



## BYLAWS

OF THE

PROFESSIONAL SKI INSTRUCTORS OF AMERICA and AMERICAN  
ASSOCIATION OF SNOWBOARD INSTRUCTORS

WESTERN DIVISION

(PSIA-AASI W)

A Non-Profit California Corporation

**Effective December 19, 2023**

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Table of Contents

ARTICLE I, NAME AND TERRITORIAL LIMITS 5

SECTION 1.1. NAME..... 5

SECTION 1.2. TERRITORIAL LIMITS..... 5

ARTICLE II, PURPOSE 5

SECTION 2.1. GENERAL PURPOSE ..... 5

SECTION 2.2. SPECIFIC PURPOSE..... 5

ARTICLE III, OFFICE 5

SECTION 3.1. PRINCIPAL OFFICE..... 5

ARTICLE IV, GENERAL MEMBERSHIP 5

SECTION 4.1. CLASSIFICATION OF MEMBERS ..... 5

SECTION 4.2. MODIFICATION TO CLASSIFICATION. .... 6

SECTION 4.3. ADMISSION OF MEMBERS. .... 6

SECTION 4.4. GOOD STANDING..... 6

SECTION 4.5. TERMINATION OF MEMBERSHIP..... 6

ARTICLE V, PRIVILEGES OF INDIVIDUAL MEMBERSHIP 6

SECTION 5.1. GENERAL PRIVILEGES..... 6

SECTION 5.2. VOTING RIGHTS..... 6

SECTION 5.3. HOLDING OFFICE..... 6

SECTION 5.4. EDUCATIONAL MATERIALS. .... 6

SECTION 5.5. OTHER RIGHTS..... 7

ARTICLE VI, OBLIGATIONS OF INDIVIDUAL MEMBERSHIP 7

SECTION 6.1. DUES..... 7

SECTION 6.2. GENERAL..... 7

ARTICLE VII, MEMBERSHIP MEETINGS 7

SECTION 7.1. ANNUAL GENERAL MEMBERSHIP MEETINGS..... 7

SECTION 7.2. SPECIAL MEETINGS..... 7

SECTION 7.3. NOTICE OF MEETINGS..... 7

SECTION 7.4. QUORUM..... 7

SECTION 7.5. SPECIAL NOTICE RULES FOR APPROVAL OF CERTAIN PROPOSALS..... 8

ARTICLE VIII, MEMBER SCHOOLS 8

SECTION 8.1. MEMBER SCHOOLS..... 8

SECTION 8.2. VOTING RIGHTS..... 8

ARTICLE IX, BOARD OF DIRECTORS 8

SECTION 9.1. POWERS OF THE BOARD OF DIRECTORS..... 8

- Deleted: 3
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- Deleted: 8
- Formatted: TOC 4
- Deleted: 9
- Formatted: TOC 4
- Deleted: 9

