executive Advisor

The outgoing President, who may have served as President prior to amendments of these Bylaws, may serve as in the capacity of the Executive Advisor to the Executive Committee or the Board of Directors at the appointment and privilege of the incoming President. The Executive Advisor may serve as an appointee to the Board of Directors as defined herein but shall not be a voting member of the Executive Committee (Resolved 1/31/14, 4/24/16).

Section 1(b). Director of Public Policy (Government Relations)

The Director of Public Policy may serve as an appointee to the Board of Directors as defined herein but shall not be a voting member of the Executive Committee. The individual may attend the Executive Committee as an ex-official. Roles and responsibilities are defined in the Manual of Operations. (Resolved 4/24/16)

Section 2. Eligibility and Term of Officers

All elected officers shall serve for a term of one (1) year, or until their successors are elected and installed but shall in no event serve more than two (2) consecutive terms of the same office. The President and Treasurer may retain office for a designated extended amount of time by vote of the Executive Committee (Resolved 4/24/16).

Section 4. Duties of Officers

The officers shall perform those duties regularly and customarily considered to be appropriate. The officers shall also perform those duties assigned by the Board of Directors and such other duties as indicated in the *Manual of Policies and Procedures*.

Section 6. Nominations of Executive Officers

Nominations shall be communicated to the membership and posted for election in accordance with the *Manual of Policies and Procedures* (Resolved 1/31/15 by State Law).

Section 7. Elections

Elections may be conducted on a date or days specified as Election Day or the Election Session. A majority vote of Regular members shall elect an officer. Voting shall be conducted by electronic process and tabulated by a third-party administrator. The election process shall be in accordance with the *Manual of Policies and Procedures* (Resolved 1/31/14).

Section 8. Appointment of Subordinate Officers

In addition to the elected officers of the corporation, the Board of Directors may appoint such other officers as the business of the corporation may require, and shall serve at the pleasure of the Board of Directors.

A. CADAT Coordinator

The CADAT Coordinator shall serve as the Operations Officer and shall be responsible for the daily management of the Association. The Executive Committee shall be responsible to determine the duties and functions of the CADAT Coordinator and shall specify such duties in a written agreement between the Coordinator and the Association. The CADAT Coordinator may be a member of the organization but shall serve as an ex-officio, non-voting member of the Executive Committee and all Councils and committees of the Board of Directors.

The CADAT Coordinator shall serve at the pleasure of the Board of Directors whose service shall be evaluated at least annually by the Executive Committee and in accordance with the *Manual of Policies and Procedure* (Resolved 4/24/16)

ARTICLE VIII. COUNCILS OF THE ASSOCIATION

Section 1. Councils and Council Members

The Board of Directors may include Councils and additional Ad-Hoc Committees as deemed necessary by the President or Executive Committee. Each Council shall, at minimum, be made up of two (2) qualified members of the Association. In order to assist a Council in carrying out its assigned task(s) or objectives, members of the Association may be appointed to serve as Council Members. The need for additional Councils, standing or otherwise, shall be determined by the President and the President-Elect and approved by the Board of Directors in accordance with the *Manual of Policies and Procedures* (Resolved 1/31/14, 1/31/15, 4/24/16).

Section 1(a). Standing Councils and Terms

The Standing Councils of the Association shall be Public Policy Council, Council on Membership, Council on Leadership, Council on Technology & Innovation, and Council on Education & Professional Development. The President shall appoint qualified members at large or current members of the Board of Directors to serve as either Chair of the Council or as Council members whose terms of appointment shall not exceed two (2) years and who shall be eligible to serve no more than two (2) terms in the same appointed position. Any member whose term of appointment or office has reached its limit shall either succeed into an advanced position on the Board, including election into an officer position, or shall be required to vacate the Board of Directors for a period of one (1) year before being eligible for appointment for future service (Resolved 1/31/15).

Section 2. Duties of Councils and Duties in Common

Councils and council members shall perform the duties of such as prescribed in the *Manual of Policies and Procedures*.

