

# By Laws

## CALIFORNIA ASSOCIATION OF DIRECTORS OF ACTIVITIES

### ARTICLE I

#### **Name, Principal Office, Purpose and Restrictions**

- 1.01 **Name.** The name of the organization is California Association of Directors of Activities, a California nonprofit public benefit corporation (“CADA”).
- 1.02 **Principal Office.** The Board of Directors (Board) shall determine the location of the principal office of CADA.
- 1.03 **Purpose.** The specific purposes of this organization are to promote the philosophy, trends, methods, and practices in the co-curricular programs by:
- a. Representing activity directors to all other groups.
  - b. Provide training and services for activity directors and students.
  - c. Helping promote and broaden the scope of participation in all student activities which are authorized by CADA.
  - d. Adhering to the belief that co-curricular programs generally strengthen the framework of formal education.
- 1.04 **Areas.** For administration purposes, the State shall be divided into geographical areas as identified in Exhibit B for reference purposes and which may be revised from time to time by the Board.

- 1.05 **Restrictions.** All policies and activities of CADA shall be consistent with applicable federal, state and local antitrust, trade regulation laws and other legal requirements, including the California Nonprofit Corporation Law (“Nonprofit Law”) under which CADA is organized and operated, and applicable tax-exemption requirements.

## ARTICLE II

### Members

- 2.01 **Membership Qualifications.** Membership in CADA is extended to persons interested in co-curricular programs in California education.
- 2.02 **Regular Membership.** Regular voting membership in CADA is extended to persons currently employed in education in California, working in an area of student activities. Regular members shall have the right to vote and to hold office.
- 2.03 **Affiliate Membership.** Affiliate membership is extended to commercial firms and their representatives who service school co-curricular programs.
- 2.04 **Associate Membership.** Associate membership is extended to any person not eligible for membership under the regular or affiliate categories.
- 2.05 **Life Membership.** Life membership is extended to (1) retirees from the teaching professions who continue as members in good standing for one year after retirement and (2) person who have served as CADA President for one year. Life members shall be exempt from dues payment. Life members shall have the right to vote and to hold office.
- 2.06 **Honorary Membership.** The Board may grant honorary membership to an individual as it sees fit. These members shall not pay dues.
- 2.07 **Member in Good Standing.** A member in good standing is one who has paid current dues and assessments.
- 2.08 **Member Obligation to Follow CADA Rules.** Each member of CADA agrees to be bound by these Bylaws and any amendments thereto, and by the lawful actions of the Board or voting members of CADA.
- 2.09 **Termination.** A membership shall be suspended or terminated whenever the Board, or a committee or person authorized by the Board, in good faith determines that any of the following events have occurred: (a) resignation of member, on reasonable notice to CADA; (b) expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by

the Board; (c) failure of a member to pay dues, fees, or assessments in the amount and under the terms set by the Board; and (d) occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications.

- 2.10 **Discipline.** A member may be publicly reprimanded, fined, suspended or terminated for cause by the Board or its designee. Cause shall include a failure, in serious degree, to observe CADA's rules of conduct as prescribed by the Board in these Bylaws or otherwise. The discipline shall occur only after the member has been given a fifteen-day prior written notice of the proposed discipline and the reasons therefor. The notice shall also advise the member of the member's opportunity to be heard, orally or in writing, not less than five days before the effective date of the discipline by the Board or its designee. The Board or its designee shall determine whether cause exists and the appropriate discipline, if any.

The Board is not required to follow the above procedure when imposing lesser discipline such as private reprimand.

- 2.11 **Member Liability.** No member of CADA shall be personally or otherwise liable for any of the debts or obligations of CADA.

## ARTICLE III

### Dues, Fees and Assessments

- 3.01 **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. The Board may, in its discretion, set different dues, fees and assessments for each class.
- 3.02 **Delinquency.** Any member of CADA who is delinquent in dues, fees or assessments may be suspended or terminated as provided above.
- 3.03 **Refunds.** No dues will be refunded.

