

**Ratified: 6 June 2011**  
**Amended: 15 February 2013**

ADOPTION OF BYLAWS OF *Society of Decision Professionals* a California Nonprofit Mutual Benefit Corporation

The undersigned, being the Sole Incorporator of Society of Decision Professionals, a California Nonprofit Mutual Benefit Corporation (the Corporation), adopts the following resolutions on behalf of the Corporation:

WHEREAS, no bylaws have been adopted for the regulation of the affairs of the Corporation;

WHEREAS, it is deemed to be in the best interest of the Corporation that the bylaws be adopted as the bylaws of the Corporation; and

WHEREAS, under Corporations Code section 7134, the Sole Incorporator is authorized to adopt bylaws:

IT IS RESOLVED THAT the bylaws attached to these resolutions are adopted as the Corporation's bylaws; and

IT IS FURTHER RESOLVED THAT the secretary of the Corporation is authorized and directed to execute a certificate of the adoption of these bylaws, to insert the bylaws as so certified in the minute book of the Corporation, and to see that a copy of the bylaws, similarly certified, is kept at the principal office to transact the business of the Corporation.

Date: \_\_\_\_\_ Original Signed \_\_\_\_\_

*Bylaws of*  
*Society of Decision Professionals*  
*a California Nonprofit Mutual Benefit Corporation*

***ARTICLE 1  
NAME***

***SECTION 1. NAME***

The name of this corporation is the SOCIETY OF DECISION PROFESSIONALS.

***ARTICLE 2  
OFFICES***

***SECTION 1. PRINCIPAL OFFICE***

The corporation shall have a principal office at which it shall maintain its official records and transact other business. The principal office shall be located in the a place as determined by the Board of Directors

***ARTICLE 3  
PURPOSES***

***SECTION 1. OBJECTIVES AND PURPOSES***

The vision of the Society is to have Decision Professionals become the trusted advisors of choice for Decision-Makers facing important and complex decisions.

The primary purpose of this corporation shall be to help decision professionals create greater value for organizations, individuals, and stakeholders. The Society's mission is to:

- (1) Bring Decision Quality to important and complex decisions;
- (2) Provide quality insights and direction through the use of practical tools and robust methodologies;
- (3) Promote high professional standards and integrity in all work done by decision professionals;
- (4) Advance the profession to the benefit of mankind through helping Decision-Makers.

To achieve the Society's mission, the Society's goals are to:

- (1) Promote the profession as trusted advisors of choice for Decision-Makers, and serve the public interest;
- (2) Establish, uphold, and advance high standards of professional competency;
- (3) Foster continuing learning, collaboration, and networking within its membership.

***ARTICLE 4***  
***MEMBERS***

***SECTION 1. MEMBERSHIP***

Any person interested in furthering the purpose of the corporation and adhering to the society's professional code is eligible for membership. For the purposes of section 7330 of the California Nonprofit Public Benefit Corporation Law (the "Law"), all memberships shall have the same rights, privileges, preferences, restrictions and conditions. Types of membership may be established by the board.

***SECTION 2. CODE OF CONDUCT***

Decision professionals, in the fulfillment of their professional duties, shall:

- (1) Serve the true and legitimate needs of the decision-makers as a trusted advisor.
- (2) Conduct work with the quality and competence needed for the specific decision situation.
- (3) Ensure that their services are in the pursuit of value creation consistent with the foundations of decision theory.

Decision professionals, in relation to their colleagues, shall:

- (1) Build and share their professional competency.
- (2) Respect the intellectual property of each other and acknowledge sources.
- (3) Promote and enhance the excellence of the profession.

***SECTION 3. RIGHTS OF MEMBERSHIP***

All members in good standing shall have the right to vote, as set forth in these Bylaws, on the election of directors, the disposition of all or substantially all of the assets of the corporation, any merger and its principal terms and any amendment of those terms, and any election to dissolve the corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

*SECTION 4. MEMBERS' DUES, FEES AND ASSESSMENTS*

The requirements for membership, the membership categories, and membership dues shall be established by a 2/3 vote of the Board of Directors.

*SECTION 5. MEMBERS IN GOOD STANDING*

Members who have paid the required dues, fees in accordance with these Bylaws or are no more than 30 days in arrears in, and are not otherwise suspended, shall be members in good standing.

