

Resolution to Adopt The Proposed Revision of the CALLERLAB Bylaws and All Accompanying  
Amendments And Revisions  
(Draft 3, 02-20-2023 - Reformat Only)

**History and Background:**

The current CALLERLAB Bylaws were originally written in 1975 when there was a Governing Board but no membership beyond that. Over the years there have been periodic amendments, but there has never been a full and detailed review of the Bylaws over the past 47 years. Parliamentary resources recommend that such a review occur every 3-4 years. The need for a complete review and update is needed at this time as approaches to doing business have changed significantly as technology has advanced and because there have been many changes in California Code in the past several years, all of which should be reflected in the Bylaws. These changes include many items that have been updated since 2017 when oversight of Not-For-Profit Public Benefit Organizations was transferred to the California State Attorney General's Office. For reference, CALLERLAB is incorporated in the state of California.

To undertake this task the Executive Committee appointed an Ad Hoc Committee to review both the Bylaws and California Code and develop an initial draft of the revised Bylaws. The Ad Hoc committee spent nearly a year of intense work completing this project. Following the development of a draft document, the Executive Committee reviewed it thoroughly and made final adjustments as deemed necessary and appropriate.

The result is an up-to-date Bylaws document that aligns to current California Code, the current edition of Robert's Rules of Order, and CALLERLAB approaches to business. The Executive Committee strongly recommends that these revised Bylaws be adopted following a review and input by the membership. Consequently the following resolution is being brought forth for consideration by the CALLERLAB Membership.

**Resolution**

Based on the forgoing, the following resolution is presented to the Membership of CALLERLAB:

Whereas: Bylaws are a foundational compact between the members and the leadership of a Not-for-Profit Public Benefit Organization and should be as up-to date and consistent with California Code and current parliamentary guidelines as possible, and

Whereas: It has been nearly half of a century since a full review, revision and update of the CALLERLAB Bylaws has been undertaken, and

Whereas: The current Bylaws have several areas that are out of date and do not reflect current practices on Bylaws organization and the use of modern technology, and

Whereas: Several areas of the current Bylaws do not reflect current California Code and up-to- date legal and parliamentary wording, and

Whereas: It is a reasonable choice to make the proposed revision at this point in time, and

Whereas: These changes are in the best interests of the membership, leadership, and the organization as a whole,

Therefore: Be it resolved that the CALLERLAB Bylaws be revised and amended to read as delineated in the attached proposed document following a review and voting by the membership.

Respectfully submitted by the CALLERLAB Executive Committee.

**RESOLUTION COMMITTEE REVISION NOTES  
TO SUPPORT THE RESOLUTION TO REVISE  
VERSION 27 OF THE CALLERLAB BYLAWS**  
(Draft 8, 03-04-2023)

The purpose of these Notes is to help clarify the changes incorporated into the proposed revision of the current CALLERLAB Bylaws (Revision 27, dated 06-03-2022). The proposed revision to the Bylaws is identified as "Revision 28, Draft 6, dated 03-02-2023". If approved by the Membership, the revised version of the Bylaws will be identified as "Revision 28, *date of final approval*".

These Notes identify the PAGE number in the proposed revision of the Bylaws. The changes in the Bylaws are marked as follows:

- 1) Deleted text is marked with "~~strike thru~~"
- 2) New text is marked with **bold text**
- 3) "Change Bars" are inserted in the right margin to identify the location of changes

**PAGE 1 -**

*Revision Note for Title:*

The new title "Bylaws of CALLERLAB The International Association of Square Dance Callers, Inc" is the registered name as it appears in the Articles of Incorporation, so this title must be used on page one to identify the document

**PAGE 2 -**

*Revision Note for renamed "Article I, NAME, OFFICES, AND CONTACT INFORMATION":*

Old "ARTICLE 1, OFFICES" has been renamed. This rewording brings ARTICLE I up to date in terms of CA, Code 5150-5153, aligns it with the Articles of Incorporation and includes up to date electronic contact information

**PAGE 2 -**

*Revision Note for "ARTICLE I, Section 1, Name:*

Old "ARTICLE I, Section 1, Principal Office" was renamed "Section 1, Name" to match the Articles of Incorporation - it is important that they match

**PAGE 2 -**

*Revision Note for Article I, Section 2, Offices and Contact Information:*

Old "ARTICLE I, Section 2, Other Offices" was renamed "Section 2, Offices and Contact Information" and reworded. This change was made to reflect the current CA Code which now includes electronic/internet address and contact information—CA Code §6210 required reporting to the Secretary of State. The Parliamentarian was concerned that someday in the future, we may lose that domain and/or move the office, thus, to codify it explicitly in our Bylaws invites mischief and headaches. The Bylaws advisor who was consulted agrees that specificity is not needed here. The rest of the language can stay, and it is still effective without the specificity, since it is easy for anyone to find the website with this information, this should not be a concern

**PAGE 3 -**

*Revision Note for NEW “ARTICLE II, PURPOSES”:*

New “ARTICLE II, PURPOSES” is a new article which reflects CA. Code: “This part shall be known and may be cited as the Nonprofit Public Benefit Corporation Law under Title and Purposes [5110 - 5111] (*Article 1 added by Stats. 1978, Ch. 567.*)5110”. This is consistent with current California Code - it is recommended that we add it. A “PURPOSES” article is also recommended by Roberts Rules on Bylaws.

**PAGE 3 -**

*Revision Note for new “ARTICLE III, MEMBERS”:*

Old “ARTICLE II, MEMBERSHIP” was renumbered “ARTICLE III” due to addition of new “ARTICLE II, PURPOSES”. New ARTICLE III was renamed “MEMBERS”. No changes were made to “Section 1, Classes of Membership”

**PAGE 4 -**

*Revision Note for new “ARTICLE III, MEMBERS, Section 1, Classes of Membership. Sub-Section D. Life Members”*

Changed “his” to “their”

**PAGE 5 -**

*Revision Note for New Article III, MEMBERS”, new “Section 2, Voting Members”:*

This is formatting change creating a new paragraph but no change in language or intent

**PAGE 5 -**

*Revision Note for New ARTICLE III, MEMBERS, Section 3, Good Standing”:*

The changes in this section are only format changes with no change in language nor intent

**PAGE 6 -**

*Revision note for New ARTICLE III, MEMBERS, New Section 4 Application For Membership”:*

This is a new section proposed by Harlan

**PAGE 6 -**

*Revision Note for New Article III, MEMBERS”, new “Section 5, Dues and Assessments”:*

This is a formatting change renaming old “Section 3, Dues and Assessments” to “Section 5, Dues and Assessments” there is no change in language nor intent

**PAGE 6 -**

*Revision Note for New Article III, MEMBERS”, new “Section 6, Resignation, Termination, and Reinstatement”:*

This is a formatting change renaming old “Section 4, Resignation, Termination and Reinstatement” to “Section 6, Resignation, Termination and Reinstatement” there is no change in language nor intent

**PAGE 7 -**

*Revision Note for New Article III, MEMBERS”, new “Section 6, Resignation, Termination, and Reinstatement. Sub-Section B. (3)” (Termination or Expulsion of Members):*

Updated reference from “Subparagraph (B) (2)” to “Article III. Members. Section 6. B. (2)” AND

Updated reference from “Article II. Members. Section 4 ( C) (2)” to “Article III. Members. Section 6. C. (2)”