Section 3. Appointing Authority by the President

The President shall perform appointments 30 to 45 days prior to the commencement of their term of office or as needed during their term and shall perform the duties of such as prescribed in the *Manual of Policies and Procedures*. An incoming President may not amend a prior appointment without proving cause unless it is to extend the term or expand the scope of an appointment. The incoming President may, for the purposes of organizational structure, deem an appointed position no longer necessary or inconsistent with the overall functionality of the corporation and may recommend to the Executive Committee the termination of an appointment for such purposes.

ARTICLE IX. CODE OF CONDUCT

Section 1. Board Member Code of Conduct

The Board expects of itself and its members ethical and business-like conduct. Board members must avoid any conflict of interest or perceived conflict of interest with respect to their fiduciary responsibility and shall avoid any conflict between their own respective individual interests and the interests of the Association, in any and all actions taken by them on behalf of the Association in their respective capacities and in accordance with the Association Conflict of Interest Statement. Such Association Code of Conduct shall be maintained within the *Manual of Policies and Procedures*. Association members may not speak or act for the Board except when formally given such authority for specific time-limited purposes. Expectations and authority will be carefully stated in order to avoid conflict with authority delegated the President.

ARTICLE X. FISCAL RESPONSIBILITIES OF THE ASSOCIATION

Section 1. Fiscal Year

The fiscal year of the Association shall be January 1 to December 31.

Section 2. Funds

The general fund shall consist of all revenue received from Association activities. The General Fund shall be used to defray all expenses incurred by the Association not otherwise provided for in these *Bylaws*.

Section 3. Budget and Financial Reporting

Within sixty (90) days following the end of each fiscal year, the association accountant and/or Executive Director shall prepare and provide to the Board of Directors a financial report for the fiscal year just completed.

Section 4. Books and Records

CADAT shall keep the following books and records:

- a) Adequate and correct books and records of account;
- b) Minutes of the proceedings of its members, board, and committees of the board; and
- c) A database of past and present membership data.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

Section 5. Inspection Rights

a) Board Members' Inspection Rights. Every member of the Board of Directors shall have the right at any reasonable time to inspect all books, records, and documents of every kind and to inspect the physical properties of the corporation for a purpose reasonably related to the director's interests as a director.

b) Members' Inspection Rights. Any general member of this corporation may inspect the records containing the members' names, addresses, and voting rights at reasonable times, on five (5) business days' prior written demand to the corporation for a purpose reasonably related to the member's interest as a member. If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, it may deny the member access to the membership list.

ARTICLE XI. ASSOCIATION EVENTS

Section 1. Conference and Regional Meetings

Association meetings/events may be held at a time and place agreed upon by the Board of Directors. All protocols and procedures pertaining to Association events shall be defined in the *Manual of Policies and Procedures*.

Section 2. Special Meetings

The Board of Directors or Executive Committee may call special meetings involving the general membership or members of the Board of Directors. Notice shall be issued ten (10) days prior to the meeting. Special meetings shall be defined in the *Manual of Policies and Procedures*.

Section 5. Authority for Electronic Meetings

If authorized by the Executive Committee in its sole discretion, and subject to the requirements of consent in Corporations Code §20(b) and guidelines and procedures the Executive Committee may adopt, members not physically present in person (or, if proxies are allowed, by proxy) at a meeting of members may, by electronic transmission by and to the corporation or by electronic video screen communication, participate in a meeting of members, be deemed present in person (or, if proxies are allowed, by proxy), and vote at a meeting of members whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the corporation or by electronic video screen communication, subject to the requirements of these *Bylaws*.

Section 6. Requirements for Electronic Meetings

A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the corporation or by electronic video screen communication (1) if the corporation implements reasonable measures to provide members in person (or, if proxies are allowed, by proxy) 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 (2) if any member votes or takes other action at the meeting by means of electronic transmission to the corporation or electronic video screen communication, a record of that vote or action is maintained by the corporation. Any request by a corporation to a member pursuant to Corporations Code §20(b) for consent to conduct a meeting of members by electronic transmission by and to the corporation shall include a notice that absent consent of the member pursuant to Corporations Code §20(b), the meeting shall be held at a physical location at a time and place agreed upon by the Executive Committee.