## ARTICLE IV

### Membership Meetings

- 4.01 **Annual Membership Meeting.** CADA shall hold an annual meeting of the regular membership at the place and on the date that the Board determines. At the annual meeting, Directors shall be elected, the Board shall report the activities of CADA to the members, and other business shall be transacted as may be properly brought before the meeting.
- 4.2 **Special Meetings.** The President, the Board or five percent or more of the members may call special meetings of the regular membership.
- 4.03 **Notice.** The Board must give CADA members reasonable notice of all annual and special meetings. The notice shall include a description of the business to be discussed and shall be given at least 10 days (but not more than 90 days) before the meeting.
- 4.04 **Quorum, Voting.** The presence of 20 percent of the regular membership constitutes a quorum. Whenever a quorum is present, an act or decision made by a majority of the members is a valid act or decision. Proxy voting which conforms to the Nonprofit Law is permitted at any meeting.
- 4.05 **Action Without a Meeting: Written Ballot.** Any action which may be taken at a regular meeting of the members may be taken by conforming to the mail balloting procedure specified in the Nonprofit Law.
- 4.06 **Area Meetings.** Each of the seven areas of CADA shall hold at least one meeting of members annually.

## ARTICLE V

## **Board of Directors**

- 5.01 **Board of Directors.** The Board is the governing body of CADA and has authority and is responsible for the supervision, control, and direction of CADA.
- 5.02 **Qualifications and Number.** Directors shall be a regular or automatic life member. The Board shall consist of:
- a. **Area Coordinators.** The members of each area of the seven areas shall select one Director (7 Directors).
  - b. **Officers.** Each officer shall be a Director (6 Directors).
  - c. **Additional Directors.** ~~The Board shall appoint a Publications Coordinator, Exhibit/Affiliate Coordinator, Spirit Program Coordinator, Leadership Program Coordinator, and other coordinators (4 or more Directors as needed.~~ **(change to: The Board shall appoint other directors/coordinators as needed.) (approved: March 2, 2001)**
- 5.03 **Election and Term of Office.** At each annual meeting of CADA an election is held to choose new members of the Board to replace those whose terms are expiring.
- 5.04 **Vacancies.** If a vacancy occurs on the Board for any reason, the Board may fill the unexpired portion of the term.
- 5.05 **Meetings.** Any elected officer or any two Directors may call meetings of the Board. The Board shall hold its annual meeting at the time and place it selects and shall hold other meetings each year at the time and place it selects.
- 5.06 **Notice.** The Board may hold regular meetings without notice if the time and place of such meetings is fixed by the Board. The Board may hold special meetings upon four days notice by first class mail or 48 hours notice delivered personally or by telephone, telegraph or facsimile.
- 5.07 **Quorum.** A quorum shall be a majority of the Directors of the Board.
- 5.08 **Board Action.** Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board. The Board may adopt rules and regulations which may supplement and interpret these Bylaws and shall be binding and enforceable as to members, Directors and officers.

- 5.09 **Absence.** Any member of the Board who fails to attend two consecutive meetings without having given prior appropriate notification to the President shall be deemed to have resigned from the Board.
- 5.10 **Conduct of Meetings.** Meetings shall be governed a standard code of parliamentary procedure.
- 5.11 **Action by Unanimous Written Consent without a Meeting.** Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in the manner specified in the Nonprofit Law.

## ARTICLE VI

### Officers

- 6.01 **Officers.** The officers of CADA are President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past President. Except for the Secretary and Treasurer, the officers shall be elected as provided in Bylaw 6.03 below. The Secretary and Treasurer shall be appointed by the Board for such terms as the Board may fix.
- 6.02 **Qualifications.** In addition to specific qualifications determined by the Board, officers must be regular or regular life members of CADA.
- 6.03 **Election and Term of Office.** At the annual convention, the membership shall elect the Vice-President, whereupon each other elected officer shall succeed to the next office in the following order: President-Elect, President, and Immediate Past-President.
- 6.04 **Duties.** The officers perform those duties that are usual to their positions and that are assigned to them by the Board, including those duties that are set forth in the position descriptions for each officer as adopted by the Board from time to time.
- 6.05 **Vacancies.** If a vacancy occurs among the offices, other than the President, for any reason, the Board may fill the unexpired portion of the term.

