

11/30/11

AMENDED AND RESTATED BYLAWS
OF
CALIFORNIA ASSOCIATION FOR HEALTH,
PHYSICAL EDUCATION, RECREATION AND DANCE,
A California Nonprofit Public Benefit Corporation

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AMENDED AND RESTATED BYLAWS
OF
CALIFORNIA ASSOCIATION FOR HEALTH,
PHYSICAL EDUCATION, RECREATION AND DANCE,
A California Nonprofit Public Benefit Corporation

ARTICLE 1. NAME AND OFFICES.

1.01 Name. This corporation shall be known as the California Association for Health, Physical Education, Recreation and Dance (hereinafter referred to as the "Association").

1.02 Principal Office. The principal office of the Association shall be located at 1501 El Camino Avenue, Suite 3, Sacramento, Sacramento County, California. The board of directors of the Association (hereinafter referred to as the "Board of Directors") is hereby granted full power and authority to change said principal office from one location to another both within and without said county.

1.03 Other Offices. Branch or subordinate offices may be established by the Board of Directors at any time and at any place or places.

ARTICLE 2. PURPOSES AND LIMITATIONS.

2.01 General Purposes. This Association is a nonprofit public benefit corporation organized under California Nonprofit Public Benefit Law ("Nonprofit Corporation Law") for charitable purposes.

2.02 Specific Purposes. Within the context of the foregoing general purpose, the Association's specific purposes are to promote the organizing and progress of school, community and statewide programs of health, physical education and recreation which will embody such opportunities and which will insure the inclusion of such programs within the most appropriate philosophical and social context of life in California.

ARTICLE 3. MEMBERSHIP.

3.01 Qualifications and Rights of Membership.

A. Classes and Qualifications. This Association shall have eleven (11) classes of membership designated as follows:

(1) Professional Membership: For any person who is employed as a professional with responsibilities, duties and interests in school and community health, physical education, recreation, dance or related areas, and who resides or works within the State of California.

(2) Future Professional Membership (Student): Open to full-time undergraduate or graduate students who are preparing for a career in the fields of health, physical

education, recreation or dance, and who are not employed on a full-time basis in the profession. Membership in this category may not exceed a total of six (6) years and full-time student status must be verified annually. Official verification may come from a faculty member of an educational institution or a copy of a current student course schedule.

(3) New Professional Membership: This category is designed to assist in the transition from student fee status to that of a professional. It is available only to individuals who have graduated from their colleges/universities and have yet to become vested within a school district. It is limited to one time enrollment for no more than three (3) years, with eligibility for renewal in the professional category.

(4) Associate Membership: For individuals whose academic training or major portion of their job responsibility is not in health, physical education, recreation or dance, but who is currently involved in some aspect of health, physical education, recreation or dance. This category is also appropriate for Health, Physical Education, Recreation and Dance (HPERD) professionals living outside the State of California who want to participate and/or support this Association.

(5) Institutional Membership: This category of membership has frequently been referred to as a Library Membership and it provides a subscription to all periodicals of the Association. It is available only to educational institutions (such as libraries, university departments, public or private schools), and various recreation, health or allied agencies interested in the activities and work of the Association. No individual membership privileges or voting status shall be granted with this category of membership.

(6) Affiliate Membership: For a business, organization or agency with interests or programs in related Association disciplines and desirous of establishing an official liaison relationship. For example, commercial vendors exhibiting at the annual CAHPERD Conference are extended a one (1)-year courtesy membership in this category. Individual membership privileges shall be granted to one (1) person designated by the organization or agency.

(7) Corporate Membership: For approved vendors or organizations that make a significant financial contribution of \$5,000 or more annually to projects and work of the Association. Guidelines are available upon request.

(8) Retired Membership: Open to any retired person who has reached the age of fifty-five (55) and who has been an individual member of the Association (or related state association) for at least twenty (20) years – the last five (5) years as a continuous member of the Association – and if continuing to be employed in a related discipline, must be working less than full time.

(9) Emeritus Membership: This category is for persons fully retired and who have a record of Association membership for thirty (30) years or more. Past Association Presidents are exempt from the thirty (30)-year rule and may attain Emeritus status upon full retirement from the profession.

(10) Honorary Life Membership: For persons so honored by the Board of Directors of the Association. For example, Verne Landreth Award recipients may be eligible for Honorary Life membership.

(11) Life Membership (Professional): For individuals desiring to purchase a long-term membership with a one (1)-time investment of funds, if approved by the Board of Directors.

Any person dedicated to the purposes of the Association shall be eligible for membership on approval of the membership application by the Executive Director with oversight of the Administrative Committee and on timely payment of such dues and fees as the Board of Directors may fix from time to time. Honorary Life Membership shall be obtained only through Board of Directors approval and recommendation from the House of Delegates.

All persons holding Professional, Student, Transitional, Honorary Life, Retired or Life memberships shall comprise the General Membership.

B. Privileges. Members in good standing comprising the General Membership shall enjoy the privileges of voting and shall be eligible to serve in elective and appointive offices of the Association. Associate, Institutional, Affiliate, Supporting and Sustaining members shall not be eligible to vote or hold any office in the Association, although such members in good standing may attend Association meetings, receive publications, announcements and reports of the Association, attend Association-sponsored, supported or endorsed activities at reduced registration fees, and receive all other Association services available to the General Membership.

C. Voting Members. Members in good standing comprising the General Membership shall have the right to vote, as set forth in Section 4.06, on the election of directors, on the disposition of all or substantially all of the assets of the Association, on a merger and its principal terms or an amendment thereof, on an election to dissolve the Association and such other matters as the Board of Directors may from time-to-time put forth for membership approval. Additionally, such members shall have all rights afforded members under the Nonprofit Corporation Law.

D. Other "Members". The Association may refer to persons holding Associate, Institutional, Affiliate, Supporting and Sustaining memberships as "members" even though such persons are not voting members as set forth in Section 3.01C; however, no such reference shall constitute anyone a member, within the meaning of Section 5056 of the Nonprofit Corporation Law. References in these Bylaws to "members" shall mean members in good standing comprising the General Membership unless otherwise indicated.

3.02 Dues; Good Standing. Members of all membership classes except those holding Emeritus, Honorary Life and Life membership shall pay annual membership dues in amounts to be fixed from time to time by the Board of Directors. Different membership dues may be set for each class, but dues shall be equal for all members of each class. Emeritus, Honorary Life and Life Members are not required to pay annual dues. Those members who have paid the required membership dues in accordance with this Section shall be members in good standing. A

membership shall be for one (1) year beginning with the date the member's dues are paid, accepted and recorded by the Executive Director.

3.03 Termination of Membership. A membership shall terminate upon occurrence of any of the following events: (a) resignation of a member, upon reasonable notice to the Association; (b) expiration of the period of membership, unless the membership is renewed; (c) failure of a member to pay dues within thirty (30) days after they are due and payable; (d) occurrence of any event which renders a member ineligible for membership; or (e) the good faith determination by the Board of Directors and or a committee authorized by the Board of Directors to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Association, or has engaged in conduct materially and seriously prejudicial to the Association's purposes and interests.

3.04 Termination Procedure. If grounds appear to exist for terminating a member under clause (e) of Section 3.03 of these Bylaws, the following procedure shall be followed:

A. The Board of Directors shall give the member at least fifteen (15) days prior notice of the proposed termination. The notice shall state the reasons for the proposed termination and shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the Association's records.