**PAGE 8 -**

*Revision Note for New Article III, MEMBERS”, new “Section 6, Resignation, Termination, and Reinstatement. Sub-Section C. (2) Reinstatement”:*

Updated reference from “Article II. Membership. Section 4 (B) (2)” to “Article III. Members. Section 6. B. (2)”

**PAGE 8 -**

*Revision Note for New Article III, MEMBERS”, new “Section 6, Resignation, Termination, and Reinstatement. Sub-Section C. (3) Reinstatement”:*

Updated reference from “Article II. Membership. Section 4 (B) (3)” to “Article III. Members. Section 6. B. (3)”

**PAGE 8 -**

*Revision Note for New Article III, MEMBERS”, new “Section 7, Rights in Dissolution”:*

This is a formatting change renaming old “Section 5, Rights in Dissolution” to “Section 7, Rights in Dissolution” there is no change in language nor intent

**PAGE 8 -**

*Revision Note for New Article IV, MEETINGS OF MEMBERS”:*

Old “ARTICLE III, MEETINGS OF MEMBERS” was renumbered “ARTICLE IV, MEETINGS OF MEMBERS” this is a formatting change only there is no change in language nor intent

**PAGE 9 –**

*Revision note for “Article IV MEETINGS OF MEMBERS, Section 5. Minutes of Meetings”:*

Old “Section 5. Reports of Meetings” was renamed “Section 5. Minutes of Meetings”

**PAGE 9 & 10 –**

*Revision note for “Article IV MEETINGS OF MEMBERS, Section 7. Action Without Meeting”:*

Old “Section 7 Action Without Meeting” was edited with minor grammatical changes made, no change of intent

**PAGE 10-**

*Revision Note for New Article V, BOARD OF GOVERNORS”:*

Old “ARTICLE IV, BOARD OF GOVERNORS” was renumbered “ARTICLE V, BOARD OF GOVERNORS” this is a formatting change due to earlier changes

**PAGE 10 -**

*Revision note for new "ARTICLE V. BOARD OF GOVERNORS, New Section 1. Election and Membership":*

This new section is added to reflect the wording in the Articles of Incorporation and mentioned in California Code 5150-6910 under which we are incorporated.

**PAGE 10 -**

*Revision note for new "ARTICLE V. BOARD OF GOVERNORS, Section 2, Number of Governors":*

Old "Section 1, Number of Governors" was renumbered "Section 2, Number of Governors" due to addition of new "Section 1, Election and Membership". Wording was changed:

FROM - "The Board of Governors shall consist of eighteen (18) members."

TO - "The Board of Governors shall consist of no less than eighteen (18) members."

**PAGE 10 -**

*Revision note for "Article V BOARD OF GOVERNORS, Section 3. Term of Office"*

Old "Section 2, Term of Office" was renumbered "Section 3, Term of Office" this is a formatting change due to earlier changes. Change "he" and "his" to "they" and "their"; "he/she" to "they" and correct grammatical continuity.

**PAGE 11-**

*Revision Note for "ARTICLE V. BOARD OF GOVERNORS, Section 4, Eligibility":*

Old "Section 3, Eligibility" was renumbered "Section 4, Eligibility" due to earlier additions; additionally, the current bylaws say the qualifications are listed but do not list them; therefore, new "Section 4, Sub-Sections A. and B." have been added to make "ARTICLE V, BOARD OF GOVERNORS, Section 4, Eligibility" complete.

**PAGE 11 -**

*Revision note for new "ARTICLE V. BOARD OF GOVERNORS, Section 5, Election":*

Old "Section 4, Election" was renumbered "Section 5, Election" due to addition of new "Section 1, Election and Membership"; Reference changed from "Section D below" to Section 6.D. below"

**PAGE 11 -**

*Revision Note for "ARTICLE V. BOARD OF GOVERNORS, New Section 6, Election Procedures":*

This change is to add only the title "Section 6.Election Procedures; the new title has been added to identify where the Election Procedures are provided

**PAGE 11 -**

*Revision Note for "ARTICLE V. BOARD OF GOVERNORS, New Section 6, Election Procedures, Sub-Section A.":*

In Sub-Section "6. A" change "... himself/herself..." to "... themselves..."

**PAGE 12 -**

*Revision Note for "ARTICLE V. BOARD OF GOVERNORS, New Section 6, Election Procedures, Sub-Section D.":*

In Sub-Section 6. D. . change "...His votes..." to "...their votes..." And wording regarding electronic voting system was added

**PAGE 13 -**

*Revision Note for "ARTICLE V. BOARD OF GOVERNORS, Section 7. Removal":*

Renumbered old "Section 5. Removal" to new "Section 7. Removal" due to earlier changes. Added clarifying language in "Sub-Section 7. B. (1)" regarding maintaining membership in good standing. Updated reference in "Sub-Section 7.B. (4)" from "ARTICLE V. Section 2. C" to "ARTICLE VI. MEETINGS OF THE BOARD. Section 2.C"

**PAGE 13 -**

*Revision Note for ARTICLE V. BOARD OF GOVERNORS, Section 8. Vacancies":*

This change is to renumber AND rename the old "Section 6. Vacancy" to the new "Section 8. Vacancies"

**PAGE 14 -**

*Revision Note for ARTICLE V. BOARD OF GOVERNORS, Section 9. Powers"*

"Renumbered old "ARTICLE IV. BOARD OF GOVERNORS. Section 7. Powers" to new "ARTICLE V. BOARD OF GOVERNORS. Section 9. Powers" AND updated reference in "Section 9. F." from "Section 5.(E)" to "Section 9. E". There are no other changes to content nor intent.

**PAGE 15 -**

*Revision Note for ARTICLE V. BOARD OF GOVERNORS, Section 10. Chair":*

Renumbered and renamed old Section "Section 8. Chairman." to new "Section 10, Chair"; changed "Chairman" to "Chair"; renumbering required due to earlier changes

**PAGE 15 -**

*Revision Note for ARTICLE V. BOARD OF GOVERNORS, Section 11. Vice-Chair."*

Renumbered and renamed old Section "Section 9. Vice-Chairman." to new "Section 11, Vice-Chair"; renumbering required due to earlier changes; several instances of "Vice-Chairman" were renamed "Vice-Chair" to be consistent

**PAGE 15 & 16 -**

*Revision Notes for new "ARTICLE V. BOARD OF GOVERNORS."*

The three new sections (Sections 12, Section 13, And Section 14 listed below are changed/added to reflect current CA. Code 5150-6910 under which we are incorporated

*A. New "Section 12. Non Liability Of The Board Of Governors"*

*B. New "Section 13. Indemnification By Corporation Officers, Employees and Other Agents"*

*C. New "Section 14. Insurance for Corporate Agents"*

The California state attorney general's office now oversees not for profits. This is a change that took place about 4 years ago - and this section is now a requirement. We probably already have this coverage

**PAGE 16 -**

*Revision Note for "ARTICLE VI. MEETINGS OF THE BOARD":*

"Article V, MEETINGS OF THE BOARD" was renumbered to "ARTICLE VI. MEETINGS OF THE BOARD" due to adding a new ARTICLE earlier

**PAGE 16 -**

*Revision Note for ARTICLE VI. MEETINGS OF THE BOARD, Section 2. Regular Meetings. Sub-Section 2 . A.":*

Changed "Chairman" to "Chair" and "Vice Chairman" to "Vice-Chair"

**PAGE 16 -**

*Revision Note for "ARTICLE VI. MEETINGS OF THE BOARD, Section 2, Regular Meetings. Sub-Section 2. B.":*

Changed "Chairman-designate" to "Chair-designate" and "Vice-Chairman-designate" to "Vice-Chair-designate"

**PAGE 17 -**

*Revision Note for " ARTICLE VI. MEETINGS OF THE BOARD, Section 2, Regular Meetings. Sub-Section 2. C.":*

Deleted old Sub-Section 2, ( C ) with reference to "elected in 2011" and replaced with new Sub-Section 2. C stating "Members of the Board of Governors are required to attend all regular meetings of the Board during their term of office. ..."