**SECTION 9.2. COMPOSITION OF THE BOARD OF DIRECTORS..... 8**

**SECTION 9.3. TERM OF OFFICE..... 8**

**SECTION 9.4. NOMINATION AND ELECTION OF DIRECTORS..... 9**

**SECTION 9.5. APPOINTMENT OF DIRECTORS..... 9**

**SECTION 9.6. EMPLOYEES NOT QUALIFIED TO SERVE AS A DIRECTOR..... 9**

**SECTION 9.7. VACANCIES..... 9**

**SECTION 9.8. FILLING VACANCIES..... 9**

**SECTION 9.9. TERM OF OFFICE OF REPLACEMENT APPOINTED UPON VACANCY..... 9**

**SECTION 9.10. REMOVAL OF DIRECTOR..... 9**

**SECTION 9.11. REGULAR MEETINGS..... 10**

**SECTION 9.12. NOTICE OF MEETINGS..... 10**

**SECTION 9.13. QUORUM AND ACTION OF THE BOARD..... 10**

**SECTION 9.13. WAIVER OF NOTICE AND CONSENT TO HOLD MEETINGS..... 10**

**SECTION 9.15. ACTION BY UNANIMOUS CONSENT WITHOUT MEETING..... 10**

**SECTION 9.16. VOTING BY MAIL OR EMAIL..... 10**

**SECTION 9.17. COMPENSATION..... 10**

**SECTION 9.18. NON-LIABILITY OF DIRECTORS..... 11**

ARTICLE X. ELECTED OFFICERS 11

**SECTION 10.1. OFFICERS..... 11**

**SECTION 10.2. TERM OF OFFICE..... 11**

**SECTION 10.3. NOMINATION AND ELECTION..... 11**

**SECTION 10.4. REMOVAL OF OFFICERS..... 11**

**SECTION 10.5. RESIGNATION OF OFFICERS..... 11**

**SECTION 10.6. VACANCIES IN OFFICES..... 11**

**SECTION 10.7. RESPONSIBILITIES OF DULY ELECTED OFFICERS..... 12**

Section 10.7.a. Chairperson of the Board.....12

Section 10.7.b. Vice Chairperson of the Board.....12

Section 10.7.c. Secretary.....12

Section 10.7.d. Treasurer.....12

Section 10.7.e. ASEA National Board Representative.....13

**SECTION 10.8. COMPENSATION..... 13**

**SECTION 10.9. NON-LIABILITY OF OFFICERS..... 13**

ARTICLE XI. TRANSACTIONS BETWEEN CORPORATION AND DIRECTORS OR OFFICERS 13

**SECTION 11.1. INTERESTED PARTY TRANSACTION & ADVOCACY..... 13**

**SECTION 11.2. REQUIREMENTS TO AUTHORIZE TRANSACTIONS..... 14**

- Deleted: 3
- Deleted: xx
- Deleted: 15/22
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- Deleted: 9
- Deleted: 10
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- Deleted: 10
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- Deleted: 12
- Deleted: 13
- Deleted: 14
- Formatted: TOC 4
- Deleted: 14

**SECTION 11.3. LOANS TO DIRECTORS, OFFICERS AND EMPLOYEES..... 14**  
 ARTICLE XII, CHIEF EXECUTIVE OFFICER [14](#)

**SECTION 12.1. SELECTION..... 14**

**SECTION 12.2. DUTIES..... 14**

**SECTION 12.3. COMPENSATION..... 15**  
 ARTICLE XIII, BOARD COMMITTEES [15](#)

**SECTION 13.1. BOARD COMMITTEES..... 15**  
 ARTICLE XIV, CORPORATE RECORDS, REPORTS AND SEAL [15](#)

**SECTION 14.1. MAINTENANCE OF CORPORATE RECORDS..... 15**

**SECTION 14.2. CORPORATE SEAL..... 15**

**SECTION 14.3. DIRECTORS' INSPECTION RIGHTS..... 15**

**SECTION 14.4. MEMBERS' INSPECTION RIGHTS..... 15**

**SECTION 14.5. RIGHT TO COPY AND MAKE EXTRACTS..... 16**

**SECTION 14.6. ANNUAL REPORT..... 16**  
 ARTICLE XV, AMENDMENT OF BYLAWS [17](#)

**SECTION 15.1. AMENDMENT BY MEMBERSHIP..... 17**

**SECTION 15.2. AMENDMENT BY THE BOARD OF DIRECTORS..... 17**  
 ARTICLE XVI, AMENDMENT OF ARTICLES OF INCORPORATION [17](#)

**SECTION 16.1. AMENDMENT OF ARTICLES OF INCORPORATION..... 17**

**SECTION 16.2. CERTAIN AMENDMENTS..... 17**  
 ARTICLE XVII, MISCELLANEOUS [17](#)

**SECTION 17.1. FISCAL YEAR..... 17**

**SECTION 17.2. ELECTRONIC NOTICES AND VOTING..... 18**  
 Section 17.3.a. Electronic Notices.....[18](#)  
 Section 17.3.b. Online Voting.....[18](#)