*SECTION 6. RESIGNATION AND, EXPIRATION OF MEMBERSHIP*

(a) A member may resign from membership at any time; provided, however, that resignation from membership shall not relieve the resigning member from any obligation for dues, assessments, fees, charges incurred, and services or benefits actually rendered or assessed prior to the date of resignation and shall not entitle the resigning member to any refund of dues, fees or charges previously paid.

(b) A membership issued for a period of time shall expire when such period of time has elapsed unless the membership is renewed.

*SECTION 7. TERMINATION OF MEMBERSHIP*

A membership shall terminate on occurrence of any of the following events:

- (a) The member's failure to pay dues, fees or assessments as set by the board within the period specified by the board after they are due and payable;
- (b) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications;
- (c) Upon a member's death; or
- (d) Termination of membership under Section 8 of this Article based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the code of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

*SECTION 8. PROCEDURES FOR TERMINATION AND SUSPENSION OF MEMBERSHIP*

If grounds appear to exist for suspending or terminating a member under Section 7 of this Article, the following procedure shall be followed:

- (a) The board shall give the member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.
- (b) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the board or by a committee or person authorized by the board to determine whether the suspension or termination should occur.
- (c) The board, committee or person shall decide whether the member should be terminated, expelled, sanctioned, or suspended in any way. The decision of the board, committee or person shall be final.
- (d) Any action challenging a suspension or termination, expulsion or suspension of membership, or a sanction, including a claim alleging defective notice, must be commenced within one year after the date of the suspension or termination, expulsion, suspension, or sanction.

#### *SECTION 9. TRANSFER OF MEMBERSHIP*

Individual and student memberships, and any rights arising therefrom, may not be transferred.

#### *SECTION 10. ANNUAL MEETING OF MEMBERS*

The Society shall conduct an Annual Meeting of the membership on a date and at a place to be established by the Board of Directors. The Board of Directors shall announce the date and location of the Annual Meeting at least two months in advance. The Society shall provide to all members a notice of the business to be transacted. No business other than that specified in the notice shall be transacted at the meeting. The record date for membership to be eligible for voting shall also be specified in the meeting notice. That record date shall be no more than 30 days before the date of the Meeting. Members unable to attend the Annual Meeting shall be allowed to participate and vote by mail, electronic mail ("e-mail"), or other approved technology.

#### *SECTION 11. NOTICE OF MEETINGS*

- (a) Whenever members are required or permitted to take any action at a meeting, a notice of the meeting shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date and time of the meeting. For the annual meeting, the notice shall state the matters that the board, at the time notice is given, intends to present for action by the members. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

(b) 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.

#### *SECTION 12. MEMBERSHIP INITIATIVES*

Members may, by petition signed by no less than 10 percent of the members, set forth a resolution that the board shall vote on at its next meeting after presentment of the petition.

#### *SECTION 13. QUORUM; ELECTRONIC MEETINGS*

(a) Five percent of the voting power present in person at a meeting of members shall constitute a quorum for the transaction of business at the members' meeting. The board may authorize members who are not present in person to participate by electronic transmission or electronic video communication.

(b) If authorized by the board in its sole discretion, and subject to the requirements of consent in California Corporations Code section 20(b) and guidelines and procedures the board may adopt, members not physically present in person at a meeting of members may, by electronic transmission by and to the corporation or by electronic video screen communication, participate in a meeting of members, be deemed present in person, and vote at a meeting of members whether that meeting is held at a designated place or in whole or in part by means of electronic transmission by and to the corporation or by electronic video screen communication, subject to the requirements of these Bylaws.

(c) A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the corporation or by electronic video screen communication (i) if the corporation implements reasonable measures to provide members in person a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (ii) if any member votes or takes other action at the meeting by means of

electronic transmission to the corporation or electronic video screen communication, a record of that vote or action is maintained by the corporation.

*SECTION 14. VOTING*

(a) Subject to the California Nonprofit Mutual Benefit Corporation Law, all members in good standing on the record date as determined under Section 5 of this Article shall be entitled to vote at any members' meeting.

(b) If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote, and voting on the matter, shall be deemed the act of the members unless the vote of a greater number is required by the Law, these Bylaws, or the Articles of Incorporation.

(c) Proxies shall not be permitted for purposes of establishing a quorum or voting.