**Page 17 -**

*Revision Note for ARTICLE VI. MEETINGS OF THE BOARD, Section 3. Special Meetings.*

Removed numerical counts and changed the text to specify majority of the Executive Committee or the Board of Governors.

**PAGE 17 -**

*Revision Note for "ARTICLE VI. MEETINGS OF THE BOARD, Section 4. Notice of Meetings. Sub-Section B.":*

Deleted old Section 4. Sub-Section (B) with information related to notice using telegraph; added new Section 4. Sub-Section B. to eliminate reference to notice using telegraph

**PAGE 18 -**

*Revision Note for "ARTICLE VI. MEETINGS OF THE BOARD, Section 6, Electronic Meetings":*

Inserted "**policy**" into the last sentence of this section so that the sentence now reads: "Electronic meetings of the Board must adhere to the policy, procedures, and guidance contained in the Board of Governors **policy** document titled "Procedures For Electronic Meetings of the Board of Governors."

**PAGE 18 –**

*Revision Note for "ARTICLE VI. MEETINGS OF THE BOARD, Section 7. Electronic Discussion and Voting. Sub-Section 7. B":*

Added the words "and voting" where necessary to clarify

**PAGE 18 & 19 –**

*Revision Note for "ARTICLE VI. MEETINGS OF THE BOARD, Section 7. Electronic Discussion and Voting. Section 7.C":*

Changed language to assert that discussions and voting may be conducted via email and clarifies how such voting is to be certified.

**PAGE 19 -**

*Revision Note for "ARTICLE VI. MEETINGS OF THE BOARD, Section 7. Email Discussion and Voting. Sub-Section 7. D.":*

Replaced current "Sub-Section 7.D." with the following text as "Sub-Section 7.D" - "Sub-Section 7.D." - "Electronic voting will be conducted and verified in accordance with current applicable California Code."

**PAGE 19 -**

*Revision Note for "ARTICLE VII. EXECUTIVE COMMITTEE, OFFICERS, And EXECUTIVE DIRECTOR"*  
Old "ARTICLE VI. EXECUTIVE COMMITTEE" was renumbered due to earlier additional ARTICLES and renamed "Article VII, EXECUTIVE COMMITTEE, OFFICERS, And EXECUTIVE DIRECTOR" .

**PAGE 19 -**

*Revision Note for "ARTICLE VII, EXECUTIVE COMMITTEE, OFFICERS, And EXECUTIVE DIRECTOR, Section 1, Powers":*

Old "Section 1. Powers" was reworded and expanded to clarify the powers of the Executive Committee

**PAGE 20 -**

*Revision Note for "ARTICLE VII, EXECUTIVE COMMITTEE, OFFICERS, And EXECUTIVE DIRECTOR, Section 2, Membership":*

Old Section 2, Membership" was revised to change "Chairman" to "Chair" and "Vice-Chairman" to "Vice-Chair" AND "Chairman-designate" to "Chair-designate" and "Vice-Chairman-designate" to "Vice-Chair-designate"

**PAGE 20 –**

*Revision Note for "ARTICLE VII, EXECUTIVE COMMITTEE, OFFICERS, And EXECUTIVE DIRECTOR, Section 3, Term of Office":*

Old "Section 3, Term of Office was revised to read as follows:

"Each voting member of the Executive Committee shall take office at the conclusion of the next Annual Meeting of the Members following their election. Each member shall serve for one (1) year, or until their successor is elected or appointed, whichever comes first."

**PAGE 20 & 21 -**

*Revision Note for "ARTICLE VII, EXECUTIVE COMMITTEE, OFFICERS, And EXECUTIVE DIRECTOR, new Section 6, Records of Meetings; new Section 7, Officers; and new Section 8, Removal and Resignation":*

These three new Sections were added to clarify provisions in the California code.

**PAGE 21 -**

*Revision Note for "ARTICLE VII, EXECUTIVE COMMITTEE, OFFICERS, And EXECUTIVE DIRECTOR, Section 9, Executive Director":*

Renumbered old "Section 6. Executive Director" to "Section 9. Executive Director" due to additional Sections being added earlier

**PAGE 21 -**

*Revision Note for "ARTICLE VII, EXECUTIVE COMMITTEE, OFFICERS, And EXECUTIVE DIRECTOR, Section 9, Executive Director, Sub-Section A.":*

Reworded to change "... and operate the business on a day-to-day basis." to read "... and shall oversee, manage, and conduct the day to day business of the corporation." This change was made to clarify language that provides greater consistency with CA Code 5150-6910



**PAGE 21 -**

*Revision Note for “ARTICLE VII, EXECUTIVE COMMITTEE, OFFICERS, And EXECUTIVE DIRECTOR, Section 9 . Executive Director. Sub-Section “B. (1)”, Sub-Section “B. (2)”, and Sub-Section “B. (3)”:*

Revised wording and added three Sub-Sections “Sub-Section 9. B.(1)”, “Sub-Section 9, B. (2)”, and “Sub-Section 9. B.(3)” to comply with the current template for not for profits in CA Code 5150-6910

**PAGE 22 -**

*Revision Note for “ARTICLE VII, EXECUTIVE COMMITTEE, OFFICERS, And EXECUTIVE DIRECTOR, Section 9, Executive Director, Sub-Section C.” :*

Revised wording and added two Sub-Sections 9 C.(1) and 9 C.(2) to comply with CA Code 5150-6910

**PAGE 22 -**

*Revision Note for “ARTICLE VII, EXECUTIVE COMMITTEE, OFFICERS, And EXECUTIVE DIRECTOR, Section 9, Executive Director, Sub-Section D.”:*

Added Sub-Section 9. D. to include directions to the Executive Director as follows: “The Executive Director shall render to the Board of Governors statements of the financial condition of the corporation on request, provided that such statements shall be rendered at least annually.”

**PAGE 22 -**

*Revision Note for “ARTICLE VII, EXECUTIVE COMMITTEE, OFFICERS, And EXECUTIVE DIRECTOR, Section 10. Assistant Executive Director”:*

Renumbered old “Section 7. Assistant Executive Director” to new “Section 10, Assistant Executive Director” due to renumbering other Sections earlier in ARTICLE VII, EXECUTIVE COMMITTEE, OFFICERS, And EXECUTIVE DIRECTOR; added “inability to continue in the position”; there were no other changes to wording nor intent

**PAGE 21 -**

*Revision Note for new “ARTICLE VIII, RECORDS”:*

This new “ARTICLE VIII, RECORDS” includes “Section 1. Inspection of Bylaws” and “Section 2. Inspection of Records” which was part of the old “ARTICLE VII – Miscellaneous” in the current Bylaws and was added to reflect CA Code 5150-6910 under which we are incorporated.