**SECTION 17.3. EFFECTIVE DATE OF THESE BYLAWS..... 18**

**SECTION 17.4. PARLIAMENTARY PROCEDURE..... 18**

- Deleted: 3
- Deleted: xx
- Deleted: 15/22
- Deleted: 15
- Formatted: TOC 4
- Deleted: 15
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- Formatted: TOC 4
- Deleted: 18
- Formatted: TOC 4
- Deleted: 18
- Deleted: ARTICLE I, NAME AND TERRITORIAL LIMITS -> 5
- SECTION 1.1. NAME. -> 5
- SECTION 1.2. TERRITORIAL LIMITS. -> 5
- ARTICLE II, PURPOSE - 5
- SECTION 2.1. GENERAL PURPOSE. -> 5
- SECTION 2.2. SPECIFIC PURPOSE. -> 5
- ARTICLE III, OFFICE - 6
- SECTION 3.1. PRINCIPAL OFFICE. -> 6
- ARTICLE IV, GENERAL MEMBERSHIP -> 6
- SECTION 4.1. CLASSIFICATION OF MEMBERS. -> 6
- SECTION 4.2. MODIFICATION TO CLASSIFICATION. -> 6
- SECTION 4.3. ADMISSION OF MEMBERS. -> 6
- SECTION 4.4. GOOD STANDING. -> 6
- SECTION 4.5 TERMINATION OF MEMBERSHIP. -> 6
- ARTICLE V, PRIVILEGES OF INDIVIDUAL MEMBERSHIP -> 7
- SECTION 5.1. GENERAL PRIVILEGES. -> 7
- SECTION 5.2. VOTING RIGHTS. -> 7
- SECTION 5.3. HOLDING OFFICE. -> 7
- SECTION 5.4. EDUCATIONAL MATERIALS. -> 7
- SECTION 5.5. OTHER RIGHTS. -> 7
- ARTICLE VI, OBLIGATIONS OF INDIVIDUAL MEMBERSHIP -> 7
- SECTION 6.1. DUES. -> 7
- SECTION 6.2. GENERAL. -> 7
- ARTICLE VII, MEMBERSHIP MEETINGS - 8
- SECTION 7.1. ANNUAL GENERAL MEMBERSHIP MEETINGS. - 8
- SECTION 7.2 SPECIAL MEETINGS. -> 8
- SECTION 7.3. NOTICE OF MEETINGS. -> 8
- SECTION 7.4. QUORUM. -> 8
- SECTION 7.5. SPECIAL NOTICE RULES FOR APPROVAL OF CERTAIN PROPOSALS. - 8
- ARTICLE VIII, MEMBER SCHOOLS - 8
- SECTION 8.1. MEMBER SCHOOLS. -> 8
- SECTION 8.2. VOTING RIGHTS. -> 9
- ARTICLE IX, BOARD OF DIRECTORS - 9
- SECTION 9.1. POWERS OF THE BOARD OF DIRECTORS. -> 9
- SECTION 9.2. COMPOSITION OF THE BOARD OF DIRECTORS. -> 9
- SECTION 9.3. TERM OF OFFICE. -> 9
- SECTION 9.4. NOMINATION AND ELECTION OF DIRECTORS. -> 9
- SECTION 9.5. APPOINTMENT OF DIRRECTORS -> 9
- SECTION 9.6. EMPLOYEES NOT QUALIFIED TO SERVE AS A DIRECTOR. - 9

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## ARTICLE I, NAME AND TERRITORIAL LIMITS

### SECTION 1.1. NAME.

The name of the Corporation shall be Professional Ski Instructors of America & American Association of Snowboard Instructors West. This organization is referred to herein as "the Corporation."

### SECTION 1.2. TERRITORIAL LIMITS.

The territorial limits of the Corporation shall include the States of California, Nevada and Hawaii, and any other territories assigned by the national American Snowsport Education Association, hereinafter referred to as ASEA.

## ARTICLE II, PURPOSE

### SECTION 2.1. GENERAL PURPOSE.

The Corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California for public purposes.

### SECTION 2.2. SPECIFIC PURPOSE.

The specific purpose of the Corporation shall include without limitation, establishing, educating, certifying and maintaining, through training and supervision, minimum standards of snowsports teaching and advancing the best interests of snowsports as a whole, consistent with the mission and standards established by ASEA.

## ARTICLE III, OFFICE

### SECTION 3.1. PRINCIPAL OFFICE.

The principal office of the transaction of the business of the Corporation may be established at any place or places within or without the State of California by resolution of the Board.

## ARTICLE IV, GENERAL MEMBERSHIP

### SECTION 4.1. CLASSIFICATION OF MEMBERS.

PSIA-AASI Membership categories are agreed to by all Divisions of PSIA-AASI and published as PSIA-AASI National Policies. The membership categories can be found in the Division Policies and Procedures as found on the Western Division Website ([psia-w.org](http://psia-w.org)) under "About Us".

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**SECTION 4.2. MODIFICATION TO CLASSIFICATION.**

Except as specifically addressed elsewhere in these bylaws, additions, deletions and changes in the classes of membership may occur from time to time and this section of the bylaws may be amended from time to time upon the action of the Board to make this section consistent with the classification of membership established by ASEA; provided, however, that no such change shall effect any benefits accruing to any member prior to such changes absent a change effected by a general membership vote.

**SECTION 4.3. ADMISSION OF MEMBERS.**

Applicants shall be admitted as members upon completing an application form and payment of all required fees and dues as established by the Board.

**SECTION 4.4. GOOD STANDING.**

Members who have paid the required fees and dues, and who have not been suspended, shall be members in good standing of this Corporation.

**SECTION 4.5 TERMINATION OF MEMBERSHIP.**

The refusal or neglect of any member to comply with the provisions of the bylaws, rules, regulations, policies and procedures, the code of conduct or the commission of a crime involving moral turpitude may constitute grounds for termination of members, subject to a hearing and opportunity to be heard using procedures established by the Board, from time to time.

# ARTICLE V, PRIVILEGES OF INDIVIDUAL MEMBERSHIP

**SECTION 5.1. GENERAL PRIVILEGES.**

All members shall have the right to receive notices; to attend meetings; to speak; to resign if all obligations to the Corporation have been fulfilled; to have a hearing before any expulsion is effected; to insist on the enforcement of the rules of the Corporation and the rules of order as adopted by the Board of Directors; and to exercise any other right specifically permitted by the bylaws of the Corporation.

