

**Bylaws of the
California Academy of Physician Assistants, Inc.
A California Nonprofit Mutual Benefit Corporation**

Article I. Name

This corporation shall be known by name and title as the California Academy of Physician Assistants, Inc., herein referred to as the Academy, a nonprofit corporation.

Article II. Principal Office

The principal office for the transaction of the business of the corporation shall be at a location within the state of California, as designated by the Board of Directors (“BOD” or “Board”).

Article III. Purpose

The general purpose of the Academy is as set forth in its Articles of Incorporation. Within the context of such general purpose, the specific goals of the Academy shall be:

- a. To expand access to health care for the citizens of California by promoting the physician assistant profession;
- b. To encourage its members to render quality service to the health professions and to the public;
- c. To develop, sponsor and evaluate continuing medical or medically related education programs for physician assistants;
- d. To assist in the development of role definition of a physician assistant;
- e. To sponsor and promote regulatory and legislative changes which will enhance the ability of the physician assistant to provide safe, cost-effective medical care to the residents of California.
- f. To promote cooperation and harmony with other health professions in order to improve coordination and eliminate conflict within the health care delivery system;
- g. To serve as a public information center regarding the physician assistant profession for its members, other health professions and the public;
- h. To develop, coordinate and participate in studies having an impact either directly or indirectly on the physician assistant profession; and
- i. To engage in any other lawful act or activity permitted by the Nonprofit Mutual Benefit Corporation Law which directly or indirectly promotes quality, cost-effective and accessible health care; promotes the professional and personal development of the physician assistant; and/or promotes or protects the physician assistant profession.

Article IV. Affiliation

The Academy shall seek to maintain the status of a chartered constituent chapter of the American Academy of Physician Assistants, herein referred to as the AAPA.

Article V. Classes and Conditions of Membership

Section 1. General. Members of this Academy shall be men and women who are cognizant of their obligation to serve the public and who meet the requirements for membership as herein defined.

Section 2. Classes. The membership shall consist of (a) Fellow members, (b) Associate members, (c) Student members, (d) Physician members, (e) Affiliate members, (f) Honorary members, (g) Retirement members, (h) Military members, , and (i) Interim Student members. Notwithstanding the foregoing, only Fellow and Associate members shall constitute statutory members within the meaning of Section 5056 of the California Corporations Code.

Section 3. Fellow. Fellow members shall be physician assistants who are fellow members of the American Academy of Physician Assistants. Fellow members shall be eligible to hold office and shall have full voting rights.

Section 4. Associate. Associate members shall be physician assistants who are eligible for AAPA fellow membership but elect not to join the AAPA, or who are ineligible for AAPA fellow membership. Associate members may be fully active in affairs of the Academy, including exercise of right to vote, but may not directly participate or vote with respect to issues relating to the

AAPA, such as submitting resolutions to, being a delegate to, or selection of delegates to the AAPA House of Delegates, and may not become an officer of the Academy.

Section 5. Student. Student members shall be persons enrolled in programs for physician assistants that are approved by the ARC-PA or its successor. Student members from California programs may only hold the office of student representative. Student members shall be permitted to vote on general Academy business and policy matters, but may not vote in Board of Directors and officer elections other than for the Student representative, or vote for AAPA related issues.

Section 6. Physician. Physician members shall be supervising physicians of Academy members or other licensed physicians who desire to associate with the Academy and/or promote its purposes. Physician members shall be entitled to participate in Academy activities, but shall not be entitled to vote or hold office.

Section 7. Affiliate. Affiliate members shall be persons who are not physician assistants and who desire to associate with the Academy and/or promote its purposes. Affiliate members shall be entitled to participate in Academy activities, but shall not be entitled to vote or hold office.

Section 8. Honorary. Honorary members shall be persons who have rendered outstanding service to the Academy, who are nominated for status as an Honorary member by a Fellow or Associate member of the Academy, and who are confirmed by a two thirds (2/3) vote of the Board of Directors. Honorary members who meet the requirements for the Associate or Fellow member class shall have all the rights and privileges of the Academy including voting and committee membership, but may not hold office, or chair committees. They shall be exempt from payment of dues.