*SECTION 15. ACTIONS BY UNANIMOUS WRITTEN CONSENT*

Any action required or permitted to be taken by the members may be taken without a meeting if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

*SECTION 16. ACTION BY WRITTEN BALLOT*

(a) This corporation shall provide access to a written ballot to each member entitled to vote on the matter. The ballots shall be mailed or delivered in the manner required by Section 16(c) of this Article. All solicitations of votes by written ballot shall:

- (1) State the number of responses needed to meet the quorum requirement;
- (2) State, with respect to ballots other than for election of directors, the percentage of approvals necessary to pass the measure or measures; and
- (3) Specify the time by which the ballot must be received in order to be counted.

(b) Each ballot so distributed shall:

- (1) Set forth the proposed action; and,
- (2) Give the members an opportunity to specify approval or disapproval of each Proposal.

(c) If approved by the board, any ballot that is sent by electronic transmission may be returned to the corporation by the same means.

(d) If the corporation has 100 or more members, any written ballot distributed to 10 or more members shall afford an opportunity on the written ballot form to specify a choice between approval and disapproval of each matter.

- (e) Approval by written ballot shall be valid only when:
  - (1) The number of votes cast by ballot (including ballots that are marked “withhold” or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and
  - (2) The number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.
- (f) A written ballot may not be revoked.
- (g) All written ballots shall be filed with the Secretary of the corporation and maintained in the corporate records for at least three years.

*SECTION 17. RECORD DATE*

- (a) For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the board of directors may, in advance, fix a record date.  
The record date so fixed for:
  - (1) Sending notice of a meeting shall be no more than 90 nor less than 10 days before the date of the meeting
  - (2) Voting at a meeting shall be no more than 30 days before the date of the meeting;
  - (3) Voting by written ballot shall be no more than 30 days before the day on which the first written ballot is mailed or solicited; and
  - (4) Taking any other action shall be no more than 30 days before that action.
- (b) If not otherwise fixed by the board, the record date for determining members entitled to receive notice of a members’ meeting shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the board, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held. If not otherwise fixed by the board, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited. For purposes of Section 16 of this Article, a person holding a membership at the close of business on the record date shall be a member of record.

*SECTION 18. MEMBER CERTIFICATION CATEGORIES*

To support the goal of establishing, upholding, and advancing high standards of professional competency, the Society will create certification categories which are available to members. After becoming a member, individuals can apply for a Certification Category. Certification is a

consistent process including recommendations, competency level evaluation, assessment of experience, and review of industry involvement and published materials. The definition and process for both certification and resolution of issues will be determined by the board, or a committee or person authorized by the board to make such a determination,

***ARTICLE 5  
DIRECTORS***

***SECTION 1. POWERS***

The corporation shall have a Board of Directors (referred to, in these Bylaws, as the "board"). All of the activities and affairs of the corporation shall be exercised by the board or under its direction. The board, acting collectively, shall exercise responsibility for conducting the activities and affairs of the corporation.

***SECTION 2. NUMBER AND QUALIFICATION***

The board shall have not less than 6 directors nor more than 18 directors, including the President, Vice President, Secretary, and Treasurer (the officers). All officers will be directors and members of the board by virtue of their office. The precise number of authorized directors shall be set within these limits by an affirmative vote of a majority of the directors then in office.

***SECTION 3. DUTY OF CARE AND LOYALTY***

It is the obligation of each director of the corporation to perform his or her duties in good faith, in a manner such director believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. This obligation extends to all activities a director performs in that capacity including, without limitation, duties as a member of any committee of the board on which a director may serve.

***SECTION 4. GENERAL DUTIES***

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe and supervise the duties and fix the compensation, if any, of all officers, agents

and employees of the corporation;

(c) Meet at such times and places as required by these Bylaws; and

(d) Register their addresses, phone numbers, and e-mail addresses with the Secretary of the corporation. Notices of meetings delivered, telephoned or sent to them at such addresses shall be valid notices thereof. Notices of meetings delivered by e-mail or by other electronic means shall be valid notices thereof if, prior to delivery of the notice, the director has given his or her consent to receive notice by such means.