**SECTION 5.2. VOTING RIGHTS.**

Only Members in good standing shall be entitled to vote, to sign petitions, to present motions or resolutions, to nominate or conduct business at membership meetings of the Corporation.

**SECTION 5.3. HOLDING OFFICE.**

[Active certified members, Alumni members and Lifetime members in good standing and others appointed by the board per these By-Laws are qualified to hold office or be a member of the Board of Directors.](#)

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**SECTION 5.4. EDUCATIONAL MATERIALS.**

All members shall have access to available educational materials and educational events at member prices from the Corporation.

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**SECTION 5.5. OTHER RIGHTS.**

In addition to the rights described in these bylaws, voting members of this Corporation shall have any other rights afforded voting members under the California Nonprofit Public Benefit Corporation Law.

## **ARTICLE VI, OBLIGATIONS OF INDIVIDUAL MEMBERSHIP**

**SECTION 6.1. DUES.**

The CEO will propose what the Dues shall be as part of the Annual Budgeting Process, and the Board will approve the Dues as part of the Annual Budget Approval. A member who has not paid their dues by the due date is delinquent and must pay their dues prior to being entitled to the privileges of membership, including appointment to Task Forces and voting privileges.

**SECTION 6.2. GENERAL.**

Each member shall stay informed of all rules, regulations, policies, and procedures of the Corporation, which may, from time to time, be established, modified or repealed by action of the Board of Directors, including, but not limited to, requirements for continuing education necessary to maintain certification classification levels.

## **ARTICLE VII, MEMBERSHIP MEETINGS**

**SECTION 7.1. ANNUAL GENERAL MEMBERSHIP MEETINGS.**

A General Membership meeting shall be held annually no later than June 1 of each fiscal year, at the date, time and place established by the Board.

**SECTION 7.2 SPECIAL MEETINGS.**

Any fifty voting members of the Corporation, under special and unusual circumstances requiring prompt action, may request a special meeting of the membership provided notice of such meeting shall be mailed to each member at least ten days prior to the date thereof. Any notice of a special meeting must state the date, time and place along with the general nature of the business to be transacted and no other business may be transacted at such meeting.

**SECTION 7.3. NOTICE OF MEETINGS.**

Whenever members are required to attend or permitted to take action at a meeting, a written notice of the meeting, sent by first class registered, certified mail, or electronic mail shall be given not less than 10 days and not more than 90 days before the date of the meeting to each member who, on the date of the notice, is entitled to vote; provided, however, if the notice is by regular mail, that notice shall be not less than 20 days and not more than 90 days before the meeting.

**SECTION 7.4. QUORUM.**

At all meetings of the membership, a quorum shall consist of no less than 100 voting members. Every act or decision done or made by a majority of the voting members present at a duly held meeting at which a quorum is present is

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an act of the members, unless the law, the Articles of Incorporation or bylaws require a greater number.

**SECTION 7.5. SPECIAL NOTICE RULES FOR APPROVAL OF CERTAIN PROPOSALS.**

If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting:

- A. Removal of a director without cause;
- C. Amending the Articles of Incorporation; and
- D. An election to voluntarily windup and dissolve the corporation.

## ARTICLE VIII, MEMBER SCHOOLS

**SECTION 8.1. MEMBER SCHOOLS.**

The Corporation recognizes Member Schools for the purpose of membership entry control and Member School level participation in Corporation activities. The requirements and benefits for Member Schools shall be established by the Board, from time to time.

**SECTION 8.2. VOTING RIGHTS.**

Member schools are organizations. Member schools have no voting rights or any other rights conferred upon individual members.

## ARTICLE IX, BOARD OF DIRECTORS

**SECTION 9.1. POWERS OF THE BOARD OF DIRECTORS.**

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitation in the Articles of Incorporation and bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted, and all corporate powers shall be exercised by and under the direction of the Board of Directors ("Board"). The Board may delegate the management of the activities of the Corporation to any person or persons, management company, committee, or task force however composed, provided that the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board.

**SECTION 9.2. COMPOSITION OF THE BOARD OF DIRECTORS.**

The Board shall consist of no more than ~~9 members, 6 elected and 3 appointed. Active certified members, Alumni members and Lifetime members of the Corporation in good standing, are~~ eligible and qualified for election to the Board. ~~Appointees do not have to be members of the organization.~~

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**SECTION 9.3. TERM OF OFFICE.**

The term of office for directors shall be three years or until their successors are elected and qualified, so arranged that ~~2~~ shall be eligible for election and ~~1~~ appointed each year on a rotating basis.