Section 9. Military. Military members shall be full-time permanent/active duty PAs. Military members who qualify for Fellow membership in the California Academy shall enjoy all the rights of a Fellow if AAPA recognizes the Academy as the constituent chapter representing them with AAPA. Otherwise, if CAPA is not recognized as the constituent chapter representing them with AAPA, they shall have the rights of Associate membership.

Section 10. Retirement. Retirement status shall be open to PAs who have retired completely from the PA profession. Retirement members will receive publications. They will not be allowed to hold office, chair a committee, or have voting privileges. Retirement members may serve as a member of a committee. If a retirement member resumes any patient care clinical work as a PA, then their eligibility for retirement membership ends.

Section 11. Interim Student: Granted to student members graduating from an ARC-PA accredited program, or its successor, during the current membership year who have been CAPA members through their second/senior year as physician assistant students.

Section 12. Application. All applicants may apply for membership in accordance with requirements established by the Board.

Section 13. Termination of Membership. A membership shall terminate on occurrence of any of the following events:

- a. Resignation of a member, on reasonable notice to the Academy;
- 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 membership dues or fees as set by the Board within sixty (60) days after they become due and payable.
- d. Occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications;
- e. Expulsion of the member for misconduct in accordance with the procedures specified in Article XII.

Section 14. Suspension or Expulsion. Any member who is under sentence of suspension or expulsion shall not be entitled to any of the rights or benefits of the Academy or be permitted to take part in any of the proceedings until he/she has been reinstated.

Section 15. 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 (1) observe the Association's rules of conduct as prescribed by the Board in these Bylaws or otherwise, (2) to abide in the lawful decisions of any duly constituted committee of the Association, or to engage in any conduct which is deemed by the Board or its designee contrary or prejudicial to the interests and/or purposes of the Association. 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.

Section 16. Nondiscrimination. Membership in the Academy shall not be denied or abridged because of sex, color, creed, race, religion, ethnic or national origin, age, or sexual orientation.

Article VI. Annual Convention and Special Meetings of the Membership

Section 1. Time and Place. The convention of the members of the Academy shall be held annually at a time and place determined by action of the Board of Directors. Special meetings of the membership may be called by the Executive Committee or the Board, or shall be called by the President upon petition signed by no less than ten percent (10%) of the voting members of the Academy.

Section 2. Notice. Written notice of the time and place of the annual convention or any special meeting shall be mailed or sent electronically to each voting member, charges prepaid, addressed to him/her at his/her address or email address as it is shown on the records of the corporation, or if it is not shown on the records or not readily ascertainable, notice shall be posted at the principal office. Any notice shall be transmitted at least ten (10) but not more than ninety (90) days before the date of the meeting. Notice may also be provided in any other manner authorized by Corporations Code Section 7511(c). The notice shall specify the date, time and place of the meeting and (a) for the annual convention, those matters that the Board, at the time notice is given, intends to present for action by the members, or (b) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted at such special meeting.

Section 3. Quorum; Voting. Five percent (5%) of the voting membership shall constitute a quorum at any meeting of the Academy or for purposes of a mail or electronic vote as authorized by these Bylaws. For the purposes of electing a student representative to the Board of Directors, 1% of the voting student membership shall constitute a quorum. An affirmative vote by a majority of the members voting shall constitute action of the Academy, unless a different percentage is required by law, the Articles of Incorporation, or these Bylaws.

Section 4. Purpose. At the annual convention or any special meeting of the membership, the Academy may transact such business as may be required and as may appear on the agenda or notice. Approval by the members of any of the proposals specified in Corporation Code Section 7222 (removal of directors without cause), Section 7224 (filling vacancies on the board), Section 7233 (approving contracts in which a director has a material financial interest), Section 7812 (amending the Articles of Incorporation), Section 8610 (voluntarily electing to wind up and dissolve the corporation), and Section 8719 (approving a distribution plan on winding up that is inconsistent with rights specified in the articles or Bylaws, other than by unanimous approval by those entitled to vote), is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals.