## ARTICLE VII

### Area Coordinators

- 7.01 **Area Coordinators.** There shall be one Area Coordinator elected by each Area.
- 7.02 **Qualifications.** In addition to specific qualifications determined by the Board, an Area Coordinator must be a regular or regular life member of CADA.
- 7.03 **Election and Term of Office.** At the Annual Convention, the membership shall elect each Area Coordinator for a two-year term, continuing the staggered term system whereby Areas A, C, E, G Coordinators are elected on odd number years and Area B, D, and F are elected on even numbered years.

## ARTICLE VIII

### Committees

- 8.01 **Committees.** The Board may create committees to which it may delegate various governance functions; the Board shall provide each such committee a specific mission statement with a definition of the committee's authority.
- 8.02 **Executive Committee.** The Executive Committee shall act in place and stead of the Board between Board meetings on all matters except personnel and those specifically reserved to the Board by these Bylaws and the Nonprofit Law. The Executive Committee shall report its actions to the Board by mail or at the next Board meeting. The Executive Committee shall consist of the Immediate Past-President, President, President-Elect, Vice-President, Treasurer and one Area Coordinator.
- 8.03 **Meetings.** All committee meetings shall conform to the requirements of these Bylaws respecting meetings of the Board with necessary changes in details.

## ARTICLE IX

### Area Councils

- 9.01 **Area Council.** Each Area shall be administered by an Area Council pursuant to written bylaws, rules and regulations approved by the CADA Board.
- 9.02 **Composition and Election.** Each Area shall elect an Area Council with a minimum of four members, with at least one member employed in each Region embraced within the Area. At the Annual Convention, Area Council members shall be elected for two-year staggered terms as set forth in Exhibit A.
- 9.03 **Vacancies.** The Area Council may fill any vacancies on the Area Council or in the position of Area Coordinator. (The qualifications are that Area Council members be regular or automatic life members.)

## ARTICLE X

### Indemnification and Insurance

- 10.01 **Indemnification.** To the fullest extent permitted by the law, CADA shall defend, indemnify and hold harmless any agent against any claim arising out of any alleged or actual action or inaction in the performance of duties performed in good faith on CADA's behalf. "Agent" for this purpose shall include Directors, officers and employees.
- 10.02 **Insurance.** CADA may purchase and maintain insurance to the full extent permitted by the law on behalf of its agents against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such.



## ARTICLE XI

### Amendment of Bylaws

- 11.01 **Amendment of Bylaws.** These Bylaws may be amended by the Board, provided that certain amendments to the Bylaws specified in the Nonprofit Law, including those that materially and adversely affect the rights of members or change the authorized number of Directors, must be approved by the members.

## ARTICLE XII

### Interpretation

- 12.01 **Interpretation.** These Bylaws constitute a written agreement between CADA and its members, Directors and officers. The Bylaws should be interpreted in connection with the Nonprofit Law which supplements and controls these Bylaws.

asca17: 2/7/96

## EXHIBIT A

### Election of Area Council Members

#### Even Numbered Years

<u>Area</u>	<u>(Starting 1978)</u>
Area A	ACSA Regions 1 & 3
Area B	ACSA Regions 4 & 6
Area C	ACSA Regions 9 & 12A
Area D	ACSA Regions 10 & 13 (1 ea.)
Area E	ACSA Regions 14 & 16
Area F	ACSA Regions 17 & 12B (1 ea.)
Area G	ACSA Region 18 (2)

#### Odd Numbered Years

<u>Area</u>	<u>(Starting 1979)</u>
Area A	ACSA Regions 2 & 7

Area B	ACSA Regions 5 & 8
Area C	ACSA Regions 11 & at large
Area D	ACSA Regions 10 & 13
Area E	ACSA Regions 15 & at large
Area F	ACSA Regions 17 & 12B
Area G	ACSA Regions 18 (2)