**PAGE 23 -**

*Revision Note for new “ARTICLE IX, PARLIAMENTARY AUTHORITY”:*

This new “ARTICLE IX, PARLIAMENTARY AUTHORITY”: was part old “ARTICLE VII, MISCELLANEOUS” in the current bylaws. This new ARTICLE IX was added to comply with Roberts Rules which states it should be a standalone article in the Bylaws

**PAGE 23 -**

*Revision Note for “ARTICLE X, AMENDMENT OF BYLAWS”:*

Old “ARTICLE VIII, AMENDMENT OF BYLAWS” in the current Bylaws was deleted and replaced with the new “ARTICLE X, AMENDMENT OF BYLAWS”

# ~~BYLAWS~~

~~Revision 27~~  
~~APPROVED~~  
~~June 3, 2022~~

~~Revised June 3, 2022~~

## **Bylaws of CALLERLAB The International Association of Square Dance Callers, Inc.**

**Revision 28  
(Draft 8, March 02, 2023)**

**BYLAWS OF CALLERLAB  
A CALIFORNIA NONPROFIT MUTUAL BENEFIT  
CORPORATION**

**~~I. OFFICES.~~**

~~Section 1. Principal Office.—The principal office for the transaction of business of the corporation is 200 SW 30th Street, Suite 104, Topeka, KS 66611. The location of this office may be changed by the Board of Governors as it sees fit.~~

~~Section 2. Other Offices.—Branch or subordinate offices may be established at such times and places as the Board of Governors shall decide.~~

**ARTICLE I  
NAME, OFFICES, AND CONTACT INFORMATION**

**Section 1. Name:**

**The name of the organization is CALLERLAB –The International Association of Square Dance Callers, Inc., hereafter referred to as CALLERLAB.**

**Section 2. Offices and Contact Information:**

**A. CALLERLAB shall at all times maintain a web presence that shall serve as the main portal for contact and information.**

**B. Anyone may contact the organization or officers through the CALLERLAB website. The CALLERLAB website shall include:**

- **The contact information for the principal office, including address, phone numbers, and email address.**
- **The electronic addresses for Board of Governors members and Executive Committee members.**

**C. Principal Office: A principal office shall be maintained at all times as the main center for conducting the daily business of the corporation.**

**D. Other Offices: Branch or subordinate offices may be established at such times and places as the Board of Governors shall deem necessary.**

**E. The location of the principal office, the website address, and email address are established and may be changed by a majority vote of the Board of Governors as deemed needed and appropriate.**

## **ARTICLE II PURPOSES**

**The purposes of CALLERLAB are expressed in its mission statement:**

**To foster the art of square dance calling and improve caller skill.**

## ~~II. MEMBERSHIP~~

## **ARTICLE III MEMBERS**

The Board of Governors shall establish rules governing all incidents of membership not covered by these Bylaws.

### Section 1. Classes of Membership.

#### A. Active Member

(1) Definition. A person who is eligible for membership, has attended an Annual Meeting, or special meeting of the members, or a Mini-Lab, or has met an Alternative Involvement Requirement (as determined by the Board), subscribes to the CALLERLAB Code of Ethics, and after achieving membership remains in good standing. Any person who has been calling for three (3) years and is an active square dance caller is eligible for membership. 'Active' is defined as calling at least 12 dance sessions per year during the previous three (3) years.

(2) Privileges. An Active Member in good standing shall be entitled to one vote and may serve on committees. Any Active Member who has been an Active Member in good standing for the four (4) most recent years shall be eligible for election to the Board of Governors. All copyright licenses and group insurance provided through the corporation, and appropriate to the Member's residence and area of calling practice, shall be available to every Active Member.

An Active Member shall, at his or her request, receive promptly the meeting minutes of the Board of Governors, the Executive Committee, any committees of the Board of Governors, and the financial statements made available to any member of the Board of Governors.

Each Active Member shall receive a newsletter at least twice annually.

## B. Associate Member

(1) Definition. A person who is otherwise eligible for Active membership, but who:

(a) Is not active as defined in A.(1) above, OR;

(b) Has NOT attended an Annual Meeting, or a special meeting of the Members, or a Mini-Lab, or has not met an Alternative Involvement Requirement (as determined by the Board), OR;

(c) Has ceased to meet the requirements for Active membership in good standing.

(2) Privileges. Associate Members shall have all privileges of Active Members, except voting, serving on the Board of Governors, or receiving minutes and financial statements. Associate Members may serve on committees and vote on committee business.

## C. Apprentice Member

(1) Definition. A person who has been calling less than three (3) calendar years and who subscribes to the CALLERLAB Code of Ethics.

(2) Privileges. Apprentice Members shall have all privileges of Active Members, except voting, serving on the Board of Governors, or receiving minutes and financial statements. Apprentice Members may serve on committees, for which they qualify, and vote on committee business.”

## D. Life Member

(1) Definition. A person who has served CALLERLAB in an outstanding and meritorious fashion as determined by the Board of Governors and who subscribes to the CALLERLAB Code of Ethics.

(2) Privileges. A Life Member is entitled to all privileges of an Active Member except election to the Board of Governors. However, a Life Member who, except for paying dues, fulfills the requirements for Active Membership in good standing shall be eligible for election to the Board of Governors.

Each Life Member shall be presented with a gold membership card, signifying ~~his~~ **their** outstanding and meritorious service to the organization.

## E. Retired Member

(1) Definition: A person who has been an Active Member for eight (8) years, has attended a minimum of three (3) Annual or special meetings for the Members, and has ceased actively calling square dances.

(2) Privileges. Retired Members shall have all privileges of Active Members except voting, serving on the Board of Governors, or receiving minutes and financial

statements. Retired Members may serve on committees for which they meet pre-requisites and vote on committee business.

A Retired Member may rejoin the organization as an Active Member at any time.

#### F. Licensee

(1) Definition. A person who calls square dances who wishes to obtain any necessary licensing or insurance through the auspices of CALLERLAB.

(2) Privileges. A Licensee may obtain any license or insurance that the Board of Governors determines should be available. A Licensee receives no other benefits afforded other classes of membership.

#### G. Youth Member

(1) A person who is otherwise eligible for Active, Associate, or Apprentice membership but who is less than 21 years old and applies for this Membership Category shall be considered a Youth Member as defined below;

(2) Several categories of Youth Members are identified as follows:

(a) Youth Active Member

1) Definition: The same as Active Members

2) Privileges: The same as Active Members

(b) Youth Associate Member

1) Definition: The same as Associate Members

2) Privileges: The same as Associate Members

(c) Youth Apprentice Member

1) Definition: The same as Apprentice Member

2) Privileges: The same as Apprentice Members

### **Section 2. Voting Members.**

Active Members in good standing, Youth Active Members in good standing, and Life Members are referred to collectively in these Bylaws as "Voting Members".

### ~~Section 2. Good Standing.~~

### **Section 3. Good Standing.**

An Active Member or Active Youth Member of the corporation whose dues for the current year have been paid shall be in good standing, provided that the Member has either been an Active Member or an Active Youth Member in good standing for eight (8) years OR is an Active caller as defined in Section 1 (A) (1) above.

The above are the only requirements for maintaining good standing.