Section 5. Mail or Electronic Votes Without Meeting. Any action of the Academy requiring a vote of the membership shall be valid as if voted upon at a duly constituted meeting if a quorum and required number of votes are cast pursuant to a mail or electronic vote by written or duly secure electronic ballot provided to the members in accordance with the applicable provisions of the California Corporations Code. All solicitations of votes by written ballot shall (a) indicate the number of responses needed to meet the quorum requirement, (b) with respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure or measures, and (c) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (a) set forth the proposed action, (b) provide the members an opportunity to specify approval or disapproval of each proposal, (c) provide a reasonable time in which to return the ballot to the Academy and (d) provide, subject to reasonable specified conditions, that where the member specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.

Article VII. Board of Directors

Section 1. Number. There shall be ten (10) directors of the Academy, consisting of: the president, president-elect, vice president, secretary, treasurer, immediate past-president, student representative, and three (3) directors-at-large (or, in the circumstances specified in Section 5 of this Article, four (4) or five (5) directors at large).

Section 2. Term of Office. The term of office for officers and directors shall be one (1) year, commencing July 1 and ending June 30, except as provided in Section 5 in the event of a vacancy in the office of president-elect during the preceding year.

Section 3. Vacancies. In the event of a vacancy on the Board of Directors resulting from a vacancy in the office of president, the vice president shall become the president and shall serve the remainder of the unexpired term. In the event of a vacancy on the Board of Directors resulting from a vacancy in the office of the president-elect which occurs after an election filling such position, the remaining members of the Board shall fill said position by temporary appointment, and a special election of the general membership shall be held within ninety (90) days to fill said vacancy. Candidates for the vacant office of president elect may either self-declare, or may be nominated by any fellow or associate member, or may be nominated by a nominating committee if such has been established. The election rules stated in Sections 6, and 7 of this Article shall apply to a special election. In the event that the date of a special election falls after the end of the regular term of office as defined in Section 2 of this Article, the vice president shall temporarily serve as the president, and the special election shall directly elect the new president. The new president's term commences immediately upon certification of the special election results by the nominating committee. All other vacancies occurring on the Board of Directors shall be filled for the unexpired terms by a vote of the majority of the remaining members of the board. Notwithstanding foregoing, a vacancy shall not be deemed to exist (i) in the office of president-elect during the year following an election in which no candidate has self-declared or been nominated for such office, or (ii) in the office of president or immediate past president in the second year following such election. In such event, Section 5 of this Article shall govern the composition of the Board. In the event of vacancies for Delegates to the AAPA House of Delegates, the CAPA Board, by majority vote, may approve Fellow members from the CAPA Board of Directors to fill the vacancies.

Section 4. Duties and Responsibilities. Without prejudice to the duties and responsibilities conferred by statute, by the Articles of Incorporation, or by these Bylaws, the directors of the Academy shall be responsible for the implementation of policies concerning the property, business and affairs of the Academy. Without limiting the foregoing, the Board of Directors shall have the following duties and responsibilities.

- a. To appoint and employ, and at its discretion to remove and suspend permanently or temporarily, the chief employed executive and such other employees and consultants, including but not limited to legal counsel and a legislative advocate, as it may from time to time choose and to determine and fix their duties, and to fix and change their salaries and employment and to require such security in such instances and in such amounts as it may determine, and to confer by resolution upon any officer of the Academy the right to choose, remove or suspend all subordinate officers or agents and to fix and change their salaries.
- b. To determine who shall be authorized to sign, on the Academy's behalf, bills, receipts, endorsements, checks, releases, contracts, and documents.
- c. To impose such charges, dues and/or assessments as it may deem advisable for purposes of furthering the Academy's objectives.
- d. Subject to Section 3 of this Article, to fill all vacancies occurring in their number between annual elections.
- e. To establish the policies of the Academy and to determine the appropriate strategies for achieving its goals.
- f. To provide from time to time for the management of these affairs of the Academy in such manner as it may think fit, and from time to time, to delegate any of the powers of the Board of Directors to any committee, officer or agent, except: (1) the power to alter or amend these Bylaws; (2) the power to elect directors; and (3) the power to fill vacancies in the membership of the Board of Directors.