#### *SECTION 5. SELF-DEALING*

The corporation shall not enter into any contract or transaction with any (1) director of the corporation, (2) officer the corporation, or (3) corporation, firm, association, or other entity in which one or more of this corporation's directors or officers are directors, officers or have a material financial interest, or in which any of these parties shall be directly or indirectly interested, unless:

(a) The material facts regarding that director's or officer's financial interest in such contract or transaction, or regarding such common directorship, officership, or financial interest, are fully disclosed in good faith and noted in the minutes, or are known to all members of the board, prior to consideration by the board of such contract or transaction; and

(b) Such contract or transaction is authorized in good faith by a vote of the majority of the board without counting the votes of the interested directors;

(c) Before authorizing or approving the transaction, the board considers and in good faith decides, after reasonable investigation, that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and

(d) At the time the transaction is entered into (i) the transaction is fair and reasonable to the corporation and (ii) the corporation entered into it for its own benefit.

#### *SECTION 6. COMPENSATION*

Directors shall serve without compensation, although they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 4 of this Article. Directors may be compensated for rendering services to the corporation in any capacity other than director only if such other compensation is reasonable, allowable and has been authorized under the provisions of Section 5 of this Article.

### ***ARTICLE 6***

#### ***MEETINGS OF THE BOARD***

*SECTION 1. REGULAR AND ANNUAL MEETINGS*

Regular meetings of the directors shall be held at least four times per year at such places and times to be determined by the directors. The annual meeting shall be held immediately before or immediately after the annual members meeting.

*SECTION 2. SPECIAL MEETINGS*

Special meetings of the board may be called by the President.

*SECTION 3. MINUTES*

The board shall be responsible for recording and maintaining minutes of the proceedings of the meetings of the board, of committees of the board and meetings of the members. The Secretary shall take the minutes of board and members meetings. In the event the Secretary is not in attendance at a meeting, and at all committee meetings, the chair of such meeting shall designate a person to record the minutes of the meeting.

*SECTION 4. PLACE OF MEETINGS*

(a) Meetings of the board shall be held at any place that has been designated by resolution of the board or in the notice of the meeting.

(b) Any director may participate in a meeting, and any meeting of the board may be held by, conference telephone, video screen or other transmission, provided the requirements specified below are met. A director who participates in a meeting by such means shall be considered present in person for that meeting.

(1) In the case of a meeting held by conference telephone or video screen, all directors participating in the meeting are able to hear one another.

(2) In the case of other electronic transmission, each director participating in the meeting can communicate with all other members concurrently.

(c) Directors may not attend meetings or vote by proxy.

*SECTION 5. NOTICE OF MEETINGS*

Notices of board meetings are valid if made by:

(1) First-class mail, postage prepaid;

(2) Personal delivery of a written notice;

(3) Delivery by overnight courier or private delivery service that can be and is confirmed;

- (4) Telephone, including a voice messaging system or other technology designed to record and communicate messages, either directly to the director or to a person at the director's office or home who would reasonably be expected to communicate that notice promptly to the director;
- (5) Telegram;
- (6) Facsimile;
- (7) Electronic mail (e-mail); or
- (8) Other electronic means; provided, however, that notice may only be provided by facsimile, e-mail or other electronic means to a director who has given his or her consent to receive notice by such means and if a record capable of retention, retrieval and review of such notice is recorded.

Notice of regular meetings need not be given if fixed by a resolution of the board that is noted in minutes distributed to all directors. Otherwise, notice of regular meetings shall be valid if made no less than 14 days prior to the date of the meeting. Notice of special meetings shall be valid if made at least 48 hours prior to the date and time of the meeting except for notice by mail which is not valid unless made 4 days prior to the date of the meetings. All notices of board meetings shall be given or sent to the director's address, telephone number, fax number or e-mail address as shown on the corporation's records.

#### *SECTION 6. CONTENTS OF NOTICE*

Notice of meetings not herein dispensed with shall specify the place (if other than the corporation's principal office), day and hour of the meeting. The purpose of any meeting of the board need not be specified in the notice. The notice of any special meeting must state the general nature of the business to be transacted and shall state that no other business may be transacted. No business, other than the business that was set forth in the notice of meeting, may be transacted at a special meeting of the board.

#### *SECTION 7. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS*

Notice of a meeting of the board need not be given to any director who:

- (1) Either before or after the meeting:
  - a. Signs a waiver of notice
  - b. Signs a written consent to the holding of the meeting, or
  - c. Approves of the minutes of the meeting, or
- (2) Attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of proper notice to him or her.