B. The member shall be given an opportunity to be heard, either orally, at a hearing called for the purpose of hearing the member, or in writing, at least five (5) days before the effective date of the proposed termination. The hearing shall be held, or the written statement considered, by the Board of Directors or by a committee or person authorized by the Board of Directors to determine whether the termination should occur.

C. The Board of Directors, committee, or person shall decide whether the member should be terminated. The decision of the Board of Directors, committee, or person shall be final.

D. Any action challenging termination of membership, including a claim alleging defective notice, must be commenced within one (1) year after the date of the termination.

3.05 Transfer of Membership. No membership or rights arising from membership may be transferred.

ARTICLE 4. MEETINGS OF MEMBERS.

4.01 Place of Meeting. Meetings of members shall be held at any place within or outside the State of California as designated by the Board of Directors. In the absence of a designation by the Board of Directors, meetings shall be held at the Association's principal executive office.

4.02 Annual Meeting. The annual meeting of members shall be held each year at the time and location of the Annual Conference of the Association unless another time and location

is designated by the Board of Directors. At each annual meeting, directors shall be elected and other proper business may be transacted.

4.03 Special Meeting.

A. Persons Authorized to Call. A special meeting of the members may be called for any lawful purpose by the Board of Directors, any person whom the Board of Directors may have elected to designate as Board Chairman, the President, or five percent (5%) or more of the members.

B. Calling Meetings. If a special meeting is called by any person (other than the Board of Directors) entitled to call a meeting, the request, specifying the general nature of the business proposed to be transacted, shall be submitted in writing to the President or the Vice President or the Secretary of the Association. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with the provisions of Section 4.04, stating that a meeting will be held at a specified time and date fixed by the Board of Directors; provided, however, that the date of such meeting shall not be less than thirty-five (35) nor more than ninety (90) days following the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the person(s) requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing or affecting the time at which a meeting of members may be held when the meeting is called by the Board of Directors.

C. Business of Special Meetings. No business, other than the business that is set forth in the notice of the meeting, as such notice is described in Section 4.04 below, may be transacted at a special meeting.

4.04 Notice Requirements for Meetings of Members.

A. General Notice Requirements. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given in accordance with Section 4.04C to each member entitled to vote. The notice shall specify the place, date and hour of the meeting and, (i) in the case of a special meeting, the general nature of the business to be transacted, and that no other business may be transacted, or (ii) in the case of a regular or annual meeting, those matters which the Board of Directors, at the time the notice is given, intends to present for action by the members, but except as provided in Section 4.07A, any proper matter may be presented at such meeting; provided that, as long as the quorum requirement provided in Section 4.05A is less than one-third of the voting power, the only matters that may be voted upon at any regular meeting are matters in which notice of the general nature was given. The notice of the meeting at which written ballots for directors may be cast shall include the names of all persons who are nominees at the time notice is given.

B. Notice of Certain Agenda Items. Approval by the members of any of the following proposals, 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 these proposals: (i) removing a director; (ii) filling vacancies on the Board of Directors; (iii) amending the articles of incorporation; or (iv) electing to wind up and dissolve the Association.

C. Manner of Giving Notice. Notice of any meeting of members shall be in writing and shall be given to members entitled to vote not less than ten (10) nor more than ninety (90) days before the date of the meeting; provided, however, that if notice is given by mail and if the notice is not mailed by first-class, registered or certified mail, notice shall be given not less than twenty (20) days before the date of the meeting. Notice shall be given personally by electronic transmission by the Association, or by mail or other means of written communication, addressed to the member at the address appearing on the books of the Association or given by the member to the Association for purpose of this notice.

D. Waiver of Notice of Meeting. The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (a) a quorum is present either in person or by proxy, and (b) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 4.04B of these bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

4.05 Quorum.

A. Number Required. [Five percent (5%)/Ten percent (10%)] of the voting power, represented in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of members. If, however, the attendance at any general or annual meeting, whether in person or by proxy, is less than one-third (1/3) of the voting power, the members may vote only on matters as to which notice of their general nature was given.

B. Loss of Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

4.06 Voting.

A. Eligibility to Vote. Subject to the provisions of the Nonprofit Corporation Law, persons entitled to vote at any meeting of members shall be all members in good standing comprising the General Membership on the record date as determined under Section 4.08 of these Bylaws.

B. Manner of Casting Votes. Voting may be by voice or ballot, except that any election of directors must be by written ballot.

C. Proxy Rights. Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the Secretary of the Association.

D. Voting. Each member entitled to vote shall be entitled to cast one (1) vote on each matter submitted to a vote of the members.

E. Approval by Majority Vote. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter shall be the act of the members, unless voting by classes or the vote of a greater number is required by Nonprofit Corporation Law.

4.07 Action by Written Ballot Without a Meeting.

A. General. Any action that may be taken at any meeting of members may be taken without a meeting upon compliance with the provisions of this Section 4.07.

B. Solicitation of Written Ballots. Written ballots shall be mailed or delivered in the manner required by Section 4.04C to all voting members. If approved by the Board of Directors, the ballot and any related materials may be sent by electronic transmission by the Association and responses may be returned by electronic transmission to the Association. All solicitations of votes and distributions by ballot shall: (i) indicate the number of responses needed to meet the quorum requirement; (ii) with respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure(s); (iii) with respect to ballots for election of directors, state the name of each candidate and the office or chair to which nominated; (iv) specify the time by which the ballot must be received in order to be counted; (v) set forth the proposed action; (vi) provide the members an opportunity to specify approval or disapproval of any proposal; (vii) provide a reasonable time within which to return the ballot to the Association, specifying the address to which the ballot is to be sent. The written ballot shall provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith. In any election of directors, a written ballot which is marked by a member "withhold" or is otherwise marked in a manner indicating that the authority to vote is withheld, shall not be voted.

C. Quorum; Approval by Majority Vote. Approval by written ballot shall be valid only when the number of votes cast by ballot, within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

D. Revocation. A written ballot may not be revoked.

E. Retention of Ballots. All written ballots shall be filed with the Secretary of the Association and retained in the corporate records for a period of two (2) years.

4.08 Record Date.

A. For Notice, Voting, Written Ballots, and Other Board Actions. For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board of Directors may, in advance, fix a record date. The record date so fixed for:

(1) sending notice of a meeting shall be no more than ninety (90) nor less than ten (10) days before the date of the meeting;

(2) voting at a meeting shall be no more than sixty (60) days before the date of the meeting;

(3) voting by written ballot shall be no more than sixty (60) days before the day on which the first written ballot is mailed or solicited; and

(4) taking any other action shall be no more than sixty (60) days before that action.

B. For Actions Not Set by the Board. If not otherwise fixed by the Board of Directors, the record date for determining members entitled to:

(1) receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held;

(2) vote at a meeting of members shall be the day on which the meeting is held;

(3) vote by written ballot shall be the day on which the first written ballot is mailed or solicited; and

(4) exercise any rights with respect to any other lawful action shall be the date on which the Board of Directors adopts the resolution relating to that action, or the sixtieth (60th) day before the date of that action, whichever is later.

C. Determination of Members Upon Record Date. For purposes of this Section 4.08, a person holding a membership at the close of business on the record date set by the Board of Directors shall be a member of record.

4.09 Member Action by Written Consent Without a Meeting. Any action that could be taken at an annual or special meeting of members may be taken without a meeting and without prior notice, if a consent in writing, setting forth the action so taken, is signed by the members entitled to vote that would be necessary to authorize or take that action at a meeting at which all members entitled to vote on that action were present and voted.

Directors may be elected by written consent of the members without a meeting only if the written consents of all members entitled to vote are obtained, except that vacancies on the Board

of Directors, other than vacancies created by removal and not filled by the Board of Directors may be filled by the written consent of a majority of the members entitled to vote.