Section 5. Election of Board. Election of the Board of Directors and delegates to the House of Delegates of the AAPA will be held the first Thursday of each May. Candidates may declare for elected office on the CAPA Board of Directors and/or as a delegate for the House of Delegates of the AAPA if they meet the criteria. Declaration of candidacy for elected office on the Board of Directors must precede the appointed date of election by at least seventy five days (75) or sixty (60) days if the candidate is nominated or endorsed by the Nominating Committee. Write-in candidates are not permitted. Candidates requesting a review by the Nominating Committee, but ultimately are not endorsed, will not appear on the ballot, unless they declared at least seventy five days (75) prior to the election and the candidate indicates their desire to be notated as "Reviewed by the Nominating Committee, but not Endorsed." Candidates may self-declare, or may be nominated by any Fellow or Associate member, or may be nominated and endorsed by the Nominating Committee if such has been established. Candidates for officer positions must have at least 1 year CAPA board member or CAPA committee chair leadership in the prior 3 years and have an uninterrupted member in good standing status with CAPA the prior 3 years. Candidates may ask the CAPA Board of Directors for an exemption. If found to have appropriate experience, they must be reviewed by the Nominating Committee, and if endorsed they will be eligible to run for an officer position. The candidate must be willing and able to fulfill the time and financial commitments of the office. If no candidate self-declares or is nominated for the office of president-elect, the president-elect in office at the time of the election shall, with his or her concurrence, serve as president for a period of two years ("Two Year President"), and an additional director at large shall be elected in lieu of a president-elect. In the event there are two consecutive Two Year Presidents, such that there would otherwise be an additional vacancy on the Board, a second additional director-at-large shall be elected to fill such vacancy. Service by a director as a president for a second year shall extend the presidential term by one year, thereby including an additional year for that person to serve as immediate past-president.

Declaration is considered official when a self-declaration or an acceptance of nomination is received in writing by the CAPA Office. All candidates shall be Fellow members of the Academy except: candidates for the student representative, who shall be a Student member at the time of election in a California physician assistant program, approved by ARC-PA or its successor; and the candidates for director-at-large, who shall be Fellow or Associate members, provided, however, that in the event the current student representative is a candidate for director-at-large, that he or she must be a Fellow or Associate member no later than 90 days after taking office. All elected officers and directors that are Fellow members of CAPA are automatically eligible to serve as a pool of alternate delegates to the House of Delegates of the AAPA. The selection of alternate delegates for vacancies in the delegation is outlined in Article VII, Section 3 of these bylaws.

Section 6. Ballots. The CAPA Office, upon direction from the Nominating Committee Chairperson, and in accordance with any rules or procedures promulgated by the Board, shall arrange distribution of a ballot to eligible voting members by mail or electronically at least thirty (30) days prior to the date of the election of officer, directors and delegates. The ballot will be clearly noted with the directions on how to cast their vote. Write-in candidates are not permitted, and will not be counted. The ballot, to be valid, must be received at the designated location if mailed or entered electronically by noon on the date of the election. Eligible voters are members with voting rights in good standing thirty (30) days prior to ballot distribution.

Section 7. Voting; Quorum. A majority of valid ballots cast, so long as they shall constitute a quorum, shall elect the president-elect, vice president, secretary, treasurer, and student representative. The immediate past-president and president shall assume office automatically. In the event that there is no majority, a run-off election between the two candidates receiving the most votes for the affected office shall be held. A majority of valid ballots cast, so long as they shall constitute a quorum, shall elect in a run-off election.

Section 8. Student Representative. The Student representative shall be elected by Student members only.

Section 9. Directors-at-Large. The three (or, in the circumstance specified in Section 5 of this Article, four (4) or five (5), as applicable) candidates for director-at-large receiving the highest number of votes cast shall be elected to office.

Section 10. Meeting of the Board. The Board of Directors shall hold meetings at such time and at such places as shall be designated by the president or specified by resolution of the Board, but in no event shall there be less than three such meetings in any calendar year.

Section 11. Special Meetings. Special meetings of the Board shall be called at the request of the president or upon the request to the president of at least two other Board members. A statement of the general nature of business to be transacted at any special meeting shall be included in the notice and no other business shall be transacted.