The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

#### *SECTION 8. QUORUM FOR MEETINGS*

- (a) A majority of the directors then in office authorized in the bylaws shall constitute a quorum for the transaction of any business except adjournment.
- (b) If during a meeting at which a quorum was initially present some directors leave rendering the meeting without a quorum, the only motion which shall then be permitted is a motion to adjourn.
- (c) Except as otherwise provided in these Bylaws (including, without limitation, sub-section (b) of this Section), in the corporation's Articles of Incorporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as defined above, is not present. The only motion which is permitted at a meeting at which a quorum is not initially present is a motion to adjourn. A majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

#### *SECTION 9. MAJORITY ACTION AS BOARD ACTION*

- (a) The board may take action or make a decision (e.g., pass a resolution) by the affirmative vote of a majority of the directors then currently in office and present at a duly held meeting at which a quorum is present (subject to the more stringent provisions of these Bylaws or the California Nonprofit Corporation Law including, without limitation, provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) approval of certain transactions between corporations having common directorships, (iii) creation of and appointment to committees of the board, and (iv) indemnification of directors.)
- (b) In situations where a director must unexpectedly leave a duly held meeting prior to a vote on a specific decision, but following discussion of the decision to be voted upon, that director may appoint a proxy to represent their vote on that specific decision.

#### *SECTION 10. CONDUCT OF MEETINGS*

The President of the corporation shall preside over meetings of the board or, in his or her absence, by the Vice President of the corporation. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

#### *SECTION 11. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING*

Any action required or permitted to be taken by the board may be taken without a meeting if all members of the board individually or collectively (i.e., in one or more identically worded documents) consent in writing to such action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party (pursuant to Section 5 of Article 5) shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

***ARTICLE 7  
ELECTION AND REMOVAL OF DIRECTORS***

***SECTION 1. ELECTION AND TERM OF OFFICE OF DIRECTORS***

(a) The President shall serve a one-year term, and will be succeeded by the existing Vice President by appointment, not election. The Vice President, Secretary, and Treasurer will be elected by the membership. The Vice President shall serve a one-year term, and succeed the President after that term. The Secretary and Treasurer shall each serve two-year terms. The election year of the Secretary will alternate with the election year of the Treasurer. Elected Directors shall serve three-year terms on a staggered basis. Appointed Directors shall serve terms concurrent with the terms of the Officers elected at the immediate preceding election. Directors shall be elected by written ballot (pursuant to subsection 1(d) of this Article 7 and Section 16 of Article 4 of these Bylaws) to fill those terms that expire at the conclusion of the current fiscal year.

(b) Elected directors shall be elected by written ballot (pursuant to subsection 1(d) of this Article 7 and Section 16 of Article 4 of these Bylaws) due no later than 5 days prior to the end of each fiscal year.

(c) Each director, including a director elected to fill a vacancy or elected at a special meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. Terms of office shall run concurrent with the corporation's fiscal year.

(d) Elections for directors and officers shall be held by written ballot pursuant to the provisions of Section 16 of Article 4 of these Bylaws. Ballots shall include a statement for each nominee on how they were nominated and may include a statement by each nominee of their qualifications and reasons for running. In an election in which there are more candidates for Directors than such directorships to be elected, the candidates receiving the largest number of votes shall be elected. In the case of a tie between candidates, the candidate shall be elected by a simple majority vote of the board. Members may not cumulate their votes.

(e) If the corporation publishes or disseminates any material soliciting a vote for any nominee for a director, the corporation shall make available to all other nominees, in the same publication or dissemination, an equal amount of space, with equal prominence, to be used by the nominee for purpose reasonably related to the election.

## *SECTION 2. NOMINATIONS*

(a) At least 16 weeks prior to last day of each fiscal year, the Vice President, with the consent of the board, shall appoint a nominating committee of no less than five members, at least two of whom are not directors. At least 10 weeks prior to the end of the fiscal year, the nominating committee shall present a slate of candidates for each office and for the number of other directorships expiring at the end of the current fiscal year who have indicated in writing their willingness to serve in the positions for which they have been nominated. This slate of nominees shall be communicated to all members in good standing of the corporation in writing at least 8 weeks prior to the end of the fiscal year.

(b) Members may make additional nominations through a petition as further specified below signed by at least 5 percent of the membership. Each such petition shall state the name of the nominee and the office for which he or she has been nominated. Nominees must be members of the corporation in good standing. Nominating petitions, signed by the requisite number of members, shall be submitted to the Secretary at least 8 weeks prior to the end of the fiscal year. Each petition, when submitted, shall have attached to it a form signed by the nominee indicating his or her willingness to serve in the position to which nominated, for the term of that office and until his or her successor has been duly elected. The form may also include brief statements by the nominee on his or her qualifications and reasons for running.