All consents shall be filed with the Secretary of the Association and shall be maintained in the corporate records. Any member or other authorized person who has given a written consent may revoke it by a writing received by the Secretary of the Association before written consents of the number of members required to authorize the proposed action have been filed with the Secretary.

Unless the consents of all members entitled to vote have been solicited in writing, prompt notice shall be given of any corporate action approved by members without a meeting by less than unanimous consent to those members entitled to vote who have not consented in writing.

ARTICLE 5. INSPECTION RIGHTS OF THE MEMBERS.

5.01 Membership List. Unless the Association provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

A. Written Demand for Personal Inspection and Copying. Inspect and copy the records containing members' names, addresses, and voting rights provided that the Association is given a written demand stating the purpose for which the inspection rights are requested and given to the Association at least five (5) business days in advance of the desired inspection date which shall be during usual business hours; or

B. Written Demand to Secretary of Association. Obtain from the Secretary of the Association, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the later of ten (10) business days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

The Association may, within ten (10) business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

If the Association reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the Association.

5.02 Accounting Records and Minutes. On written demand on the Association, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board of Directors, and committees of the Board of Directors at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. This right of inspection extends to the records of any subsidiary of the Association.

5.03 Articles and Bylaws. The Association shall keep at its principal California office the original or a copy of the Articles of Incorporation ("Articles") and Bylaws, as amended to the current date, which shall be open to inspection by the members at all reasonable times during office hours.

ARTICLE 6. DIRECTORS.

6.01 Powers. Subject to the limitations stated in the Articles, these Bylaws and the Nonprofit Corporation Law, and subject to the duties of directors as prescribed by the Nonprofit Corporation Law, all corporate powers shall be exercised by or under the direction of, and the business and affairs of the Association shall be managed by, the Board of Directors. The individual directors shall act only as members of the Board of Directors, and individually shall have no power to act alone. No director may vote at any meeting by proxy.

6.02 Number of Directors. The authorized number of directors of the Association shall be not less than seventeen (17) nor more than twenty-five (25) until changed by a bylaw duly adopted amending this Section 6.02. The exact number of directors shall be as determined periodically by resolution of the Board of Directors to including the following as voting members: the President, who shall serve as Chair, the immediate Past President, the President-Elect, the Division Vice Presidents, the District Coordinators, the Chairs of the Future Professional and the Senior Sections, and the Chairs of the House of Regions and House of Representatives; and the following as non-voting members: the Executive Director, the Parliamentarian, the Treasurer, and the Chairs of the Foundation Committee and the Long Range Plan Oversight Committee. Until the Board of Directors adopts such a resolution, the authorized number of directors shall be eighteen (18) voting members plus five (5) non-voting members.

6.03 Nomination of Directors. Nominations for the elected state officers of the Association shall be made by the Nominating and Election Committee no later than September 1 of each year. The Committee shall present the slate to the House of Delegates for its consideration at the September meeting of the House of Delegates. Nominations from the floor may be made at that time. If the slate is incomplete, the House of Delegates may authorize the Committee to complete the slate no later than November 10 of that year. The House of Delegates shall establish a deadline for return of absentee ballots. Absentee ballots are created by the Chair of the Constitution and Bylaws Committee and may only be mailed, including electronic mail, or faxed. Members must check-in to receive their ballot prior to on-site voting where absentee ballots must include a member's identification number, ensuring one (1) vote per member.

The Chair of the Nominating and Election Committee shall submit the names of all nominees for office to the Executive Director who shall verify each person's eligibility for

office. Upon verification, the Chair shall submit the names and vitae of each nominee and the form of absentee ballot to be printed in an Association publication. This information shall be distributed to the General Membership no later than November 30 of each year.

Additionally, a Nominating Committee shall be appointed by each of the Vice Presidents for each of the Association's six (6) divisions: School and Community Health; Physical Education; Recreation; Boys and Men's Athletics; Girls and Women in Sport; and Dance. The immediate Past Vice President of the respective division shall serve as chair. It shall be the function of each of these committees to submit to the Chair of the Nominating and Election Committee the names of at least two (2) nominees for the position of Vice President-Elect of that division no later than August 1 of each year.

6.04 Election, Term of Office and Qualifications.

A. The President-Elect and the Division Vice President-Elects shall be elected at the Annual Conference of the Association by the General Membership. The District Coordinators, Chairs of the Future Professional and the Senior Sections, and the Chairs of the House of Regions and House of Representatives shall be elected by their respective constituencies; provided that if not elected within a reasonable period of time to begin their terms, may be elected by the Board of Directors. The Board of Directors shall elect the Chairs of the Foundation Committee and the Long Range Plan Oversight Committee, Secretary and Treasurer, and the President shall appoint the Parliamentarian with the approval of the Board of Directors.

B. The term of a director shall be one (1) year beginning June 1. A director shall hold office until the earlier of (1) the expiration of the term which shall not exceed one (1) year for which such director was elected and either such director's successor is elected and qualified or the Board of Directors declares such director's position to be vacant, or (2) the death, resignation or removal of a director.

C. Not more than forty-nine percent (49%) of the persons serving on the Board of Directors of the Association may be interested persons. For the purpose of the foregoing, "interested person" means any person currently being compensated by the Association for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise (excluding any reasonable compensation paid to a director as a director), or any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person.

6.05 Resignation. Any director may resign at any time by giving written notice of such resignation to the President, the Secretary or the Board of Directors of the Association. Such resignation shall take effect at the time specified in the notice; provided, however, that if the resignation is not to be effective upon receipt of the notice by the Association, the Association must accept the effective date specified. Except upon notice to the Attorney General, no director may resign where the Association would then be left without a duly elected director or directors in charge of its affairs. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

6.06 Removal.

A. The Board of Directors may declare vacant the office of a director who has (1) become subject to an order by a court of competent jurisdiction that appoints a guardian or conservator for the director or estate of the director; (2) been convicted of a felony; or (3) been found by a final order or judgment of a court of competent jurisdiction to have breached any duty under California Associations Code Sections 5230 through 5239 or any successor provisions thereto.

B. Any or all directors may be removed by the Board of Directors, with or without cause, by a majority of the authorized number of directors.

C. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of such director's term of office.

6.07 Vacancies.

A. A vacancy in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any director or if the authorized number of directors is increased or if the Board of Directors declares vacant the position of any director whose term has expired. The death, resignation or removal of any person as an officer of the Association or as Division Vice President, District Coordinator or Chair of any committee, section or house automatically terminates such director's term as a director of the Association.

B. Vacancies on the Board of Directors may be filled by a majority of the directors then in office, whether or not less than a quorum or by a sole remaining director. The term of a director so elected shall be the unexpired portion of the term of the director being replaced. Members may elect a director to fill any vacancy not filled by the Board.

6.08 Organization Meeting. On June 1 or shortly thereafter, the Board of Directors shall hold a regular meeting for the purpose of organization and the transaction of other business.

6.09 Other Regular Meetings. The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board of Directors; provided, however, that if the date so designated falls upon a legal holiday, then the meeting shall be held at the same time and place on the next succeeding day which is not a legal holiday. No notice of such regular meetings of the Board of Directors need be given.

6.10 Calling Meetings. Regular or special meetings of the Board of Directors (other than regular meetings held pursuant to Sections 6.08 and/or 6.09 of these Bylaws) shall be held whenever called by the President, the Administrative Committee or any two (2) directors of the Association.