Section 12. Notice. Notice of regular meetings of the Board of Directors shall be mailed to members of the Board at least four (4) days prior to the meeting date. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage prepaid; (c) by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate the notice promptly to the director; (d) by fax or e-mail message. All such notices shall be given or sent to the director's address, e-mail address or telephone or fax number, either home or office, as shown on the records of the Academy. Notices sent by first class mail shall be deposited in the mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or e-mail message shall be delivered, telephoned or emailed at least 48 hours before the time set for the meeting. Notice of a special meeting shall state the time of the meeting, the place and the general nature of the business to be transacted at such meeting.

Section 13. Waiver of Notice. Notice of a meeting need not be given to any Board member who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Board member.

Section 14. Adjournment. A majority of the Board Members present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of time and place of holding an adjourned meeting need not be given to absent Board members if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Board members who were not present at the time of the adjournment.

Section 15. Participation in Meetings by Electronic Modalities. Any meeting may be held by conference telephone call or similar communication modality, or any director may participate in a meeting by such medium as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such meetings.

Section 16. Action Without Meeting. Any action that the Board or Executive Committee is required or permitted to take may be taken without a meeting if all members of the Board or Executive Committee consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board or Executive Committee. All such consents shall be filed with the minutes of the proceedings of the Academy. Nothing herein shall be construed as precluding the Board or Executive Committee from taking an informal or advisory vote in a manner not in compliance with this Section or any matter which does not require a formal action of the Board or Executive Committee.

Section 17. Board Voting; Board Quorum. A majority of the members of the Board then in office shall constitute a quorum for the purpose of transacting business. An affirmative vote of a majority of the Board members voting shall constitute action of the Board of Directors, unless a different percentage is required by these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Board members, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 18. Absence. Any director failing to attend two consecutive meetings of the Board shall, at the option of the remaining directors, surrender his/her membership on said Board.

Article VIII. Officers and Student Representative

Section 1. Generally. The officers of the Academy shall be a president, president-elect, vice president, secretary, treasurer and immediate past-president.

Section 2. President. The president shall preside at all meetings of the Academy and at all meetings of the Board of Directors. The president shall appoint standing and ad hoc committees of the Board and shall designate a chairperson thereof, subject to the approval of the Board of Directors. The president shall be the official spokesperson of the Academy and shall designate other spokespersons in his/her absence. Subject to the foregoing sentence, in the event of the temporary absence or incapacity of the president, the vice president shall assume his or her duties; or, if the vice president is unable or unavailable, the president-elect shall do so.

Section 3. Vice President. The vice president shall preside at meetings of the Academy and of the Board of Directors in the absence of the president. Except as provided in Section 5, the vice president shall succeed the office of president should that office become vacant. In the event of a vacancy in the office of the president-elect, the vice president shall assume the duties but not the office of the president-elect in addition to his/her duties as vice president.

Section 4. President-elect. The president-elect shall preside at meetings of the Academy in the absence of the president and the vice president.

Section 5. Treasurer. Along with the chief employed executive, the Budget Committee, and CAPA's accounting firm, the Treasurer shall participate in CAPA's fiscal planning and implementation of fiscal policy, as well as in the proper management and reporting of CAPA's assets and liabilities, shall monitor CAPA's overall financial status and adherence to the annual budget, and shall serve on the Budget Committee, Investment Committee and Compensation Committee. The Treasurer shall also provide timely reports to the Board of Directors and, as indicated, to the general membership and shall have such other powers and duties as the Board of Directors may prescribe.

Section 6. Secretary. The secretary shall oversee the keeping the minutes of the meetings of the Board of Directors, attesting to the signature of the officers of the Academy, affixing the corporate seal on documents as required, and performing all duties as may from time to time be assigned by the Board of Directors or president.

Section 7. Immediate Past-president. The immediate past-president shall perform such duties as may be assigned by the president or the Board of Directors.

Section 8. Student Representative. The Student representative shall serve as representative of students in each of the physician assistant programs in the state and shall report to the Board of Directors on liaison activities. S/he shall establish a liaison with the Student Academy of the AAPA, and shall perform such other duties as may be assigned by the president or the Board of Directors.

Article IX. Removal from Office

Section 1. Elected Directors. Elected directors may also be removed in a special election called for that purpose upon the request to the president upon receipt at the CAPA Office the signatures of five percent (5%) of the voting membership. A majority of valid ballots cast, so long as they shall constitute a quorum, shall be required for removal.