### **Section 4. Application For Membership.**

**A. A formal written application is required of those desiring membership. Applications are found on the CALLERLAB website or can be requested by mail from the Home Office. Membership shall be granted upon receipt of a completed membership application and full payment of dues.**

**B. At the discretion of the Home Office, applications may be considered provisional until approved by the Board of Governors.**

~~Section 3. Dues and Assessments.~~

### **Section 5. Dues and Assessments.**

A. Every person becoming a Member of this corporation shall pay dues as determined annually by the Board of Governors. Dues shall be uniform for all Members of a given class. Dues shall be paid at or before the annual meeting or, if a Member is unable to attend the Annual meeting, paid by mail to the principal or otherwise-designated office of the corporation no later than the first day of April of that year. Additionally, for a particular stated purpose, the Board of Governors may assess each Member annually an amount not exceeding twenty percent (20%) of the annual dues for the same year, provided that all Members of a class are assessed uniformly. Unpaid dues, assessments, or any other indebtedness due the corporation from a Member are delinquent on the first day after the date upon which said dues, assessments, or indebtedness are due.

B. Life Members are not required to pay dues as in (A) above.

C. The Board of Governors may require additional fees to pay for copyright licenses, benefits, or other services or administrative costs based on a Member's residence and calling activity. Such fees shall not be included in the dues as described in (A) above.

D. Licensees are not required to pay dues as in (A) above, but shall pay an administrative fee set by the Board of Governors along with the required fees for such copyright licenses or insurance as they receive.

~~Section 4. Resignation, Termination and Reinstatement.~~

### **Section 6. Resignation, Termination and Reinstatement.**

A. Resignation. Any Member in good standing whose account is fully paid may resign, and ~~his~~ **their** resignation shall be accepted at the next meeting of the Board of Governors. It shall be effective as of the date of resignation.

B. Termination or Expulsion of Members.

(1) Any Member whose account is delinquent shall be mailed a written notice of delinquency at the address as shown on the records of the corporation. If the delinquency is not cured within 60 days following the sending of the notice, the membership shall be terminated.

(2) Any Member of the corporation may be expelled by an affirmative vote of 2/3 majority of the currently serving Board of Governors (Board), at a meeting of the Board, for conduct the Board shall deem harmful to the best interest of the corporation. The Membership of any such Member and all rights pertaining to Membership shall terminate immediately upon expulsion.

(3) Any Member who has been expelled in accordance with ~~Subparagraph (B) (2)~~ **Sub-Section 6. B. (2)** above and who has been reinstated in accordance with ~~Article II Membership, Section 4 (c) (2)~~ **Article III. Members. Section 6.C. (2)** may be expelled by an affirmative vote of a simple majority (51%) of the currently serving Board (at a meeting of the Board) for conduct the Board shall deem harmful to the best interest of the corporation. The Membership of any such Member and all rights pertaining to Membership shall terminate immediately upon expulsion.

(4) No Member shall be so expelled until he/she is given thirty (30) days prior notice of the proposed action for expulsion and the reasons therefore. This notice shall be sent by first-class, certified, or registered mail to the last address of such Member shown on the corporation's records. The thirty (30) days notice shall begin on the date the notice is mailed.

(5) Such Member shall have the right to submit, in writing (not less than five (5) days prior to the scheduled action (vote) by the Board) reason (s) why he/she should not be expelled. Such submission shall serve as the Member's right to be heard by the body authorized to decide the proposed expulsion, termination or suspension.

(6) The decision of the Board shall be final.

(7) Notwithstanding any termination of membership, all sums (other than unpaid membership renewals) due to the corporation from any Member shall still be due and remain a debt in favor of the corporation and shall be enforceable against the Member or his/her estate.

#### C. Reinstatement.

(1) Any Member whose Membership has been terminated for non-payment of dues shall be reinstated upon paying the then current full year's dues and any applicable late fee.

(2) Any Member whose Membership has been terminated by the Board, as described in ~~Article II Membership, Section 4. (B) (2)~~, **Article III Members,**



**Section 6. B. (2)**, shall not be eligible for Membership nor any other benefits offered by the corporation, until the expelled or removed Member has submitted the appropriate application and such application has been approved by an affirmative vote of 2/3 majority of the currently serving Board of Governors at a meeting of the Board.

(3) Any Member whose Membership has been terminated by the Board, as described in ~~Article II Membership, Section 4. (B) (3)~~ **Article III Members, Section 6. B. (3)** shall not be permitted to re-apply for Membership and shall not be eligible for reinstatement.

~~Section 5. Rights in Dissolution.~~

### **Section 7. Rights in Dissolution.**

In the event of the dissolution of the corporation, no Member shall have any rights to any assets of the corporation. Any assets of the corporation remaining after payment of all indebtedness and costs of dissolution shall be distributed in accordance with the articles of incorporation to a non-profit organization which has established its tax status under Section 501(c)(3) or (6) of the Internal Revenue Code, as amended.

## ~~III. MEETINGS OF MEMBERS~~

### **ARTICLE IV. MEETINGS OF MEMBERS**

#### Section 1. Annual Meeting.

The Annual Meeting of the Members of this corporation shall be held each year at a time and place determined by the Board of Governors. At such meetings, the results of election of Governors shall be announced, reports of the affairs of the corporation shall be considered, and any other business may be transacted that is within the powers of the Members.

#### Section 2. Special Meetings.

Special meetings of the Members, for any purpose, may be called at any time by a majority of the Board of Governors, or by five percent (5%) of the Voting Members.

#### Section 3. Notice.

Not less than ten (10) nor more than ninety (90) days before any meeting of Members, written notice of such meeting shall be given to each Voting Member either personally or by mail or other written means of communication, addressed to such member at the address appearing on the books of the corporation.

Notices of any meeting shall specify the place, day, and hour of such meeting, the general nature of the business to be transacted, and the matters that the Board intends to present for action by the Members.

#### Section 4. Quorum.

The quorum for any meeting of the Members shall be a majority of the Voting Members present at such meeting. However, if less than one-third of the corporation's Voting Members actually attend the meeting, then the only matters that may be voted upon are those which were described generally in the notice of the meeting. The Voting Members present at a duly held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

#### ~~Section 5. Reports of Meetings.~~ **Section 5. Minutes of Meetings.**

Within thirty (30) days of any meeting of the Members, the minutes of such meeting shall be mailed to every Member. With the minutes sent to each Voting Member shall be a ballot asking, for each item of business, whether the action of the Members at the meeting should be rescinded. Only Voting Members shall receive such ballots. Every decision of the Members at the meeting shall stand as final unless:

- A. The number of valid ballots returned is equal to at least one-third (1/3) of the number of Voting Members, AND
- B. A two-thirds (2/3) majority of the ballots returned favor rescinding that decision.

#### Section 6. Action Outside of Meetings.

Except as provided by law or required by these Bylaws, any action that may be taken at a meeting of the Members may be taken by written ballot, provided that a ballot is sent to every Voting Member via the means specified by the Member and as recorded in the corporate records and at least 15 days is allowed for responses. The quorum for a ballot outside of meetings shall be one-third (1/3) of the number of ballots issued. No ballot shall be accompanied by any argument or recommendation of a specific result, unless it carries an argument for each side written by an advocate of that side.