6.11 Place of Meetings. Meetings of the Board of Directors shall be held at any place within or without the State of California which may be designated in the notice of the meeting, or, if not stated in the notice or if there is no notice, designated by resolution of the Board of Directors. In the absence of such designation, meetings of the Board of Directors shall be held at the principal office of the Association.

6.12 Telephonic Meetings. Members of the Board of Directors may participate in a regular or special meeting through use of conference telephone, electronic video screen communication or other communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this Section 6.12 constitutes presence in person at such meeting.

6.13 Notice of Special Meetings. Special meetings of the Board of Directors shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, including a voice messaging system, or by electronic transmission, including facsimile and electronic mail. If notice is sent by mail, it shall be deposited in the United States mail at least four (4) days prior to the time of the holding of the meeting, and the day of the meeting and the day notice is given shall each be counted as one (1) full day regardless of the time of the day the meeting is held or notice is given. If notice is given personally, by telephone or other electronic means, it shall be delivered at least forty-eight (48) hours prior to the time of the holding of the meeting. Notice may be given by the Secretary or by the persons calling the meeting. Notice need not specify the purpose of the meeting unless the meeting is to consider the removal of a director or an amendment to the Bylaws to increase the number of directors of the Association. Notice shall not be necessary if appropriate waivers, consents or approvals are filed in accordance with Section 6.14 of these Bylaws.

6.14 Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice, or a written consent to holding the meeting or an approval of the minutes of the meeting, 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 director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Neither the business to be transacted nor the purpose of any regular or special meeting of the directors, or of a committee of directors, need be specified in any such waiver, consent or approval.

6.15 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors.

6.16 Quorum. A majority of the authorized number of voting directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the voting directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless the Articles, these Bylaws or the Nonprofit Corporation Law specifically requires a greater number. In the absence of a quorum at any meeting of the Board of Directors, a majority of the directors present may adjourn the meeting as provided in Section 6.17 of these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of enough voting directors to leave less than a quorum, if any action taken is approved by at least a majority of the required quorum for such meeting.

6.17 Adjournment. Any meeting of the Board of Directors, whether or not a quorum is present, may be adjourned to another time and place by the vote of a majority of the directors present. Notice of the time and place of the adjourned meeting need not be given to absent directors if said time and place are fixed at the meeting adjourned; provided, however, that if the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, prior to the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

6.18 Inspection Rights. Every director shall have the absolute right at any time to inspect, copy and make extracts of, in person or by agent or attorney, all books, records and documents of every kind and to inspect the physical properties of the Association.

6.19 Fees and Compensation. Directors shall not receive any stated salary for their services as directors but, by resolution of the Board of Directors, a fixed fee may be allowed for attendance at each meeting. Directors may be reimbursed in such amounts as may be determined from time to time by the Board of Directors for expenses paid while acting on behalf of the Association or expenses incurred in attending meetings of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity as an officer, agent, employee or otherwise, and receiving compensation therefor.

ARTICLE 7. ADMINISTRATIVE COMMITTEE AND OTHER COMMITTEES.

7.01 Administrative Committee. The Association shall have an Administrative Committee consisting of the President, immediate Past President, the President-Elect, the Treasurer and the Executive Director, who shall serve in an *ex officio*, non-voting capacity. The elected members of the Administrative Committee shall take office June 1 of each year.

A. Duties. The primary function of the Administrative Committee is to make recommendations to the Board of Directors and the Houses. Other duties include:

- (1) Serving the needs of the membership;
- (2) Responding to internal and external matters of the Association;
- (3) Coordinating the functions of the Association;
- (4) Proposing agenda items for meetings of the Board of Directors and the House of Delegates and referring items for the proposed agendas of the House of Regions and the House of Representatives;
- (5) Proposing direction and programs that meet the needs of the membership;
- (6) Developing and monitoring Association budgets;
- (7) Monitoring the progress of committees and Association programs;
- (8) Serving as representatives of the Association to other groups; and

(9) Such other duties as may be delegated to the Administrative Committee from time to time by the Board of Directors.

B. Quorum. A majority of the authorized number of voting members of the Administrative Committee shall constitute a quorum for the transaction of business.

C. Management of the Committee. The President and the Executive Director shall set the agenda for the Administrative Committee.

7.02 Foundation Committee. The Association shall have a Foundation Committee consisting of not less than three (3) nor more than fifteen (15) members, two (2) of whom shall be members of the Board of Directors. The Foundation Committee members shall be selected by the Board of Directors upon recommendation of the Administrative Committee and serve for a one (1)-year term which begins June 1 of each year. A Committee member may serve no more than six (6) consecutive terms.

A. Purpose. The purposes of the Foundation Committee are: (1) to receive tax-deductible donations to support activities and projects in schools and communities designed to encourage persons of all ages to adopt healthier lifestyles; (2) to solicit and receive by gift, devise or otherwise, monies and property, real and personal, to be held, managed and used for activities and projects of the Association; and (3) to make recommendations to the Board of Directors regarding the expenditures of funds for Association projects and activities.

B. Name; Seal. The Foundation Committee shall be known as the CAHPERD Foundation for the Promotion of Healthy Lifestyles. A seal of the Foundation shall serve as the official symbol of the Foundation and shall not be replicated without the approval of the Board of Directors.

C. Duties. The duties and responsibilities of the Foundation Committee shall be set forth in an operating code.

D. Management of Funds. Funds received for Foundation purposes shall be maintained by the Association in one (1) or more separate accounts (including accounts for donor restricted gifts).

7.03 Nominating and Election Committee. The Association shall have a Nominating and Election Committee consisting of eight (8) members as follows: the immediate Past President, who shall serve as Chair; one (1) member-at-large appointed by the President; and six (6) divisional nominating committee chairs who shall be the immediate Past Vice Presidents of their respective divisions. The Nominating and Election Committee shall be approved by the President at least nine (9) months prior to the Annual Conference.

7.04 Standing Committees. The Association shall have the following Standing Committees: Awards, Constitution and Bylaws, Editorial Board, Governance and Structure, Investment, Jump Rope for Heart, Legislative, Long Range Plan Oversight, Membership, Nominating and Election, Office Publications, Public Relations, Resolutions/Position Statements, and Scholarship.

7.05 Audit Committee. For any tax year in which the Association has gross revenues of \$2,000,000 or more, excluding grant and contract income from any governmental entity for which the entity requires an accounting, the Association shall have an Audit Committee whose members shall be appointed by the Board of Directors, and who may include both directors and non-directors, subject to the following limitations: (a) the Audit Committee may not include any members of the staff, including the president or chief executive officer, treasurer or chief financial officer; (b) the chair of the Audit Committee may not be a member of the Finance Committee, if any; (c) members of the Finance Committee, if any, shall constitute less than one-half of the membership of the Audit Committee; (d) members of the Audit Committee shall not receive compensation greater than the compensation paid to directors for their board service; and (e) members of the Audit Committee shall not have a material financial interest in any entity doing business with the Association.

The Audit Committee shall: (a) recommend to the Board of Directors the retention and termination of the Association's independent public accountant to serve as auditor; (b) confer with the auditor to satisfy the Audit Committee members that the financial affairs of the Association are in order; (c) review and determine whether to accept the audit; and (d) shall approve performance of any non-audit services by the auditing firm. The Audit Committee may also negotiate the compensation of the auditor on behalf of the Board of Directors.