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**SECTION 9.4. NOMINATION AND ELECTION OF DIRECTORS.**

No more than 6 elected members of the Board shall serve the General Membership of the Corporation at any time. Two directors will be elected each year by the membership who vote in an annual ballot. Any qualified member desirous of serving on the Board shall submit a nomination form to the CEO, which shall constitute nomination for candidacy. Upon receipt of candidate information, the CEO shall cause to be published a summary of personal information received, accompanied by a ballot containing all official candidates' names, without duplication of names. The General Membership shall receive the subject ballot or have access to vote electronically by which the members may indicate their choices for the Board commensurate with the openings available in any given election year. The ballot shall clearly state the number of Board of Directors openings to be filled in the current election. A plurality of votes received, in descending order, shall indicate a choice for the Board. In the event that different lengths of terms are to be filled, in any election process, the highest plurality of votes shall elect the longest term and so forth in descending order.

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**SECTION 9.5. APPOINTMENT OF DIRECTORS**

No more than 3 appointed members of the Board shall serve on the Board at any one time. No more than 1 Director shall be appointed for a three year term each year by the Board with a super-majority (2/3rds) vote.

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**SECTION 9.6. EMPLOYEES NOT QUALIFIED TO SERVE AS A DIRECTOR.**

A member who is otherwise qualified to run for the Board may not serve on the Board if the member continues as an employee of the Corporation. Any member who is an employee of the Corporation must take a leave of absence from his/her position as an employee before being installed as Board member; provided, however, this provision shall not require Board members who are already serving as duly elected board members at the time these bylaws become effective to take a leave of absence as employees for the duration of their elected term.

**SECTION 9.7. VACANCIES.**

A vacancy on the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director; (ii) whenever the number of authorized directors is increased.

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**SECTION 9.8. FILLING VACANCIES.**

In the event of a vacancy due to the death, disability, resignation, or another cause affecting a member of the Board, a new member of the Board may be appointed by a super-majority (2/3rds) vote of the remaining Board of Directors.

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**SECTION 9.9. TERM OF OFFICE OF REPLACEMENT APPOINTED UPON VACANCY.**

In the case of vacancy for any cause, the person appointed/elected to fill such vacancy shall serve on the Board for the unexpired portion of such term and if such unexpired portion shall amount to one calendar year or more, such person may serve no more than two subsequent, successive years, unless elected by the membership.

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**SECTION 9.10. REMOVAL OF DIRECTOR.**

The Board may, by resolution, declare vacant the office of a director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law.

The Board may by a 3/4th vote declare vacant the office of a director who has violated Board Norms, Board Code of Conduct, or recurring lack of participation as defined in Board policies. Directors removed from the Board remain subject to the membership Code of Conduct and governing provisions.

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**SECTION 9.11, REGULAR MEETINGS.**

The Board of Directors shall meet as many times as necessary within the course of the year in order to conduct the business of the Corporation. Special meetings shall be held whenever called by the Chairperson or requested by a majority of the directors. Directors may participate in a Board meeting through use of conference telephone or similar communications equipment, so long as all directors participating in such a meeting can communicate concurrently with all other directors on the telephone conference call. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

The **Annual Board of Directors Meeting** shall be held at such time and place as the Board directs no later than the end of the fiscal year, for the purpose of electing officers and inducting new directors. The meeting shall be presided over by the incumbent Chairperson. All new incoming Board members plus those continuing terms of office into the next year shall attend.

**SECTION 9.12, NOTICE OF MEETINGS**

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Notice of meetings shall be made in a manner reasonably calculated to give notice to each member of the Board of Directors and may be held no less than 10 days after notice is given in writing and no less than 48 hours if notice is delivered personally, telephonically or telegraphically. Written notice may be in the form of mail or email. The Notice shall include the day, hour and place of meeting. The purpose of the meeting need not be specified.

**SECTION 9.13, QUORUM AND ACTION OF THE BOARD**

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A majority of the Directors of the Board currently in office shall constitute a quorum. No business shall be conducted unless a quorum is present. The vote of the majority of those directors present shall constitute an act of the Board, unless the Articles of Incorporation, bylaws of the Corporation or the provisions of the California Nonprofit Public Benefit Corporation Law require a different percentage for action approval.

**SECTION 9.13, WAIVER OF NOTICE AND CONSENT TO HOLD MEETINGS.**

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Any transaction of any meeting of the Board, however called, noticed or wherever held, are as valid as though the meeting was duly called and noticed, provided a quorum is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to hold the meeting, or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records and made part of the minutes of the meeting.

**SECTION 9.15, ACTION BY UNANIMOUS CONSENT WITHOUT MEETING.**

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Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually and collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the bylaws of this Corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

**SECTION 9.16, VOTING BY MAIL OR EMAIL.**

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The Board of Directors may not vote by mail or electronically.

**SECTION 9.17, COMPENSATION.**

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No director shall be compensated for his/her service as a director, but each director shall be entitled to receive, for attendance at each meeting of the Board or of any duly constituted Board Committee thereof which he/she attends, such expenses as may be determined reasonable by the Board.