#### ~~Section 7. Action Without Meeting.~~

~~Any action that, under any provision of the California Nonprofit Mutual Benefit Corporation Law, may be taken at a meeting of the Members may be taken without a meeting if every Voting Member consents in writing to such action. Such consents shall be filed with the records of the corporation.~~

#### **Section 7. Action Without Meeting:**

**Any action (under any provision of the California Nonprofit Mutual Benefit Corporation Law) that may be taken at a meeting of the Members may be taken without a meeting if every Voting Member consents in writing to such action. Such consents shall be filed with the records of the corporation.**

Section 8. Voting By Proxy

Voting by a proxy at an annual or special meeting of the Members is prohibited.

~~IV. BOARD OF GOVERNORS~~

**ARTICLE V.  
BOARD OF GOVERNORS**

**Section 1. Election and Membership.**

**The Board of Governors are elected by the membership, serve as the Directors of the Corporation, and are the governance body representing the membership.**

~~Section 1. Number of Governors.~~

**Section 2. Number of Governors.**

The Board of Governors shall consist of ~~eighteen (18) members~~ **no less than** eighteen (18) members.

~~Section 2. Term of Office.~~

**Section 3. Term of Office.**

Each Governor shall take office at the next Annual Meeting of the Members following ~~his~~ **their** election, or at the special meeting held in lieu thereof, or at the meeting at which ~~he is~~ **they are** elected. Each Governor shall serve for three (3) years, or until ~~his~~ **their** successor is elected and qualified. However, a Governor elected to fill a vacancy shall serve out the term of the Governor whose vacancy ~~he/she fills~~ **they fill**.

~~Section 3. Eligibility.~~

~~The only qualifications for serving on the Board of Governors shall be those set forth in these Bylaws~~

**Section 4. Eligibility.**

**The only qualifications for serving on the Board of Governors shall be those set forth in these Bylaws. These are:**

**A. Has been a voting member of the corporation for the four years preceding the election.**

**B. Submit a valid Board of Governors Petition for Candidacy by July 1st of the election year.**

~~Section 4. Election.~~

#### **Section 5. Election.**

The Governors shall be elected by ballots that are distributed to qualified Voting Members via the means, electronic or by mail, designated by the Member and as recorded in the corporate records.

A. Ballots must be returned by the date specified in accordance with ~~section D~~ **Section 6.D** below to be considered valid. Each qualified Voting Member shall submit only one ballot.

B. If such a vote is not conducted, or is for any reason found invalid, then Governors will be elected by ballots issued to the Voting Members at the next Annual Meeting of the Members or any special meeting held in lieu thereof.

#### **Section 6. Election Procedures.**

The election procedure shall be as follows:

A. The corporation shall, by June 15 of each year, send notice to each Voting Member in Good Standing, via the means specified by the Member and as recorded in the corporate records. This notification shall inform each Voting Member that nominations are in order for the class of the Board of Governors whose term is to expire at the next Annual Meeting, and for such other governorships that are vacant or required to be filled by election. Any Active Member in good standing may nominate any eligible Voting Member, including ~~himself/herself~~ **themselves**.

B. Each submitted nomination shall have thereon or attached thereto, in addition to the signature of the nominator, the signatures of at least twenty-five (25) Voting Members who concur in the nomination. To be valid, a nomination must be in the hands of the Executive Director no later than July 1.

C. After the qualifications of the nominators, nominees, and supporting signatories have been verified as being in accordance with this Article, the names of the

nominees who have been properly nominated shall be placed on ballots and a ballot shall be sent to each Voting Member via the means specified by the Member and as recorded in the corporate records no later than August 15.

~~D. Each Voting Member may cast one vote for each Governorship to be filled. However, no Member may cumulate his **their** votes, nor vote for more than the number of Governorships to be filled. All ballots shall be returned to the Executive Director of the corporation no later than 45 days after the mailing of ballots. Ballots must be returned by the established closing date for that election, by mail, fax, or email, and have a postmark or electronic mail time of before midnight on that date.~~

D. Each Voting Member may cast one vote for each Governorship to be filled. However, no Member may cumulate his **their** votes, nor vote for more than the number of Governorships to be filled. **All ballots shall be returned to the Executive Director of the corporation no later than 45 days after the mailing of ballots or opening of an electronic voting system. Ballots must be returned by the established closing date for that election, by mail, fax, or email, or electronic voting system, and have a postmark or electronic mail time of before midnight on that date.**

E. If the number of ballots returned is fewer than one-fifth (1/5) of the number of Voting Members, then the election shall be void and Governors shall be elected at the next Annual Meeting of the Members, or any special meeting held in lieu thereof.

F. The nominees equal to the number of Governorships to be filled who receive the highest number of votes shall be elected. If Governors are being elected to fill vacant Governorships, then the Governor with the highest number of votes shall receive the longest term down to the Governor with the lowest vote, who shall receive the shortest term.

G. A tie vote for the Governorship to be filled by the lowest successful vote total shall result in a run-off election between the persons who tied, and the person receiving the highest number of votes shall be elected. Such election shall be held at the next Annual Meeting of the Members, or at a special meeting called for the purpose.

## ~~Section 5. Removal.~~

## Section 7. Removal.

A Governor may be removed from office by:

A. A majority vote of the voting Members of the corporation, either by mail, or at a meeting of the Members, or

B. A 2/3 majority vote of the currently serving Board Of Governors, either by mail (not electronic), or at a meeting of the Governors, if the Governor:

~~(1) Fails to maintain CALLERLAB Membership, or~~

**(1) Fails to maintain CALLERLAB Membership, in good standing as defined as paying membership dues by April 1st of each year, or**

(2) Has been declared of unsound mind by a final order of court, or

(3) Has been convicted of a felony, or

~~(4) Fails to attend a Regular Meeting of the Board as specified in Article V, Section 2, C,~~ **Article VI. MEETINGS OF THE BOARD. Section 2. C.** or

(5) Fails to vote on two (2) Board of Governors ballots during a given business year (convention to convention) without approved extenuating circumstances.

~~Section 6. Vacancy.~~

## Section 8. Vacancies.

~~Vacancy~~ **Vacancies** on the Board of Governors shall be filled as follows:

A. Elected Member Unable to Assume Office (Resignation or Other Reason) Before Taking Office.

If a Governor resigns or is unable to assume office for any other reason during the period between the election and taking office, this place shall be filled by the unsuccessful candidate from the same election with the next highest vote total. Multiple such situations shall be filled in order from the remaining unsuccessful candidates. If there are no unsuccessful candidates, the office shall be filled by election at the next Annual Meeting or special meeting held in lieu thereof.

B. Vacancy on the Board After Elected Members Assume Office.

If a Governorship becomes vacant after the elected Member assumes office, this place shall be filled by the unsuccessful candidate from the most recent election with the next highest vote total. Multiple such situations shall be filled in order from the remaining unsuccessful candidates. If there are no unsuccessful candidates, the office shall be filled by election at the next Annual or special meeting held in lieu thereof.