7.06 Other Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office (provided a quorum is present), create such other committees, each consisting of two (2) or more directors appointed by the Board of Directors, as it may from time to time deem advisable to perform such general or special duties as may from time to time be delegated to any such committee by the Board of Directors, subject to the limitations contained in the Nonprofit Corporation Law or imposed by the Articles or by these Bylaws. The Board of Directors may designate one (1) or more directors as alternate members of any committee who may replace any absent member at any meeting of the committee.

7.07 Appointment of Committee Chairs. The President, with Board of Directors approval, shall appoint the chairs of the committees, except for the State Conference Steering Committee and the Fall Physical Education Steering Committee Chairs and Managers, who will be appointed by the President-Elect and serve during the President-Elect's presidency. Committee chairs may attend Board of Director meetings at their own expense or, if presenting, with Association funding upon invitation and/or approval by the Board of Directors. Such chairs will not have a vote unless also a voting member of the Board.

7.08 Limitation on Committee Authority. Any committee which includes as its members persons who are not directors shall not exercise the authority of the Board of Directors. Furthermore, notwithstanding anything to the contrary, no Committee shall have no authority with respect to:

(1) The filling of vacancies on the Board of Directors or on any committee which has the authority of the Board;

(2) The fixing of compensation of the directors for serving on the Board of Directors or on any committee;

(3) The amendment or repeal of the Bylaws or the adoption of new Bylaws;

(4) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable;

(5) The appointment of committees of the Board of Directors or the members thereof;

(6) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; and

(7) The approval of any self-dealing transaction within the meaning of Section 5233 of the Nonprofit Corporation Law (except as otherwise permitted by subdivision d thereof).

7.09 Minutes and Reports. Each committee shall keep regular minutes of its proceedings, which shall be filed with the Secretary. All action by any committee shall be reported to the Board of Directors at the next meeting thereof, and, insofar as rights of third parties shall not be affected thereby, shall be subject to revision and alteration by the Board of Directors.

7.10 Meetings. Except as otherwise provided in these Bylaws or by resolution of the Board of Directors, each committee shall adopt its own rules governing the time and place of holding and the method of calling its meetings and the conduct of its proceedings and shall meet as provided by such rules, and it shall also meet at the call of any member of the committee. Unless otherwise provided by such rules or by resolution of the Board of Directors, committee meetings shall be governed by Sections 6.12, 6.13, 6.14 and 6.15 of these Bylaws.

7.11 Term of Office of Committee Members. Each committee member, with exception of Administrative Committee, shall serve for a one (1)-year term, and may serve no more than six (6) consecutive terms. Committee members may be earlier removed at the pleasure of the Board of Directors.

ARTICLE 8. OFFICERS.

8.01 Officers. The elected state officers of the Association shall consist of the President, the Past President, the President-Elect, the Division Vice Presidents and Division Vice Presidents-Elect representing School and Community Health, Physical Education, Recreation, Boys and Men's Athletics, Girls and Women in Sport, and Dance, respectively. Other elected officers shall include District Coordinators, Regional Representatives, Unit Presidents and Section Chairs of the General Division. Appointed officers shall include the Executive Director and the Treasurer who shall be chosen by the Board of Directors. Neither the Secretary nor the Treasurer may serve concurrently as the President or Chair of the Board of Directors.

8.02 Election and Term. Except for the Treasurer and the Executive Director who shall be chosen by the Board of Directors and the Past President who shall be the immediately preceding President, the officers of the Association shall be chosen by the General Membership.

All officers shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under any contract of employment. Election of the officers shall also constitute their election as members of the Board of Directors.

8.03 Subordinate Officers, Etc. The Board of Directors may appoint such other officers as the business of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as are required in these Bylaws or as the Board of Directors may from time to time determine.

8.04 Resignation. Any officer may resign at any time by giving written notice to the Association, subject to the rights, if any, of the Association under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

8.05 Vacancies. 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 such office.

8.06 President. The President, who shall also be the Chair of the Board of Directors, shall be the General Manager and Chief Executive Officer of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the Association. The President shall preside at all meetings of the House of Delegates and the Board of Directors and shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or by these Bylaws.

8.07 Past President. The immediate Past President shall chair the Nominating and Election Committee. In the event of the incapacity, removal, resignation or death of the President, the Past President shall provide the leadership and conduct of the business of the Association normally provided by the President.

8.08 President-Elect. The President-Elect shall supervise the General Division and perform duties as may be assigned by the President. In the event of the incapacity, removal, resignation or death of the President and the Past President, the President-Elect shall provide the leadership and conduct of the business of the Association normally provided by the President. In the temporary absence of the president, the Past President and the President-Elect, the Board of Directors shall select a member to serve as President.

8.09 Division Vice Presidents. The Division Vice Presidents, under the general direction of the Chair of the State Conference Steering Committee, shall be responsible for organizing a program for their divisions for the Association annual conference and shall act as chairs of the standing committees which bear the title of their divisions. Division Vice-President-Elects shall be the Vice Chairs of said committees respectively, and shall assist the Vice Presidents in carrying out their duties and functions.

8.10 Secretary. The Secretary shall keep, or cause to be kept, a book of minutes in written form of the proceedings of the Board of Directors and committees of the Board of

Directors. Such minutes shall include all waivers of notice, consents to the holding of meetings or approvals of the minutes of meetings executed pursuant to these Bylaws or the Nonprofit Corporation Law. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by these Bylaws or by law to be given, and shall cause the seal of the Association to be kept in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

8.11 Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account in written form or any other form capable of being converted into written form. The Treasurer shall reimburse all funds of the Association as may be ordered by the Board of Directors, shall render to the President and directors whenever they request an account of all of the Treasurer's transactions as Treasurer, and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

8.12 Assistant Secretary. The Assistant Secretary, if there shall be such an officer, shall have all the powers and perform all the duties of the Secretary in the absence or inability of the Secretary to act.

8.13 Executive Director. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the President and/or the Administrative Committee, and subject to the control of the Board, the Executive Director shall be the general manager of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and staff of the Association. In addition to such other powers and duties as may be prescribed by the Board of Directors or by these Bylaws, the Executive Director shall have the following responsibilities:

- A. Statewide membership promotion;
- B. Receipts, disbursement and accounting of all Association funds.
- C. Supervision and direction of the activities, operation, services and personnel of the Association's principal office;
- D. Attendance at all meetings of the Board of Directors and, when requested, the House of Delegates, and the assignment of staff to serve as recorders for these groups;
- E. Oversight of the implementation of policies and programs initiated by the Board of Directors and House of Delegates;
- F. Chief negotiator and signatory for all Association agreements and contracts;
- G. Professional leadership on statewide projects;
- H. *Ex officio* member of all committees;
- I. Rendering of such reports and keep such records as needed;

J. Coordination of all correspondence pertaining to the business of the Association; and

K. Recruitment, training, employment and discharge of such staff as may be required for the efficient performance of assigned duties, with such financial arrangements as deemed appropriate within available funds allocated pursuant to the Association budget.

8.14 Compensation. The compensation, if any, of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such compensation because the officer is also a director of the Association.

ARTICLE 9. HOUSE OF REGIONS

9.01 Composition and Term. The Association shall have a House of Regions consisting of the five (5) District Coordinators, the five (5) District Coordinator-Elects and nineteen (19) Regional Representatives, or their written proxies. Each member shall serve for a term of one (1)-year term which begins June 1 and shall have one (1) vote.

A. Duties. It shall be the duty of the House of Regions to:

- (1) Address the needs and concerns of members within the Districts, Regions and Units;
- (2) Receive reports from designated committees;
- (3) Initiate and transact the business of the Association except as provided in Article 6 of these Bylaws;
- (4) Recommend budget proposals to the House of Delegates;
- (5) Elect members of the House of Regions to serve as Recorder of the actions of the House and Parliamentarian for meetings of the House;
- (6) Elect a member of the Association to serve as Chair or Presider of the meetings of the House; and
- (7) Hold at least two (2) meetings during a fiscal year.