PSIA-AASI Western Division Bylaws effective [12/19/2023](#).

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### SECTION 9.18, NON-LIABILITY OF DIRECTORS.

The directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation, provided, however, that this non-liability provision does not extend to negligent actions committed by specific directors which are not specifically covered by insurance.

## ARTICLE X, ELECTED OFFICERS

### SECTION 10.1. OFFICERS.

The officers of the Corporation shall consist of at least a Chairperson of the Board, Vice Chairperson, Secretary, Treasurer, and National Representative. Officers need not be members of the Board of Directors. Any number of offices may be held by the same person, except that the Secretary and Treasurer may not serve concurrently as the Chairperson of the Board. The Board may establish additional officers.

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### SECTION 10.2. TERM OF OFFICE.

Officers elected by the Board at the annual meeting shall serve no less than one year, until their successors are elected and qualified or his/her earlier resignation or removal. Officers shall be eligible for re-election or re-appointment.

### SECTION 10.3. NOMINATION AND ELECTION.

Nominations may be made verbally at the Board's annual meeting immediately preceding the election in a manner established by the Board. A majority vote of the Board shall constitute a choice.

### SECTION 10.4. REMOVAL OF OFFICERS

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, (i) by the Board, at any regular or special meeting of the Board, or at the annual meeting of the Corporation, or (ii) by an officer on whom such power of removal may be conferred by the Board.

### SECTION 10.5. RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in the notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

### SECTION 10.6. VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided that such vacancies shall be filled temporarily by appointment by the Chairperson, or if none, by the Vice Chairperson, and the appointee shall remain in office for 60 days or until the next regular meeting of the Board, whichever comes first. Thereafter, the position can be filled only by action of the Board.

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## SECTION 10.7. RESPONSIBILITIES OF DULY ELECTED OFFICERS

### Section 10.7.a. Chairperson of the Board.

The Chairperson shall preside at all meetings of the Corporation and Board of Directors and shall have the usual powers and duties of such office. He/she shall be an ex-officio member of all Board Committees. In all voting, either by members of the Board of Directors or members of the Corporation, a tie vote shall be resolved by vote of the Chairperson of the Board. The Chairperson of the Board may recommend a Chief Executive Officer, subject to the approval of the Board of Directors.

### Section 10.7.b. Vice Chairperson of the Board.

The Vice Chairperson of the Board of the Corporation shall, in the absence or disability of the Chairperson of the Board, perform all the duties of the Chairperson of the Board and, when so acting, have all the powers of and be subject to all the restrictions upon the Chairperson of the Board. The Vice Chairperson of the Board shall have such other powers and perform such other duties as may be prescribed by the Board.

### Section 10.7.c. Secretary.

The Secretary of the Corporation shall attend to the following:

A. Bylaws. The Secretary shall certify and keep or cause to be kept at the principal office of the Corporation the original or copy of these bylaws as amended to date.

B. Minute Book. The Secretary shall keep or cause to be kept a minute book, as described by these bylaws.

C. Notices. The Secretary shall give, or cause to be given, notices of all meetings of the Board in accordance with these bylaws.

D. Corporate Records. Upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any director, or to his or her agent or attorney, these bylaws and the minute book.

E. Corporate Seal and Other Duties. The Secretary shall keep or cause to be kept the seal of the Corporation, if any, in safe custody, and shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board of Directors.

F. Contracts. The Secretary shall be authorized to execute all contracts, jointly with the Chairperson and any other instrument on behalf of the Corporation whenever authorized to do so by the Board of Directors.

G. Membership Documentation. Issue, or cause to be issued, membership cards and certificates and other membership documentation. H. Correspondence. Transact, or cause to be transacted, such part of the correspondence relating to the Corporation and the Board and shall perform other duties as the Board of Directors may direct.

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### Section 10.7.d. Treasurer.

The Treasurer of the Corporation shall attend to the following:

A. Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

B. Financial Reports. The Treasurer shall prepare, or cause to be prepared, and certify, or

cause to be certified, the financial statements to be included in any required reports.

C. Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to credit of the Corporation with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board; shall render, or cause to be rendered to the Chairperson and directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation; and shall have other powers and perform such other duties incident to the office of Treasurer as may be prescribed by the Board of these bylaws.

D. Audits. Secure, or cause to be secured, annual audits with appropriate balance sheets, revenue & expense accounts, and profit & loss statement upon request by the Board of Directors, by either a Certified Public Accountant or auditing committee appointed by the Board of Directors.

E. Bond. If required by the Board, the Treasurer 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 his or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his/her possession or under his/her control on his death, resignation, retirement or removal from office.