~~Section 7. Powers.~~

**Section 9. Powers.**

Subject to the limitations of California law, the Articles of Incorporation, these Bylaws, and decisions made at meetings of the Members, all corporate powers shall be exercised by or under the authority of, and all business and affairs of the corporation shall be controlled by, the Board of Governors. Without limiting its general powers, the Board of Governors shall have the following powers:

- A. To elect and remove members of the Executive Committee, agents, and employees of the corporation, prescribe their powers and duties, fix their compensation, and require from them security for faithful service.
- B. To conduct, manage, and control the affairs and business of the corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation, these Bylaws, or decisions made at meetings of the Members.
- C. To borrow money and incur indebtedness for the purposes of the corporation, and for those purposes to cause to be executed and delivered, in the corporate name, evidence of debt and securities for them.
- D. To elect other committees and the ~~chairmen~~ **chairs** thereof, and to delegate to the Executive Committee any and all powers and authority of the Board of Governors, except:
  - (1) The power to amend these Bylaws
  - (2) The power to elect replacement Governors
  - (3) The power to take any action that requires approval of the Members.
- E. To create such offices of the Executive Committee or of any other committee, as the Board of Governors may deem prudent or necessary.
- F. To select and remove Members from any office created pursuant to ~~“Section 5.(E)”~~ to **“Section 9.E.”** above, to prescribe their powers and duties, fix their compensation, and require from them security for faithful service.

~~Section 8. Chairman.~~

## **Section 10. Chair.**

The ~~Chairman~~ **Chair** of the Board of Governors shall serve on and chair the Executive Committee, shall serve as the Chief Executive Officer of the corporation, and preside at all meetings of the Executive Committee, the Board of Governors, and meetings of Members.

## ~~Section 9. Vice-Chairman.~~

## **Section 11. Vice-Chair.**

The ~~Vice-Chairman~~ **Vice-Chair** shall serve on the Executive Committee, and shall be delegated such authority and perform such duties as the ~~Chairman or~~ **Chair** or the Board of Governors may designate. In the event of vacancy in the office of ~~Chairman,~~ **Chair** or in case of the ~~Chairman's~~ **Chair's** absence or disability, the ~~Vice-Chairman~~ **Vice-Chair** shall perform the duties of the ~~Chairman~~ **Chair**.

## **Section 12. Non Liability Of The Board Of Governors:**

**Members of the Board of Governors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.**

## **Section 13. Indemnification By Corporation Officers, Employees and Other Agents:**

**A. To the extent that a person who is, or was, a member of the Board of Governors, officer, employee, or other agent of this corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.**

**B. If such person either settles any such claim or sustains a judgment against themselves then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.**

## **Section 14. Insurance for Corporate Agents:**



The Board of Governors shall adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Governor, officer, employee, or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

~~V. MEETINGS OF THE BOARD.~~

**ARTICLE VI  
MEETINGS OF THE BOARD**

Section 1. Quorum.

A majority of the members of the Board of Governors shall constitute a quorum for the transaction of business.

Section 2. Regular Meetings.

The Board of Governors shall meet twice each year, as follows:

A. Each year, preceding the Annual Meeting of the Members or a special meeting held in lieu thereof, the Board of Governors shall hold a meeting at the place designated for that meeting. During this meeting, the Board shall conduct such business as may be required prior to the Annual Meeting of the Members. During this meeting the Board shall also vote to confirm the election of the ~~Chairman, Vice Chairman~~, **Chair, Vice-Chair**, three (3) E.C. Members, and two (2) Alternates who were elected during the Board meeting the previous year.

B. Immediately following the Annual Meeting of the Members, or a special meeting held in lieu thereof, at the place designated for that meeting, the Board of Governors shall meet for the purpose of conducting business as designated and approved by the Board and the transaction of other business as may be required. To provide continuity of leadership, the Board of Governors shall also elect a ~~Chairman designate, Vice Chairman designate~~, **Chair-designate, Vice-Chair-designate**, Executive Committee-designates, and two (2) Alternates-designate, intending that they be elected to office one (1) year hence.

~~(C) Members of the Board of Governors, elected in 2011 and beyond, are required to attend all regular meetings of the Board during their term of office. The Board will establish procedures whereby Governors may request a waiver to not attend a meeting. A member of the Board of Governors who fails to attend a regular meeting of the Board AND who has not been granted a waiver, is subject to removal from the Board as specified in Article IV, Section 5 (B)(4).~~

**C. Members of the Board of Governors are required to attend all regular meetings of the Board during their term of office. The Board will establish procedures whereby Governors may request a waiver to not attend a meeting. A member of the Board of Governors who fails to attend a regular meeting of the Board AND who has not been granted a waiver, is subject to removal from the Board.**

### Section 3. Special Meetings.

Special meetings of the Board of Governors for any purpose may be called at any time by ~~any three (3) members of a majority of the Executive Committee or any thirteen (13) Members of the Board of Governors.~~

### Section 4. Notice of Meetings.

A. No notice need be given for the regular meetings of the Board of Governors.

~~B. For a special meeting, notice of the time and place shall be given personally to each Governor or sent to each Governor by mail or other form of written communication. If the notice is mailed, it shall be deposited in the United States mail at least seven(7)days before the time of the meeting. If it is telegraphed, it shall be delivered to the telegraph company at least 72 hours before the time of the meeting. If the notice is sent by electronic mail, it shall be posted at least seven (7) days before the time of the meeting. If the notice is delivered personally, it shall be so delivered at least 48 hours prior the time of the meeting.~~

**B. For a special meeting, notice of the time and place shall be given personally to each Governor or sent to each Governor by mail, email, or other form of written communication. If the notice is mailed, it shall be deposited in the United States mail at least seven (7) days prior to the time of the meeting. If it is delivered by electronic mail, it shall be delivered at least seven (7) days prior to the time of the meeting. If the notice is delivered personally, it shall be delivered at least 48 hours prior the time of the meeting.**

### Section 5. Action Without a Meeting.

The transactions of any meetings of the Board of Governors, however called and noticed or wherever held, shall be as valid as though made at a meeting after regular call and notice if a quorum is present and if, either before or after the meeting, each of the Governors not present signs a written waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting. All waivers, consents, or approvals shall be filed with the corporate records or made part of the minutes of the meeting.

#### Section 6. Electronic Meetings.

As a California Nonprofit Mutual Benefit Corporation, the Board of Governors may conduct electronic meetings where they deliberate and vote on CALLERLAB issues when these meetings are properly called and constructed. Electronic meetings of the Board must adhere to the policy, procedures, and guidance contained in the Board of Governors **policy** document titled “Procedures For Electronic Meetings of the Board of Governors.”

#### Section 7. Email Discussion and Voting.

A. Email discussion and voting is allowable under California Code, if it is well documented that all members were aware of, and had ample opportunity to participate in electronic discussion, and 100% of the Directors have provided written consent as described below.

B. Each Board Member is annually required to sign a statement acknowledging that electronic mail will be used for discussions and voting on items submitted to the Board outside of the annual face-to-face meeting, and that they have the means and ability to participate in electronic discussions **and voting**. The Home Office will maintain a record of each Board Member’s written consent for the current year.

~~C. The Board of Governors may choose to allow its members to informally discuss issues via email. These discussions must be conducted with clear provision to ensure that all members are aware of them and involved in them. At the conclusion of such discussion, an electronic straw poll may be taken, but final votes need to be confirmed at a face-to-face or appropriately set up electronic meeting of the Board of Governors, or using the process described in the next paragraph.~~

**C. The Board of Governors may choose to allow its members to informally conduct discussions on issues via email. These discussions must be conducted with clear provision to ensure that all members are aware of them**

and involved in them. At the conclusion of such discussion, an electronic straw poll vote may be taken. These votes need to be confirmed at a face-to-face or appropriately set up electronic meeting of the Annual meeting of the Board of Governors, at an appropriately set up electronic meeting of the Board of Governors, or by using the process described in the next paragraph.