## *SECTION 3. DUTIES OF PRESIDENT*

The President shall:

- (a) Provide direction and oversight to the general manager of the corporation
- (b) Preside at all meetings of the board and of the members
- (c) Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, in the name of the corporation execute such deeds, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board.
- (d) Perform all other duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the board.

## *SECTION 4. DUTIES OF VICE PRESIDENT*

The Vice President will succeed the President at the conclusion of the President's term. In the absence or disability of the President, the Vice President shall perform all powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the board or the President. The Vice President shall succeed to the office of President should the President be unable to serve or complete his or her term, and shall serve for the duration of the President's term.

#### *SECTION 5. DUTIES OF SECRETARY*

The Secretary shall:

- (a) Certify and keep at the principal office of the corporation the original, or a copy, of the Articles of Incorporation and of these Bylaws, as amended or otherwise altered to date.
- (b) Keep, or cause to be kept, at the principal office of the corporation or at such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board and of committees of the board. The minutes of meetings shall include the time and place that the meeting was held; whether the meetings was annual, general, or special, and, if special, how authorized; the notice given; and the names of the persons present at the board and committee meetings.
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) Be custodian of the records and of the seal of the corporation, if there is a seal, and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws, and by the board.
- (e) Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, these Bylaws and the minutes of the proceedings of the directors of the corporation.
- (f) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the board.

#### *SECTION 6. DUTIES OF TREASURER*

The Treasurer shall:

- (a) Keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

- (b) Send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.
- (c) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and (1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of corporation with such depositories as the board may designate, and (2) disburse, or cause to be disbursed, the corporation's funds as the board may order.
- (d) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer, and of the financial condition of the corporation.
- (e) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (f) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the board.
- (g) Provide, or cause to be provided, to the public, all Internal Revenue Service filings required to be disclosed and made generally available to the public in the form or forms required by the Internal Revenue Service or by statute.

#### *SECTION 7. VACANCIES*

- (a) Vacancies on the board shall exist:
  - (1) On the death or resignation of any director;
  - (2) Whenever the number of authorized directors is increased;
  - (3) Upon a failure of the members, at any members' meeting at which any director or directors are to be elected, to elect the number of directors required to be elected at that meeting;
  - (4) On the vote of the majority of all members to remove any director(s); or
  - (5) On the declaration by board resolution of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 7230 *et seq.* of the California Nonprofit Corporation Law.
- (b) Any director may resign effective upon giving written notice to the President, the Secretary, or the board, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director in charge of its affairs, except upon notice to the Attorney General of the State of California.
- (c) No reduction of the number of authorized directors shall have the effect of removing any director before that director's term of office expires.

(d) Except for a vacancy created by the removal of a director by the members (other than the office of President, which office shall be filled by the Vice President upon the removal or inability to serve of the President), vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by:

- (1) the unanimous written consent of the directors then in office;
- (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or a waiver of notice complying with this Article; or
- (3) a sole remaining director.

A person elected to fill a vacancy as provided by this Section shall hold office until the annual members' meeting at which that director's office would otherwise expire, or until his or her death, resignation or removal from office.

## **ARTICLE 8**

### **LIABILITY OF DIRECTORS**

#### *SECTION 1. NON-LIABILITY OF DIRECTORS*

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

#### *SECTION 2. INSURANCE FOR CORPORATE AGENTS*

This corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

#### *SECTION 3: INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS*

(a) To the fullest extent permitted by law, this corporation may indemnify its directors, officers, employees, and other persons described in Nonprofit Corporation Law Section 7238(a) (including persons formerly occupying any such positions) against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. ("Expenses" as used in this Bylaw shall have the same meaning as in that section of the Nonprofit Corporation Law.)

(b) On written request to the board by any person seeking indemnification under Nonprofit Corporation Law Section 7237(b) or Section 7237(c), the board shall promptly decide pursuant to Nonprofit Corporation Law Section 7237(e) whether the applicable standard of conduct set forth in Nonprofit Corporation Law Section 7237(b) or Section 7237(c) has been met and, if so, the board shall authorize indemnification.

