

**NONPROFIT BYLAWS  
OF THE  
SOCIETY OF DECISION PROFESSIONALS  
A NONPROFIT CORPORATION  
INCORPORATED UNDER THE LAWS  
OF  
THE STATE OF CALIFORNIA**

NONPROFIT BYLAWS OF THE SOCIETY OF DECISION PROFESSIONALS

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OF THE  
SOCIETY OF DECISION PROFESSIONALS**

**ARTICLE I — NAME AND PURPOSE**

Section 1 — Name: The name of the organization shall be the Society of Decision Professionals (“SDP” or the “Corporation”).

Section 2.1 — Nonprofit Purpose: The Society of Decision Professionals is a public benefit corporation organized under the laws of the State of California and the U.S. Internal Revenue Code as a 501(c)6.

Section 2.2 — Specific Purpose: The mission of the Society of Decision Professionals is to help professionals create greater value for organizations, individuals, and its members. The Society of Decision Professionals promotes opportunities for professionals to be recognized as trusted advisors of choice to decision makers when facing important and complex decisions. The Society of Decision Professionals provides opportunities to serve the public interest, to advance high standards of professional competency, and to foster continuing learning, collaboration, and networking within the membership of the society.

Section 3 – Dissolution: In the event of the dissolution of the Society of Decision Professionals, the Board of Directors shall take such action as is necessary to wind up the affairs of the Corporation, including the distribution of assets to one or more organizations in compliance with the Internal Revenue Code and California state law. No part of the assets of the Corporation shall be distributed to any member, director, officer or employee of the Corporation, or to any private individual or entity.

Section 4 – Activities: The Society of Decision Professionals shall not be empowered to engage, otherwise than as an insubstantial part of your activities, in activities that in themselves are not in furtherance of the purposes described above in Sections 2.1 and 2.2.

a) Political Activities: The Corporation shall not engage in any activity that would jeopardize its tax-exempt status under federal law, including contributing funds to, endorsing, or opposing candidates for public office.

b) Lobbying: The Corporation may engage in lobbying activities, but such activities shall be related to the Corporation's exempt purposes and shall not constitute a substantial part of the Corporation's overall activities.

c) Private Inurement: No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes.

## NONPROFIT BYLAWS OF THE SOCIETY OF DECISION PROFESSIONALS

d) Excessive Profit Distribution: The Corporation shall not distribute any of its income or assets to its directors, officers, members, or other private persons, except as reasonable compensation for services rendered or as authorized by law. In the event of dissolution or final liquidation, the Corporation's assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code or to the federal government, or to a state or local government for a public purpose, in accordance with applicable law.

e) Unlawful Activities: The Corporation shall not engage in any activity that is illegal or contrary to public policy.

### **ARTICLE II — MEMBERSHIP**

Section 1 – Eligibility for Membership: Any individual committed to the purposes of this Corporation shall be eligible for membership upon payment of dues and submission of a membership application in the form prescribed by the Board of Directors.

Section 2.1 – Classes of Membership: The Corporation shall have the following classes of membership: Regular Members, Sponsor Organization Members, Retired / Academic Members, and Student Members. The Board of Directors may establish additional classes of membership as needed by a majority vote.

Section 2.2 Membership Dues: Membership dues are to be paid annually, at an amount set by the Board of Directors. The dollar amount of membership dues can be changed by the Board of Directors by a majority vote.

Section 3 – Rights of Members: Each member in good standing shall have the right to one vote on each matter submitted to a vote of the membership. Members may be eligible for election to the Board of Directors or other committees as provided in these bylaws. Members maintain all other rights and privileges as established by California State law.

Section 4 – Termination of Membership: Membership may be terminated for non-payment of dues or for conduct detrimental to the best interests of the Corporation, as determined by a majority vote of the Board of Directors.

Section 5 – Resignation: Any member may resign by submitting a written resignation to the Secretary of the Board of Directors.

Section 6 – Meetings: The Corporation shall hold an annual meeting of the membership at a time and place designated by the Board of Directors. Special meetings may be called by the President or the Board of Directors as needed.

Section 7 – Quorum: A quorum for the transaction of business at any meeting of the membership shall consist of at least fifty members in good standing.

## NONPROFIT BYLAWS OF THE SOCIETY OF DECISION PROFESSIONALS

Section 8 – Voting: Each member in good standing shall have one vote on each matter submitted to a vote of the membership. Voting may be by voice vote, show of hands, or ballot (paper or electronic) as determined by the presiding officer of the Board of Directors. Proxies shall not be permitted for purposes of establishing a quorum or voting.