The Regional Representatives, as members of the House of Regions, shall have the following duties:

- (1) Assist the Units in recruiting new Association members;
- (2) Participate actively in the Association and mentor prospective leaders;
- (3) Promote Jump Rope for Heart and Hoops for Heart;
- (4) Communicate regularly with members within their jurisdiction;

- (5) Provide Opportunities for members to participate in professional development activities;
- (6) Attend state and district Association meetings and conferences;
- (7) Represent their constituents at House of Regions and House of Delegates meetings and to the general public;
- (8) Conduct an ongoing program of public relations;
- (9) Implement and support Association programs and policies; and
- (10) Complete and submit required financial and program reports.

B. Management of the House. A Steering Committee, composed of the five (5) District Coordinators, shall set the meeting agendas.

C. Vacancies. Vacancies in the House of Regions shall be filled in a manner specified by the District or Region in which the vacancy occurs.

ARTICLE 10. HOUSE OF REPRESENTATIVES

10.01 Composition and Term. The Association shall have a House of Representatives consisting of the Division Vice Presidents, the Division Vice President-Elects, the Section Chairs and the Section Chair-Elects. Each member shall serve for a term of one (1)-year term which begins June 1 and shall have one (1) vote.

A. Duties. It shall be the duty of the House of Representatives to:

- (1) Address the needs and concerns of members in the area of concern inherent with the office;
- (2) Create or update position papers addressing critical issues and present them to the House of Delegates for ratification;
- (3) Receive reports from designated committees;
- (4) Initiate and transact the business of the Association except as provided in Article 6 of these Bylaws;
- (5) Recommend budget proposals to the House of Delegates;
- (6) Elect members of the House of Representatives to serve as Recorder of the actions of the House and Parliamentarian for meetings of the House;
- (7) Elect a member of the Association to serve as Chair or Presider of the meetings of the House; and
- (8) Hold at least two (2) meetings during a fiscal year.

Duties of the individual members of the House of Representatives shall include:

- (1) Maintain communication between all sections and divisions;
- (2) Respond to critical issues in their field;
- (3) Conduct programs of advocacy and public relations;
- (4) Manage and conduct projects and activities specific to their field;
- (5) Serve as liaisons to their entities within and outside the Association; and
- (6) Assist the State Conference Steering Committee in the development of the yearly state conferences.

B. Management of the House. A Steering Committee, composed of the six (6) Vice Presidents, shall set the meeting agendas.

C. Vacancies. Vacancies in the House of Representatives shall be by the President with the approval of the Board of Directors.

D. Division Vice Presidents. Division Vice Presidents shall serve on the Nominating and Election Committee during the year immediately following their terms as Vice Presidents.

ARTICLE 11. HOUSE OF DELEGATES

11.01 Composition and Term. The Association shall have a House of Delegates consisting of voting and non-voting members. The voting members shall include the voting members of the House of Regions, the House of Representatives and the Board of Directors. The President shall serve as Chair. The non-voting members shall include the Executive Director, the Treasurer, the Parliamentarian, the Foundation Committee Chair, the Chairs of all standing and ad hoc committees, representatives of affiliated organizations and/or agencies, and other designated liaisons (e.g., California Interscholastic Federation (CIF), California Teachers Association (CTA)). Members shall serve for a term of one (1) year and may serve no more than six (6) consecutive terms, which begins June 1.

- A. Duties. It shall be the duty of the House of Delegates to:
- (1) Initiate and transact the business of the Association except as provided in Article 6 of these Bylaws;
 - (2) Review the slate of proposed officers and, if desired, nominate additional persons to run for office;
 - (3) Recommend changes in financial policies or budget allocations to the Board of Directors through the Administrative Committee;

(4) Exercise veto power over actions of the House of Regions and the House of Representatives upon a majority vote of the entire voting membership of the House. All vetoed items are to be returned to the House of origin;

(5) Elect an interim President in the case of incapacity, removal, resignation or death of the President, the President-Elect and the immediate Past President;

(6) Approve Section status for the General Division;

(7) Receive reports from designated committees;

(8) Recommend action items to be referred to the General Membership for a vote;

(9) Initiate and/or ratify position papers and resolutions; and

(10) Hold at least two (2) meetings during a fiscal year.

B. Management of the House. The President, in consultation with the Presiders of the House of Regions and the House of Representatives, shall set the meeting agendas.

ARTICLE 12. UNITS, REGIONS AND DISTRICTS

12.01 Composition. The Association shall have Units, Regions and Districts.

12.02 Unit Charter. A charter for a professional unit of the Association shall be issued by the Executive Director when the following provisions have been met:

A. The unit has at least ten (10) current members;

B. A petition for a unit charter is submitted to the Executive Director, with a copy to the District Coordinator and the Regional Representative;

C. The petition must be accompanied by a list of officers of the unit, a copy of its constitution and bylaws, and a description of the unit's boundaries;

D. The name of the unit may not be the same as, nor confusingly similar to, the name of another chartered unit in the state;

E. The Association Board of Directors must approve the petition of the unit; and

F. The unit must file for an identification number with the Internal Revenue Service.

A unit may have its charter revoked by action of the House of Regions if it fails to meet all of the following qualifying standards for three (3) consecutive fiscal years:

- A. A minimum of ten (10) members in “good standing.”
- B. Annual Program Report, including a list of officers, has been submitted for at least one of the last three years.
- C. Annual Financial Report, including the current signature names on all bank accounts, has been submitted for at least one of the last three years.

12.03 Regions. Regions, comprised of one (1) or more contiguous Units within a District, shall be formed to more effectively promote the welfare of the Association.

A. A charter for a region of the Association shall be issued by the Executive Director when the following provisions have been met:

- (1) A petition for a region charter is submitted to the Executive Director, with a copy to the District Coordinator and the Unit President(s);
- (2) The petition is accompanied by a list of officers of the region and a copy of their constitution and bylaws;
- (3) The name of the region is not the same as, nor confusingly similar to, the name of another chartered entity in the state;
- (4) The Association Board of Directors approves the petition of the region; and
- (5) The Region files for an identification number with the Internal Revenue Service.

B. A region may have its charter revoked by action of the House of Regions if it fails to meet all of the following qualifying standards for three (3) consecutive fiscal years:

- (1) Annual Program Report, including a list of officers, has been submitted for at least one of the last three years; and
- (2) Annual Financial Report, including the current signature names on all bank accounts, has been submitted for at least one of the last three years.

12.04 Districts. Districts, comprised of a number of Units and Regions, shall be formed to more effectively promote the welfare of the Association. It is recommended that such groups (1) accept the geographical boundaries established by the Association, and (2) adopt a form of organization, which seems best among the units, the regions, the districts, and the state organization. Their primary function shall be to act as discussion centers and clearing houses for officers of units within the several regions and districts of the state. Each district may conduct an annual district conference. When the annual state conference assembles within a given district, the state and district conferences may be combined.