~~D. Email voting on a proposal circulated and responded to by email is essentially a proxy vote without verbal face-to-face debate. In order for this form of voting to meet the California Code, it must be followed by unanimous written consent from all the directors that the action taken via the email vote would have been taken if a meeting had been held. The only exception to the unanimous written consent is in the case of a conflict of interest in which one or more Directors have to excuse themselves from the vote.~~

**D. Electronic voting will be conducted and verified in accordance with current applicable California Code.**

#### Section 8. Publication of Minutes.

A summary of the minutes of every meeting of the Board of Governors, the Executive Committee, and any committees of the Board of Governors shall be published in the next issue of the Members' newsletter after the minutes are available. This summary shall include general descriptions of the topics discussed, and the wording and disposition of any motions made, but no reference to issues of an ethical nature or awards being considered.

## ~~VI. EXECUTIVE COMMITTEE~~

### **ARTICLE VII EXECUTIVE COMMITTEE, OFFICERS, And EXECUTIVE DIRECTOR**

#### Section 1. Powers.

~~Subject to the control of the Board of Governors, the Executive Committee shall have general supervision, direction, and control of the affairs of the corporation.~~

**Subject to the control of the Board of Governors, the Executive Committee shall have powers and authority of the Board of Governors in the management, general supervision, direction, and control of the day-to-day governance, affairs, and policies of the corporation.**

#### Section 2. Membership.

The Executive Committee shall be elected annually by the Board of Governors, and shall consist of the ~~Chairman and Vice-Chairman~~ **Chair and Vice-Chair** of the Board

of Governors, and three (3) other members of the Board of Governors. The Executive Director and Assistant Executive Director shall also serve on the Executive Committee in a non-voting capacity. If not otherwise selected to serve on the Executive Committee, the ~~Chairman-designate~~ **Chair-designate** shall also serve in a non-voting capacity.

### Section 3. Term of Office.

~~Each Executive Committee Member shall take office at the conclusion of the next Annual Meeting of the Members following his **their** election. Each member shall serve for one(1) year, or until his **their** successor is elected.~~

**Each voting member of the Executive Committee shall take office at the conclusion of the next Annual Meeting of the Members following their election. Each member shall serve for one (1) year, or until their successor is elected or appointed, whichever comes first.**

### Section 4. Eligibility.

The Board of Governors shall establish and maintain a standing policy specifying the qualifications for serving on the Executive Committee.

### Section 5. Election.

The Board of Governors shall establish and maintain a standing policy specifying the procedures to be followed in electing Board Members to the Executive Committee.

### Section 6. Records of Meetings.

**The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board of Governors from time to time as the Board of Governors may require.**

### Section 7. Officers.

**The officers of the Corporation shall be the five members of the Executive Committee and shall consist of the Chair, Vice Chair, and three (3) Executive Committee members. In addition, the Executive Director shall serve as a non-voting officer and serve as the Secretary and Treasurer of the Corporation. Should there be an Assistant Executive Director, they shall also serve as a non-voting member of the Executive Committee.**

### Section 8. Removal and Resignation.

Any officer may be removed, either with or without cause, by a vote of the Board of Governors, at any time. Any officer may resign at any time by giving written notice to the Board of Governors, to the Chair or Executive Director. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

~~Section 6. Executive Director.~~

## **Section 9. Executive Director.**

A. The Executive Director shall be the Chief Administrative Officer of the corporation, shall implement the decisions of the Board of Governors and Executive Committee, ~~and operate the business on a day to day basis.~~ **and shall oversee, manage, and conduct the day-to-day business of the corporation.**

~~The Executive Director shall be the Secretary of the corporation. He shall keep a book of minutes of all meetings of the Members, the Board of Governors, and the Executive Committee at the principle office of the corporation.~~

**B. The Executive Director shall be the Secretary of the corporation. As such, the Executive Director shall:**

**(1) Maintain a book of records of minutes of all meetings of the Members, the Board of Governors, and the Executive Committee at the principal office of the corporation.**

**(2) Be the custodian of the records of the Corporation.**

**(3) Maintain the Membership Book of the Corporation which will be kept as a securely accessible electronic storage medium containing the name and address of each and any Member, and records of all Members.**

~~The Executive Director shall serve as the Treasurer of the corporation, having charge of the financial records and accounts of the corporation, and shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the corporation and an account of its cash and other assets. He/She shall render to the Board of Governors statements of the financial condition of the corporation on request, provided that such statements shall be rendered at least annually.~~

**C. The Executive Director shall serve as the Chief Financial Officer and Treasurer of the corporation. As such, the Executive Director shall:**

(1) Have charge of the financial records and accounts of the corporation and shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the corporation and an account of its cash and other assets.

(2) In the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Governors or Executive Committee.

D. The Executive Director shall render to the Board of Governors statements of the financial condition of the corporation on request, provided that such statements shall be rendered at least annually.

~~Section 7. Assistant Executive Director.~~

#### Section 10. Assistant Executive Director.

The Assistant Executive Director, if any, shall perform such duties as may be assigned by the Executive Director. In the event of the Executive Director's death, **inability to continue in the position**, or disability as determined by the Board of Governors, the Assistant Executive Director shall perform the duties of, and have the authority of, the Executive Director.

### ARTICLE VIII RECORDS

#### Section 1. Inspection of Bylaws.

The corporation shall keep in its principal office the original or a copy of these Bylaws, as amended to date, certified by the Executive Director, which shall be open to inspection by the Members at all reasonable times during office hours. Upon request, the Executive Director shall mail a copy of the Bylaws as most recently amended to any Voting Member.

#### Section 2. Inspection of Records.

Every Voting Member of the corporation shall have the right to examine all records of the corporation of a personally non-sensitive nature and make copies thereof, during reasonable business hours at the principal office of the corporation.

### ARTICLE IX PARLIAMENTARY AUTHORITY

***Roberts Rules of Order***, as most recently revised, shall govern all meetings of the Board of Governors, the Executive Committee, and the Members, except where they conflict with California law, the Articles of Incorporation, or these Bylaws.

~~VIII. AMENDMENT TO BYLAWS~~

~~Section 1. Amendment by Members. These Bylaws may be amended by a vote or written vote of the Voting Members.~~

~~Section 2. Amendment by the Board of Governors. These Bylaws may be amended by a majority of the Board of Governors. However, an amendment adopted by the Board of Governors shall not take effect or be binding until ratified by a vote of the Members at the next Annual Meeting of the Members or a special meeting held in lieu thereof.~~

**ARTICLE X  
AMENDMENT OF BYLAWS**

**Section 1. Amendment By Members - Resolutions**

**All changes to the bylaws must follow the Resolution Policy and be approved by a majority vote or written vote of the Voting Members.**

**Section 2. Amendment by the Board of Governors**

**A. These Bylaws may be provisionally amended by a majority vote of the Board of Governors.**

**B. An amendment adopted by the Board of Governors shall not take effect or be binding until ratified by a vote of the eligible voting Members at the next Annual General Membership Meeting where a quorum is present, a special meeting held in lieu thereof, or a ballot provided to all eligible voting Members.**