Section 9 – Voting Rights: Approval by the members of any of the following proposals is valid only if (i) the approval occurs at a meeting of the members for which the notice or written waiver of notice states the general nature of the proposal or proposals, or (ii) the approval is by two thirds approval of those entitled to vote:

- (1) Amending the Articles of Incorporation;
- (2) Electing to wind up and dissolve the corporation;
- (3) Approving a contract or transaction between the corporation and one or more directors, or between the corporation and any organization in which a director has a material financial interest; or
- (4) Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights or any class or classes as specified in the Articles or Bylaws, when the corporation is in the process of winding up.

### **ARTICLE III — BOARD OF DIRECTORS**

Section 1.1 — General Powers: The Board of Directors shall be responsible for control and management of the affairs, property, and interests of the Society of Decision Professionals, for setting overall policy and direction of the Corporation and may exercise all powers except as limited by statute.

Section 1.2 — Specific Powers: The Board may delegate responsibility for day-to-day operations to an Executive Director, and will consult and advise the Executive Director when setting overall policy and direction of the Society of Decision Professionals. Article V of these bylaws provides more detail on the role of the Executive Director.

Section 2.1 — Duty of Care: All members of the Board of Directors shall have a duty of care to act in the best interests of the Corporation at all times. This duty of care includes the responsibility to:

- (1) Exercise reasonable care and diligence in the performance of their duties;
- (2) Make informed decisions based on accurate information, and when necessary, seek advice from outside experts;
- (3) Attend all board meetings and participate actively in board discussions;

## NONPROFIT BYLAWS OF THE SOCIETY OF DECISION PROFESSIONALS

(4) Monitor the Corporation's financial performance and ensure that it operates in compliance with all applicable laws and regulations and;

(5) Take appropriate action to address any conflicts of interest that may arise in accordance with the Corporations Conflict of Interest policy and procedure.

Section 2.2 — Duty of Loyalty: All members of the Board of Directors shall have a duty of loyalty to the Corporation. This duty of loyalty includes the responsibility to:

- (1) Act in the best interests of the Corporation, even if that means putting the Corporation's interests ahead of their own;
- (2) Avoid conflicts of interest and disclose any conflicts that arise;
- (3) Refrain from using their position on the board to further personal interests or those of other corporations and;
- (4) Maintain the confidentiality of all information that is privileged or confidential.

Section 2.3 — Duty of Obedience: All members of the Board of Directors shall have a duty of obedience to the Corporation. This duty of obedience includes the responsibility to:

- (1) Ensure that the Corporation operates in compliance with its mission, bylaws, and all applicable laws and regulations;
- (2) Support and implement the decisions of the board, even if they do not personally agree with those decisions;
- (3) Ensure that the Corporation's resources are used in accordance with its mission and for the benefit of the Corporation and;
- (4) Take appropriate action to address any instances of noncompliance or mismanagement that may arise.

Section 3 — Conflicts of Interest: The Corporation recognizes that conflicts of interest may arise when members of the Board of Directors, officers, or key employees have personal, financial, or other interests that may be in conflict with the interests of the Corporation. To ensure that all decisions made by the Corporation are in the best interests of the Corporation and not influenced by personal interests, the following policies shall be observed in accordance with the Corporation's board adopted Conflict of Interest policy and procedure:

- (1) Disclosure: Any member of the Board of Directors, officer, or key employee who has a conflict of interest or potential conflict of interest must disclose the conflict to the Board of Directors and any committee with authority to act on the matter.

## NONPROFIT BYLAWS OF THE SOCIETY OF DECISION PROFESSIONALS

- (2) Abstention: Any member of the Board of Directors, officer, or key employee with a conflict of interest may not participate in any discussions or decisions related to the matter in which they have a conflict of interest.
- (3) Record Keeping: All disclosures and actions taken with respect to conflicts of interest shall be recorded in the minutes of the meeting.
- (4) Annual Disclosure: All members of the Board of Directors, officers, and key employees shall annually disclose any potential conflicts of interest.
- (5) Review: The Board of Directors shall review all disclosures of conflicts of interest and determine whether the conflict of interest requires further action, including removal of the individual with the conflict of interest from any position of authority.

Section 4 — Board role, size, and compensation: The Board is responsible for overall policy and direction of the Corporation, and carries out or delegates responsibility of day-to-day operations to volunteers, staff and committees. The Board shall have up to thirteen, but not fewer than three members. Each Director must be a natural person who is eighteen years of age or older. Each Director shall hold office until their successor shall have been elected and qualified, or until their death, resignation, or removal as hereinafter provided in these bylaws. The Board receives no compensation other than reasonable expenses, provided such funds are available for expense reimbursement. Any other expenses must be approved by the Board in order to be reimbursable.