12.05 Governance. Each district, Region and unit of the Association may make its own constitution, elect its own officers, and manage its own affairs, provided its constitutions and bylaws contain the following minimum provisions:

- A. Name and geographical boundaries of the organization;
- B. Statement of purposes and acknowledgement of its status as a component of the Association;
- C. Fiscal year, terms of office, etc., corresponding to those of the Association;
- D. Officers and their duties, methods of election, term of office, vacancies, and quorum;
- E. Provisions for divisions, sections, and standing committees the same as those of the Association, as needed;
- F. Provisions for meetings: (a) unit: recommended at least four times a year; (b) regions: determined by regions and (c) district: annual conference and other meetings;
- G. Provisions for amending the constitution and bylaws;
- H. Annual financial and program reports are filed with the state office; and
- I. Procedures for collection, expenditure, reporting and safeguarding of funds reflect established Association guidelines, state and federal non-profit requirements and accepted legal and ethical standards.

12.06 Appointments. It is recommended that unit presidents, regional representatives and district coordinators, immediately upon assuming office, appoint chairs for sections, standing and other committees comparable to those of the Association and include these in the official list of officers which is sent to the Executive Director.

ARTICLE 13. DIVISIONS, SUBDIVISIONS AND SECTIONS

13.01 Composition. The Association shall consist of divisions, subdivisions, and sections as follows:

- A. Health Education Division Subdivisions: School Health Education, Community Health Education, Health Services, and Safety;
- B. Physical Education Division;
- C. Recreation Division Subdivisions: Aquatics, Intramural Sport, Outdoor Recreation, School/Community Recreation;
- D. Boys and Men's Athletics Division;

E. Girls and Women in Sport Division;

F. Dance Division; and

G. General Division: Sections: Adapted Physical Education, Leadership & Administration, Early Childhood/Elementary Physical Education, Future Professionals, Higher Education, Secondary Education, Diversity & Social Justice and Retired Members.

13.02 Operating Code. Each division and section shall have an operating code. It shall have a functional committee consisting of comparable Vice Presidents and chairs of districts, regions and units for purposes of coordinating and improving the effectiveness of the work of the Association at all levels or organizations.

13.03 Activities. Each division and section shall present or sponsor at least one program in connection with the annual conference of the Association. A business meeting of each division and section shall be held at the conference to present an annual report and, for sections, to elect officers.

13.04 Sections. Establishment of additional sections of the General Division may be made as in either “A” or “B” below.

A. A petition to the House of Delegates by at least 25 members in good standing. Such a petition to include:

(1) An approved operating code of the proposed section;

(2) An elected chair of the section and, if desired by the petitioners, other officers; and

(3) A list of meaningful projects, which demonstrate justifications for the section’s proposed existence.

B. Recommendation by the Past President as supervisor of the General Division and approval of the House of Delegates, subject to the acceptance within one year by the House of Delegates of (1), (2) and (3) above.

13.05 Subdivisions. Divisions may establish subdivisions in the following manner:

A. The Vice President of the Division will determine the need for a special emphasis within the discipline;

B. The Vice President will appoint a chair and other officers, as needed; and

C. The Vice President will add or amend the division code to include the purpose, procedures, duties, duration, etc., of the subdivision.

Subdivisions may become sections of the General Division if and when they meet the Bylaws criteria for sections, and comply with the code of the General Division.

ARTICLE 14. OTHER ORGANIZATIONS

14.01 AAHPERD and Southwest District AAHPERD.

A. The President, Executive Director, and the President-Elect, in this order, shall serve as active representatives to the Representative Assembly of the American Alliance for Health, Physical Education, Recreation and Dance (AAHPERD). Other active representatives to which the state Association may be entitled shall be appointed for one-year terms by the President, with the approval of the Board of Directors.

B. The President and President-Elect shall serve as representatives of the Association on the Board of Directors of the Southwest District AAHPERD. The Executive Director shall serve as an ex-officio, non-voting member. Other representatives shall be appointed by the President with the approval of the Board of Directors.

14.02 Other Related Organizations – Liaison.

A. The President, with the approval of the Board of Directors, shall, not later than forty-five days after assuming office, appoint representatives to all approved organizations with which the Association has established a liaison relationship. These representatives shall make written reports to the House of Delegates through the President.

B. The President may, with the approval of the Board of Directors:

(1) Invite an organization in a related field to appoint a liaison representative to serve in a non-voting capacity in the House of Delegates.

(2) Appoint a member as liaison representative of the Association to such an organization, upon invitation.

C. Representatives of the Association are free to express opinions and may provide information as advisable, but may not commit the Association nor express an official position of the Association unless empowered by the Board of Directors to do so.

14.03 Affiliate Member – Regulations. Each Affiliate may designate one person to serve as a liaison to the House of Delegates. An Affiliate organization may present or sponsor a program in connection with the annual conference, subject to approval of the State Conference Steering Committee.

ARTICLE 15. RULES OF ORDER

The rules contained in the most recent edition of Robert's Rules of Order shall govern the Association where they are not contrary to Nonprofit Corporation Law, the Articles or Bylaws. It shall be the duty and responsibility of the Parliamentarian to interpret such Rules of Order.

ARTICLE 16. BOOKS AND RECORDS.

16.01 Books and Records. The Association shall keep adequate and correct books and records of account and minutes of the proceedings of the Board of Directors and committees of the Board of Directors.

16.02 Form of Records. Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form. If any record subject to inspection pursuant to the Nonprofit Corporation Law is not maintained in written form, a request for inspection is not complied with unless and until the Association, at its expense, makes such record available in written form.

16.03 Annual Report. The Board of Directors shall cause an annual report (hereinafter the "Annual Report") to be sent to the members and directors not later than one hundred twenty (120) days after the close of the Association's fiscal year. The Annual Report shall contain in appropriate detail the following:

- A. The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year;
- B. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- C. The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, during the fiscal year;
- D. The expenses or disbursements of the Association, for both general and restricted purposes, during the fiscal year; and
- E. Any information required by Section 6322 of the Nonprofit Corporation Law.

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 Association that such statements were prepared without audit from the books and records of the Association.

16.04 Required Financial Audits. The Association shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2,000,000 or more, excluding grant or contract income from any governmental entity for which the entity requires an accounting. The audited financial statements shall be available for inspection by the Attorney General and general public no later than nine (9) months after the close of the fiscal year to which the statements relate and shall be available for three (3) years (a) by making them available at the Association's principal office during regular business hours, and (b) either by mailing a copy to any person who so requests in person or in writing or by posting them on the Association's website.

ARTICLE 17. GRANTS, CONTRACTS, LOANS, ETC.

17.01 Grants. The making of grants and contributions, and otherwise rendering financial assistance for the purposes of the Association, may be authorized by the Board of Directors. The Board of Directors may authorize any officer or officers, agent or agents, in the name of and on behalf of the Association, to make any such grants, contributions or assistance.

17.02 Execution of Contracts. The Board of Directors may authorize any officer, employee or agent, in the name and on behalf of the Association, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances, or otherwise limited. In the absence of any action by the Board of Directors to the contrary, the President or the Chairman of the Board of Directors shall be authorized to execute such instruments on behalf of the Association.

17.03 Loans. The President or any other officer, employee or agent authorized by the Board of Directors may effect loans and advances at any time for the Association from any bank, trust company or other institutions or from any firm, corporation or individual and for such loans and advances may make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Association and, when authorized by the Board of Directors so to do, may pledge and hypothecate or transfer assets of the Association as security for any such loans or advances. Such authority conferred by the Board of Directors may be general or confined to specific instances or otherwise limited.

17.04 Checks, Drafts, Etc. All checks, drafts and other orders for the payment of money out of the funds of the Association, and all notes or other evidences of indebtedness of the Association, shall be signed on behalf of the Association in such manner as shall, from time to time, be determined by resolution of the Board of Directors.