#### Section 10.7.e. ASEA National Board Representative.

The ASEA National Board Representative shall be the official Corporation delegate to the National Board and in that capacity shall report to his/her Board of Directors. His/her actions thereon shall be binding upon the Corporation. The ASEA National Representative is responsible for attending the ASEA National Meeting as a representative for the Western Division. He/she will be responsible for the dissemination of the minutes from each annual meeting and shall regularly report pertinent information and events of the ASEA Board to the members of the Corporation. Similarly, he/she shall regularly report happenings of the Corporation to the ASEA National Board. He/she shall perform such other duties as delegated by the Board of Directors.

#### SECTION 10.8. COMPENSATION.

No officer shall be compensated for his/her service as an officer, but each officer shall be entitled to receive, for attendance at each physical meeting of any duly constituted Board Committee thereof which he/she attends, such expenses as may be determined reasonable by the Board.

#### SECTION 10.9. NON-LIABILITY OF OFFICERS.

The officers shall not be personally liable for the debts, liabilities or other obligations of the Corporation, provided, however, that this non-liability provision does not extend to negligent actions committed by specific directors which are not specifically covered by insurance.

## ARTICLE XI, TRANSACTIONS BETWEEN CORPORATION AND DIRECTORS OR OFFICERS

#### SECTION 11.1. INTERESTED PARTY TRANSACTION & ADVOCACY.

Except as provided in Section 11.2, The Corporation shall not be a party to any transaction or advocate on behalf

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of any person or position:

- A. in which one or more of its directors or officers has a material financial interest, or
- B. with any corporation, firm, association, or other entity in which one or more directors or officers has a material financial interest.

**SECTION 11.2. REQUIREMENTS TO AUTHORIZE TRANSACTIONS.**

The Corporation shall not be a party to any transaction described in Section 11.1 unless:

- A. the Corporation enters into the transaction for its own benefit;
- B. the transaction is fair and reasonable to the Corporation at the time the transaction is entered into;
- C. prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances;
- D. the minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described in paragraphs (a) through (d) of this Section; and
- E. the vote of the Board of Directors to approve the transaction met the requirements in Section 9.12

**SECTION 11.3. LOANS TO DIRECTORS, OFFICERS AND EMPLOYEES.**

The Corporation shall not make any loan of money or property to or guarantee the obligation of any director, officer, or employee, unless approved by the Attorney General; except that, however, the Corporation may advance money to a director or officer for expenses reasonably anticipated to be incurred in the performance of duties of such director or officer, if in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by the Corporation.

**SECTION 11.4. DUTY OF LOYALTY.**

Nothing in this shall be construed to derogate in any way from the absolute duty of loyalty that every director and officer owes to the Corporation.

# ARTICLE XII, CHIEF EXECUTIVE OFFICER

**SECTION 12.1. SELECTION**

Upon recommendation by the Chairperson of the Board, the Board may appoint the Chief Executive Officer who serves at the pleasure of the Board.

**SECTION 12.2. DUTIES**

The CEO shall be responsible for personnel, operations, communications, marketing, membership issues and financial matters of the Corporation. In addition, the CEO shall carry out the administrative duties as may be assigned to him/her from time to time by the Board, as well as make and sign all contracts on behalf of the Corporation with approval of the Chairperson.

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### SECTION 12.3. COMPENSATION.

The salary of the CEO shall be established by the Board from time to time.

## ARTICLE XIII, BOARD COMMITTEES

### SECTION 13.1. BOARD COMMITTEES.

The Board may create one or more standing and ad hoc committees and appoint directors and non-board member to serve on them. Board Committees are limited to such committees necessary to execute the duties of the Board, which committees shall meet in the interim between meetings of the Board of Directors and report recommendations to the Board.

## ARTICLE XIV, CORPORATE RECORDS, REPORTS AND SEAL

### SECTION 14.1. MAINTENANCE OF CORPORATE RECORDS.

The Corporation shall keep at its principal office in the State of California the following:

- A. Minutes of all meetings of directors, committees of the board, membership meetings, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- B. Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- C. A record of its members indicating the names and addresses, the class of membership held by each member and the termination date of any membership;
- D. A copy of the Corporation's Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the members of the Corporation at all reasonable times during office hours.

### SECTION 14.2. CORPORATE SEAL.

The Board of Directors may adopt, use and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### SECTION 14.3. DIRECTORS' INSPECTION RIGHTS.

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

### SECTION 14.4. MEMBERS' INSPECTION RIGHTS.

Voting members in good standing shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

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A. To inspect and copy the record of all member's name, addresses and voting rights, at reasonable times, upon seven business days' prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested.

B. To obtain from the Secretary of the Corporation, upon written demand and payment of a reasonable charge, an alphabetized list of names, addresses and voting rights of members entitled to vote for election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten business days after the demand is received or after the date specified therein as of which the list is to be compiled.