ARTICLE XII. ELECTRONIC COMMUNICATIONS

Section 1. Conference Calls, e-Meetings and Electronic Meeting Communications

The Executive Committee, Board of Directors, standing Councils, ad-hoc committees or special work group meetings may take any action through the use of a conference telephone or other communications equipment

where all persons participating in the meeting can communicate with each other simultaneously. Participation in such a meeting shall constitute presence in person at the meeting. Notwithstanding anything to the contrary in these *Bylaws*, notice of an electronic meeting must be delivered at least seventy-two (72) hours prior to the meeting. Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these *Bylaws* may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

ARTICLE XIII. MISCELLANEOUS

Section 1. Irrevocable Dedication of Assets

This corporation's assets are irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any officer, board member or general member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c) of the Internal Revenue Code. Any assets held in trust will be disposed of in a manner required by law or appropriate court order.

Section 2. Contracts with Board Members

No appointed or elected volunteer of this corporation nor any other corporation, firm, Association, or other entity in which one or more of this corporation's Board are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this corporation unless (1) the material facts as to the transaction and such volunteer's interest are fully disclosed or known to the members and such contract or transaction is approved by the members in good faith, with any membership owned by any interested Board member not being entitled to vote thereon, or (2) the material facts regarding such Board member's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes or are known to all board members before consideration by the board of such contract or transaction, and such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the vote of the interested Board member.

This Section does not apply to a transaction that is part of a public, charitable, or religious program of this corporation if it (1) is approved or authorized by the corporation in good faith and without unjustified

favoritism and (2) results in a benefit to one or more Board members or their families because they are in the class of persons intended to be benefited by the public, charitable, or religious program of this corporation.

Section 3. Loans to Board Members

This corporation shall not lend any money or property to, or guarantee the obligation of, any Board member or officer of the corporation or of its parent, affiliate, or subsidiary unless (1) the board decides that the loan or guaranty may reasonably be expected to benefit the corporation, and (2) before consummating the transaction or any part of it, the loan or guaranty is approved by either the members, without counting the vote of the Board member or officer, if a member, or the vote of a majority of the Board members then in office, without counting the vote of the Board member who is to receive the loan or guaranty provided, however, that the corporation may advance money to a Board member or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Board member or officer would be entitled to reimbursement for such expenses by the corporation.

Section 4. Indemnification

To the fullest extent permitted by law, this corporation shall indemnify its Board members and officers, and may indemnify employees and other persons described in Corporations Code §7237(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in these *Bylaws*, shall have the same meaning as in that section of the Corporations Code.

On written request to the board by any person seeking indemnification under Corporations Code §7237(b) or §7237(c), the board shall promptly decide under Corporations Code §7237(e) whether the applicable standard of conduct set forth in Corporations Code §7237(b) or §7237(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification, because the number of Board members who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Board members who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code §7237(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under this Section of these *Bylaws* in defending any proceeding covered by this Section shall be advanced by the corporation before final disposition of the

proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

Section 5. Insurance

This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Board members, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

Section 6. Supremacy Clause

The *Bylaws* of this Association shall be the supreme law of this Association and all members shall be bound thereby.

Section 7. Foundations and Subsidiary Organizations

The Executive Committee may vote to establish, administer, or operate a Foundation or subsidiary organization as separate entities to perform or engage in functions or activities deemed necessary or appropriate by recommendation of the Executive Committee or a Council and in express terms and conditions established by the Board of Directors and the Associations legal counsel.

Section 8. Right of Refusal to Service or Conduct Business

The Association and its designee(s) shall reserve the right to refuse service to or conduct business with any person, persons or business entity, at any time whereby an environment contrary to the best interests of the organization may exist, whether real or perceived, and whose business practices or conduct during a business transaction with the Association is determined to be less than favorable to the membership, volunteer leadership or staff of the Association.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these *Bylaws* and any special rules or order the Association may adopt.

ARTICLE XV. VOLUNTEER NON-DISCLOSURE AND CONFLICT OF INTEREST POLICY

Any CADAT member serving as and involved in the decision-making process of this Association shall complete and sign annually the written *CADAT Board of Directors Conflict of Interest and Non-Disclosure Statement*. In addition, members shall adhere to the Conflict of Interest Protocol as outlined in the *Manual of Policies and Procedures*.