Section 2. Appointed Directors. Appointed directors shall be removed at any regular meeting or at a special meeting of the Board of Directors, for any or no reason, upon the request of any director, by a majority of all directors, not counting the appointed director whose removal is sought.

Article X. Executive Committee

Section 1. Members. The Executive Committee of the Academy shall consist of the President, the Immediate Past President, the President-Elect, and the Vice President. In the event of two consecutive Two Year Presidents (creating vacancies in the positions of President-Elect and Immediate Past-President) pursuant to such section, the Board shall appoint the Treasurer, the Secretary or a Director-At-Large to the Executive Committee. The Executive Committee must be comprised of at least 3 individuals at all times.

Section 2. Duties. Except as provided in corporations Code Section 7212, the Executive Committee is accountable to and serves at the pleasure of the Board of Directors to carry out operations of the Academy, and make interim decisions on behalf of the Board of Directors between regular Board meetings. The Executive Committee may not (1) approve any action which also requires approval of the members (corporations Code Section 5034) or approval of a majority of all members (corporations Code Section 5033), (2) fill vacancies on the board or in any committee which has the authority of the board, (3) fix compensation of the directors for serving on the board or on any committee, (4) amend or repeal of bylaws or the adoption of new bylaws, (5) amend or repeal of any resolution of the board which by its express terms is not so amendable or repealable, (6) appoint committees of the board or the members thereof, or (7) expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected. The Executive Committee shall review all proposed legislation and regulatory changes which can be reasonably expected to have an impact on the Academy's membership. Upon review, the Executive Committee will make recommendations to the Board of Directors for positions on legislation and regulations.

Section 3. Report of Actions. The Executive Committee shall report its actions to the full Board of Directors at the earliest regular meeting of the Board. All such committee actions must be reviewed and ratified by the Board of Directors and shall be included in the official Board minutes.

Article XI. Other Standing Committees

Section 1. Establishment. Other standing committees of the Academy shall be established by the Board of Directors and the chairpersons and members thereof appointed by the president provided that all appointments are subject to approval of the Board. Such committees shall include but shall not necessarily be limited to the Continuing Medical Education Committee, the Committee on Diversity, the Public Education Committee, the Nominating Committee, the PA Education Committee, the Investment Committee, the Compensation Committee, the Audit Committee and the Professional Practice Committee. The Board may also establish and appoint such other committees as may be necessary.

Section 2. Duties. Each committee shall be responsible for the performance of its duties and functions. Standing committees shall hold regular meetings and shall make periodic reports to the Board of Directors.

Article XII. Ethics and Judicial Affairs

Section 1. Code of Ethics and Judicial Body. The Board of Directors shall adopt a Code of Ethics and, when necessary, shall designate an impartial individual or committee to serve as the judicial body of the Academy.

Article XIII. Rules of Order

In the absence of any provisions to the contrary in the Bylaws, all meetings (but not necessarily other activities) of the Academy, the Board of Directors, committees, and the membership shall be governed by the parliamentary rules and usages contained in the current edition of *Sturgis: Standard Code of Parliamentary Procedure*.

Article XIV. Dues and Assessments

Section 1. Dues. The amount of annual dues and assessments and the manner of payment shall be determined by the Board of Directors.

Article XV. Indemnification

To the fullest extent permitted by law, the Academy may indemnify its directors, officers, employees, and other persons described in Section 7237(a) of the California Corporations code, including persons formerly occupying any such position, 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 Academy, by reason of the fact that the person is or was a person described in that section; provided, however, that such person shall have acted in good faith and in manner such person reasonably believed to be in the best interests of the Academy and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Expenses, as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

Article XVI. Insurance

Unless the Board finds that it is not financially feasible or is not otherwise possible to do so, the Academy shall purchase and maintain insurance on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's director's employee's or agent's status as such.

Article XVII. Amendments.

Section 1. Generally. The Bylaws may be amended by resolution of the Board of Directors; provided, however, that approval by the membership shall be required to the extent specified in Section 7150 of the California Corporation Code.

Section 2. Voting. An affirmative vote of the majority of the directors voting, but in no event less than five (5) affirmative votes, and (when required) a majority of the ballots cast by the membership, so long as such ballots represent a quorum, shall be sufficient to amend the Bylaws.