Section 5 — Nondiscrimination: The Society of Decision Professionals shall be committed to diversity, opportunity, equity, and inclusion within the Board by not discriminating against persons of a certain race, religion, gender identity, sexual orientation, nationality, ability, or socioeconomic status.

Section 6.1 — Director Terms: All Board members shall serve three-year terms, with a maximum of two consecutive terms. The Corporation, when possible, will work towards creating staggering terms to prevent all terms expiring on the same date. Directors can be re-elected for additional terms after a one-year hiatus from serving on the Board of Directors.

Section 6.2 — Officer Terms: The offices of the Secretary and Treasurer shall serve two year terms. To promote continuity of vision among the Corporation, the Vice-President shall serve as President during the year following their term as Vice-President. Similarly, the President shall serve as Past-President during the year following their term as President.

Section 7 — Meetings and notice: The Board shall meet, at minimum, annually at a time and place determined by the President, Vice-President, Secretary, and Treasurer (the “Executive Committee”). The Board may meet more frequently than annually. An official Board meeting requires that each Board member have notice at least ten days in advance. Notice of meetings may be oral or written, may be given personally, by telephone, electronically transmitted message, or by first class mail, and shall state the place, date, and time of the meeting. Method of notice need not be the same as to each Director and Executive Director. If transmitted by electronic transmission or other form of wire or wireless communication, notice shall be deemed

## NONPROFIT BYLAWS OF THE SOCIETY OF DECISION PROFESSIONALS

to be given when the transmission is complete. The attendance by a Director, or the Executive Director, at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the meeting, or manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not properly called or convened.

Section 8 — Board elections: The Corporation shall elect Directors to replace those whose terms will expire by the end of the fiscal year. This election shall take place during an annual meeting of the members, called in accordance with the provisions of these bylaws.

Section 9 — Election procedures: New Directors and Officers shall be elected by a plurality of members. Directors so elected shall serve a term beginning on the first day of the next month of the fiscal year. Directors elected in May shall start their term as a Director on July 1st of the same year.

Section 10 — Quorum: A majority of the members on the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 11.1 — Officers and Duties: There shall be five Officers of the Board, consisting of a President, Vice-President, Secretary, Treasurer, and Past President. Their duties are as follows:

Section 11.2 — Duties of the President: The President shall convene regularly scheduled Board meetings and preside over each meeting, unless delegated to another Officer and preside over the annual membership meeting. The President shall designate a leader for committees (“Chair”) on special subjects designated by the Board and provide direction and oversight to the Corporation and / or Executive Director. The President shall execute or delegate execution of deeds, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board. In addition, the President shall perform all other duties that may be required by law, the Corporation’s Articles of Incorporation, these bylaws, or other duties determined by the Board.

Section 11.3 — Duties of the Vice-President: The Vice President shall perform such duties as assigned by the President or the Board of Directors. The Vice President shall work closely with the President to advance the goals and objectives of the organization, and shall act in place of the President in the event of the President's absence or inability to act. Additionally, the Vice President shall have such other duties and responsibilities as assigned by the President or the Board of Directors.

Section 11.4 —Duties of the Secretary: The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained. The Secretary shall ensure that the prior meeting minutes are distributed to the Board at least three days prior to a Board meeting. The Secretary may occasionally delegate these powers to another Board member or the Executive Director if the Board if the Secretary is unable to fulfill their duties in a given week.

## NONPROFIT BYLAWS OF THE SOCIETY OF DECISION PROFESSIONALS

Section 11.5 — Duties of the Treasurer: The Treasurer shall have the care and custody of all funds and securities of the Society of Decision Professionals. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director. The Treasurer shall make a report quarterly, with a full financial account at the end of each financial year. The Treasurer shall also Chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to the Board. The Treasurer is also responsible for certifying that the Corporation files their annual reports and tax returns as required by the IRS and California state law.

Section 11.6 Duties of the Past President: The Past President shall attend Board of Directors meetings as a non-voting member and provide guidance and advice to the current Board President on matters deemed to be of importance to the Corporation. The Past President shall also officially represent the Corporation at the request of the current Board President.

Section 12 — Vacancies: When an unexpected vacancy on the Board exists, the Vice President must receive nominations for new members from present Board members or Executive Director at least one week in advance of a Board meeting. These nominations shall be sent out to Board members via email, to be voted upon at the next Board meeting.

Section 13 — Resignation, termination, and absences: Resignation from the Board must be in writing and received by the Secretary. A Board member may be terminated from the Board due to an excess of unexcused absences, from regularly scheduled Board meetings. In such circumstances, the Board shall vote on the Board member's membership at the next regularly scheduled Board meeting and shall be removed only by a two-thirds vote of the remaining Directors. A Board member may be removed for other reasons by a two-thirds vote of the remaining Directors.