17.05 Deposits. The funds of the Association not otherwise employed shall be deposited from time to time to the order of the Association in such banks, trust companies or other depositories as the Board of Directors may select or as may be selected by an officer, employee or agent of the Association to whom such power may from time to time be delegated by the Board of Directors.

ARTICLE 18. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

18.01 Indemnification by Association.

A. For the purposes of this Section 18.01, "agent" means any person who is or was a director, officer, employee or other agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the Association or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Section 18.01D or Section 18.01E(2).

B. The Association shall, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Association to procure a judgment in its favor, an action brought under Section 5233 of the Nonprofit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the Association, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner which such person reasonably believed to be in the best interests of the Association and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Association or that the person had reasonable cause to believe that the person's conduct was unlawful.

C. The Association shall, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Association, or brought under Section 5233 of the Nonprofit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for a breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by the Association, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Association and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 18.01C:

(1) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Association in the performance of such person's duty to the Association, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(2) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(3) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

D. To the extent that an agent of the Association has been successful on the merits in defense of any proceeding referred to in Section 18.01B or Section 18.01C above, or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

E. Except as provided in Section 18.01D above, any indemnification under this Section 18.01 shall be made by the Association only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 18.01B or Section 18.01C, above, by:

(1) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or

(2) The court in which such proceeding is or was pending upon application made by the Association or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Association.

F. No indemnification or advance shall be made under this Section 18.01, except as provided in Section 18.01D or Section 18.01E(2) above, in any circumstance where it appears that:

(1) It would be inconsistent with a provision of the Articles, the Bylaws or an agreement in effect at the time of the occurrence of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(2) It would be inconsistent with any condition expressly imposed by a court in approving a settlement.

18.02 Advancing Expenses. The Association may advance to each agent the expenses incurred in defending any proceeding referred to in Section 18.01 of these Bylaws prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in Section 18.01 of these Bylaws.

18.03 Insurance. The Association shall have power to purchase and maintain insurance on behalf of any agent of the Association against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Association would have the power to indemnify the agent against such liability under the provisions of this section; provided, however, that the Association shall have no power to purchase and maintain such insurance to indemnify any agent of the Association for a violation of Section 5233 of the Nonprofit Corporation Law (relating to self-dealing transactions).

ARTICLE 19. INVESTMENTS.

19.01 Standards, Retention of Property.

A. In investing, reinvesting, purchasing, acquiring, exchanging, selling and managing the Association's investments, other than assets held for use or used directly in carrying out a public or charitable program of the Association, the Board of Directors shall avoid

speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of the Association's capital.

B. Unless limited by the Articles, the Association may continue to hold property properly acquired or contributed to it if and as long as the Board of Directors, in the exercise of good faith and of reasonable prudence, discretion and intelligence, may consider that retention is in the best interests of the Association. No retention of donated assets violates this Section 19.01, where such retention was required by the donor in the instrument under which the assets were received by the Association, except that no such requirement may be effective more than ten (10) years after the death of the donor.

C. No investment violates this Section 19.01 by virtue of the investment's speculative character, where the investment conforms to provisions authorizing such investment contained in the instrument or agreement under which the assets were contributed to the Association.

19.02 Endowment Fund.

A. The Association may receive donations earmarked for an endowment fund from any source in cash or in other property acceptable to the Board of Directors, provided the terms and conditions, if any, are consistent with the purposes and powers of the Association as set forth in the Articles or the Bylaws of the Association. All donations so received, together with the income therefrom (hereinafter referred to as the "Fund"), shall be held, managed, administered and paid out in accordance with any terms and conditions with respect thereto. Unless otherwise specifically required, the Association may mingle such restricted donations with other assets of the Fund. The Association may reject any donation carrying restrictions deemed by the Board of Directors to be incompatible with the purpose of the Fund or the Association.

B. The Association shall keep a complete record of the source of all gifts made to the Fund and shall take such steps as the Board of Directors deems appropriate to recognize and commemorate each such gift, to the end that the memory of the gift and of the donor shall be appropriately preserved.

C. The Association shall disburse the Fund or the income therefrom at such time and in such a manner and in such amounts as the Board of Directors may, in its discretion, determine for the Association or its related activities.

ARTICLE 20. DISTRIBUTION OF INCOME AND PROHIBITED ACTIVITIES.

In the event that the Association shall at any time be a private foundation within the meaning of section 509 of the United States Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code"), the Association, so long as it shall be such a private foundation, shall distribute its income for each taxable year at such time and in such manner as not to subject it to the tax on undistributed income imposed by Code section 4942, and the Association shall not (1) engage in any act of self-dealing as defined in Code section 4941(d), (2) retain any excess business holdings as defined in Code section 4943(c), (3) make any

investments in such manner as to subject the Association to any tax under Code section 4944, or (4) make any taxable expenditures as defined in Code section 4945(d).

ARTICLE 21. SEAL AND FISCAL YEAR.

21.01 Seal. The Board of Directors may adopt a corporate seal which shall be in the form of a circle and shall bear the full name of the Association and the year and state of its incorporation.

21.02 Fiscal Year. The fiscal year of the Association shall be determined, and may be changed, by resolution of the Board of Directors.

ARTICLE 22. EQUAL OPPORTUNITY

The Association shall provide equal opportunity to all persons to participate in activities sponsored, supported or endorsed by the Association, without discrimination on the basis of color, religion, age, gender, national origin, sexual orientation, disability or handicap.

ARTICLE 23. AMENDMENTS.

23.01 Amendments. Except as otherwise provided by law or by the Articles, new Bylaws may be adopted or these Bylaws may be amended or repealed by the affirmative vote of a majority of the Board of Directors (or by the written consent thereof) or by the approval of the members as defined in Associations Code Section 5034. Approval of the members is required for amendments (a) changing a fixed number of directors or changing to or from a fixed and variable number, (b) increasing the length of directors' terms, (c) selecting directors by designation, (d) changing the quorum requirement for membership meetings, proxy rights or cumulative voting rights, and (e) terminating all or any class of memberships.

23.02 Submission of Amendments. In addition to amendments initiated by the Board of Directors, proposed amendments may be submitted by any voting member of the Association to the Board of Directors or any Association unit, region, district, subdivision, division, section or committee to the Board of Directors. Such proposed amendments shall be reviewed by the Board of Directors and either voted upon by the Board, or if not adopted, either forwarded to the House of Delegates with a recommendation or returned to the proposer. If a proposal is returned, the Board of Directors shall indicate the reason for its return, e.g., lacks sufficient rationale, appears to be inconsistent with the purposes of the Association or is inconsistent with law, the Articles or Bylaws of the Association.

23.03 Proposed Amendments for Member Approval. Proposed amendments submitted for member approval shall be submitted to the Chair of the Constitution and Bylaws Committee no later than ninety (90) days prior to the annual membership meeting to develop appropriate language for the Bylaws. The Constitution and Bylaws Committee shall develop language and a sample ballot and include instructions for casting an absentee ballot. This information shall be forwarded to the Association office no later than forty-five (45) days prior to the annual membership meeting and distributed to the General Membership for member approval no later than thirty (30) days prior to the meeting.

CERTIFICATE OF SECRETARY

I, _____, hereby certify that:

I am the duly elected and acting Secretary of the California Association for Health, Physical Education, Recreation and Dance, a California nonprofit public benefit corporation; and

The foregoing Bylaws comprising _____ () pages constitutes the Amended and Restated Bylaws of said Association as duly adopted at the meeting of the Board of Directors held on _____ and by the members of the Association on _____.

IN WITNESS WHEREOF, I have hereunder subscribed my name this _____ day of _____.

_____, Secretary