C. To inspect at any reasonable time the books, records or minutes of proceedings of the members or of the board of committees of the Board, upon written demand on the Corporation by the member, for a purpose reasonably related to such person's interest as a member

D. If a member is denied inspection rights because the intended purpose is not reasonably related to the person's interest at a member, the member may appeal to the Board of Directors by submitting the appeal in writing. The decision of the Board of Directors on such appeal shall be final.

**SECTION 14.5. RIGHT TO COPY AND MAKE EXTRACTS.**

Any inspection under the provision of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

**SECTION 14.6. ANNUAL REPORT.**

The Board shall cause an annual report to be furnished no later than 120 days after the close of the Corporation's fiscal year to all directors of the Corporation and to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- A. The assets and liabilities, including any trust funds, of the Corporation as of the end of the fiscal year;
- B. The principal changes in assets and liabilities, including trust funds if any, during the fiscal year;
- C. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- D. The expenses and disbursement of the Corporation, for both general and restricted purposes, during the fiscal year;
- E. Any information required by Section 14.7 of this Article.

The annual 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 Corporation that such statements were prepared without audit from the books and records of the Corporation.

In lieu of printing and providing copies of the Annual Report to the directors or to any member who requests it in writing, the Board of Directors may elect, by majority vote, to post the Annual Report on the website to satisfy the requirements of this Section; provided, however, that the Board shall cause notice of the posting to be sent via mail or email to each director and every member who has requested a copy of the report in writing.



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## ARTICLE XV, AMENDMENT OF BYLAWS

### SECTION 15.1. AMENDMENT BY MEMBERSHIP

The voting members of the Corporation may alter, amend, or repeal the bylaws as follows:

At the annual Membership Meeting or at a special meeting provided that notice in writing of such proposed action be given at least one full day prior to voting, and provided that at least two-third of the quorum approve the proposed changes.

### SECTION 15.2. AMENDMENT BY THE BOARD OF DIRECTORS.

The Board of Directors may amend the bylaws subject to the following terms and conditions:

- A. No portion of the bylaws that effect a member's rights and privileges afforded by membership in the Corporation may be modified except by Membership vote;
- B. No amendment shall be effective except upon a two-thirds of the Board of Directors voting in favor of the amendment.
- C. Voting by the Board may be at a regular or special meeting.
- D. All amendments made by the Board of Directors shall be published and made available to the Membership.

## ARTICLE XVI, AMENDMENT OF ARTICLES OF INCORPORATION

### SECTION 16.1. AMENDMENT OF ARTICLES OF INCORPORATION.

Amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors and by approval by the Members of the Corporation.

### SECTION 16.2. CERTAIN AMENDMENTS.

Notwithstanding the above section of this Article, this Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this Corporation, nor the name and address of its initial agent except to correct an error in such statement or to delete such statement after the Corporation has filed a A Statement of Domestic Non-Profit Corporation pursuant to Section 6210 of the California Nonprofit Corporation Law.

## ARTICLE XVII, MISCELLANEOUS

### SECTION 17.1. FISCAL YEAR.

The fiscal year of the Corporation shall commence on the first day of July and end on the 30th day of June.

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**SECTION 17.2. ELECTRONIC NOTICES AND VOTING.**

**Section 17.3.a. Electronic Notices.**

The Board of Directors and the CEO are authorized to use electronic means including the use of a website to publish notices and information for the benefit of the general membership. The Board of Directors may establish a that outlines the process by which electronic means, email and web-based means are used for providing notices and disseminating information that is reasonably likely to give notice to as many members as possible.

**Section 17.3.b. Online Voting.**

Electronic voting, email voting, online voting and secure web-based voting may be permitted by the Board of Directors for conducting General Membership voting so long as:

- A. Any discussion or information relating to the subject placed for vote has been adequately disseminated to the Membership and discussion has been permitted.
- B. In an electronic, email, online or secure web-based vote, the vote must be either “yes” or “no.”
- C. In an electronic, email, online or secure web-based vote, the voting page or document must clearly state the topic for the vote and contain an identification number for each member to prevent duplicate voting.
- D. If a mail-in ballot has been disseminated, no vote using electronic voting, email, online or secure web-based voting shall take place.
- E. Electronic voting, email voting, online voting and/or secure web-based voting may be used so long as procedures used comply with any laws governing electronic, email, online voting and secure web-based voting as set forth in the laws of the State of California.

**SECTION 17.3. EFFECTIVE DATE OF THESE BYLAWS.**

These bylaws shall become effective upon the call to order of the newly elected board at the annual meeting immediately following the approval of the bylaws.

**SECTION 17.4. PARLIAMENTARY PROCEDURE.**

In all matters not covered by the bylaws, the organization shall be governed by Robert’s Rules of Order at its current revision level.

PSIA-AASI Western Division Bylaws effective [12/19/2023](#)

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APPROVED BY THE BOARD OF DIRECTORS  
on [October 19, 2023](#)

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[Dino White](#), Secretary

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