Section 14 — Special meetings: Special meetings of the Board shall be called upon the request of the President, or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member at least two days in advance.

### **ARTICLE IV — COMMITTEES / COUNCILS**

Section 1 — Definition: For the purpose of these Bylaws the word "Committee" shall be interchangeable with the word Council.

Section 2 — Powers: The following powers are reserved to the Board of Directors as a whole and may not be delegated to any committee/:

- (1) Approval of the Corporation's annual budget. Other financial decisions may be delegated to the Corporation's Finance Committee, Treasurer, and/or Executive Director in accordance with these bylaws and/or Board adopted policies and procedures.
- (2) Hiring, evaluating, and termination of the Executive Director of the Organization.

## NONPROFIT BYLAWS OF THE SOCIETY OF DECISION PROFESSIONALS

- (3) Establishment and enforcement of policies and procedures that govern the operations of the Corporation.
- (4) Making decisions related to the Corporation's strategic direction and specific purpose (mission statement).

Section 3 — Formation: The Board may create committees as needed, by a majority vote.

Section 4— Actions: The Board of Directors may adopt policies and procedures to govern committees / councils. Otherwise, committees are subject to the rules of these bylaws.

Section 5 — Executive Committee: The five Officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

Section 6 — Finance Committee: The Treasurer is the chair of the Finance Committee, which shall include at least one other Board member. The Finance Committee is responsible for developing and reviewing fiscal procedures, and an annual budget with the Executive Director and other Board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall begin on July 1st. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the Corporation are public information and shall be made available to Board members upon reasonable request submitted in writing, and to the public if applicable under state law.

### **ARTICLE V — EXECUTIVE DIRECTOR**

Section 1 — Executive Director: The Executive Director is appointed by the Board and serves at the pleasure of the Board. The Executive Director has day-to-day responsibilities for the Corporation, including carrying out the Corporation's goals and policies. The Executive Director shall attend all Board meetings, unless excluded by the Board for some reason, report on the progress of the Corporation, and answer questions of the Board members. The Board may designate other duties to the Executive Director as necessary. The Executive Director may hire other staff and volunteers to assist with the day-to-day activities of the Society of Decision Professionals. The Executive Director's performance evaluation may include their oversight of staff and volunteers. However, performance of other staff and volunteers is evaluated by the Executive Director, not the Board of Directors.

### **ARTICLE VI — AMENDMENTS**

Section 1 — Amendments: These bylaws may be amended as necessary by a two-thirds vote of the Board of Directors present at the meeting in which the proposed amendment is discussed. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

## NONPROFIT BYLAWS OF THE SOCIETY OF DECISION PROFESSIONALS

Section 2 — Emergency Amendments: Should the need arise to discuss and vote on a bylaw amendment in a single meeting, such action may be taken by the Board upon a two-thirds majority vote of the Board of Directors present at such meeting.

### **Article VII — MISCELLANEOUS**

Section 1 — Voting: Unless otherwise designated by these bylaws, any vote of the Board shall pass by a majority of the Board of Directors present at the meeting in which the vote occurs. A motion to vote must be made by a member of the Board and another member of the Board must second the motion.

Section 2 — Indemnity: The Society of Decision Professionals shall indemnify its directors, officers, and employees as follows: Every director, officer, or employee of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of the corporation, whether or not they are a director, officer, employee, or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudicated guilty of willful misfeasance or malfeasance in the performance of their duties. The corporation shall provide any person who is an officer, director, employee, or agent of the corporation or was serving at the request of a director, officer, employee, or agent of the corporation the indemnity against expenses of suit, litigation, or other proceedings which is specifically permissible under applicable law.

Section 3 — Construction: If there be any conflict between the provisions of the certificate of incorporation and these Bylaws, the provisions of the certificate of incorporation shall govern.

# NONPROFIT BYLAWS OF THE SOCIETY OF DECISION PROFESSIONALS

## CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by at least a two-thirds majority vote on May 19, 2023.

President Signature: \_\_\_\_\_  
DocuSigned by:  
*Jennifer Harrington* Date: 6/5/2023  
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Vice President Signature: \_\_\_\_\_  
DocuSigned by:  
*David Matheson* Date: 6/5/2023  
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Secretary Signature: \_\_\_\_\_  
DocuSigned by:  
*Andrew Thrift* Date: 6/7/2023  
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Treasurer Signature: \_\_\_\_\_  
DocuSigned by:  
*Steven Tani* Date: 6/5/2023  
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