(c) To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under this Section in defending any proceeding covered by this section shall be advanced by the corporation before final disposition of the proceeding on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

## ***ARTICLE 9 COMMITTEES***

### ***SECTION 1. COMMITTEES AND COUNCILS***

(a) The board may, by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, create one or more committees or councils, to serve at the pleasure of the board and have such authority as is delegated by the board.

(b) The following powers are reserved to the board of directors as a whole and may not be delegated to any committees or councils thereof:

- (1) The filling of vacancies on the board or on any committee that has the authority of the board;
- (2) The amendment or repeal of Bylaws or Articles of Incorporation, or the adoption of new Bylaws or Articles of Incorporation.
- (3) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.
- (4) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 7233 of the Nonprofit Corporation Law.

(c) By a majority vote of the directors then in office, the board may at any time revoke or modify any or all of the authority so delegated and fill vacancies. The Committee or Council shall report to the board from time to time as the board may require.

### ***SECTION 2. MEETINGS AND ACTION OF COMMITTEES AND COUNCILS***

Meetings and actions of all committees and councils shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the board and its members. The board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

***ARTICLE 10***

***EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS***

***SECTION 1. EXECUTION OF INSTRUMENTS***

The board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

***SECTION 2. DEPOSITS***

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board may select.

***SECTION 3. GIFTS***

The board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the purposes of this corporation.

***ARTICLE 11***

***CORPORATE RECORDS, REPORTS AND SEAL***

***SECTION 1. MAINTENANCE OF CORPORATE RECORDS***

The corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors and committees of the board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A copy of the corporation's Articles of Incorporation and these Bylaws as amended to date; and
- (d) Copies of all filings made to the Internal Revenue Service, the California Franchise Tax Board, California Secretary of State, and California Attorney General that the corporation is required, by statute or regulation, to make generally available to the public.

#### *SECTION 2. CORPORATE SEAL*

The board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

#### *SECTION 3. DIRECTORS' INSPECTION RIGHTS*

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

#### *SECTION 4. MEMBERS' INSPECTION RIGHTS*

(a) Unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

- (1) Inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on five days' prior written demand on the corporation, which must state the purpose for which the inspection rights are requested;
- (2) Obtain from the Secretary, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the later of ten days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

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

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

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

#### *SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS*

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

#### *SECTION 6. ANNUAL REPORT*

(a) The board shall cause an annual report to be furnished not later than one hundred twenty (120) days after the close of the corporation's fiscal year to all directors and members of the corporation, which report shall contain the following information in appropriate detail:

(1) A balance sheet as of the end of the fiscal year, an income statement, and a statement of changes in financial position for the fiscal year, accompanied by an independent accountant's report or, if none, by the certificate of an authorized officer of the corporation that they were prepared without audit from the corporation's books and records;

(2) A statement of the place where the names and addresses of current members are located; and

(3) Any information required by Section 7 of this Article.

(b) This corporation shall annually notify each member of the member's right to receive a copy of the financial report under this Section. Except as provided in the next paragraph of this bylaw, on written request by a member, the board shall promptly cause the most recent annual report to be sent to the requesting member.

This section shall not apply if the corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year.

#### *SECTION 7. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND*

*INDEMNIFICATIONS*

As part of the annual report to all directors and members, or as a separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation's fiscal year, annually prepare and furnish to each director a statement of any transactions or indemnifications of the following kind:

- (a) Any transaction (i) to which the corporation, or its parent or subsidiary, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For these purpose, an "interested person" is any director or officer of the corporation. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interest person is a partner, only the interest of the partnership need be stated.
- (b) Any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any officer of director of the corporation pursuant to 7277 of the Corporations Code.

*SECTION 8. MEMBERSHIP RECORDS*

Except as required by law, membership records shall not be sold or provided to anyone except in accordance with procedures specifically approved by the Board.

***ARTICLE 12  
FISCAL YEAR***

*SECTION 1. FISCAL YEAR OF THE CORPORATION*

The fiscal year of the corporation shall begin on the first (1st) day of July in each calendar year and end on the last day of June in the next calendar year.

***ARTICLE 13  
AMENDMENT OF BYLAWS***

*SECTION 1. AMENDMENT*

(a) Subject to any provision of law applicable to the amendment of Bylaws of a California Nonprofit Corporation, these Bylaws, or any of them, may be altered, amended or repealed, and new bylaws adopted by approval of:

- (1) A 60 percent majority of directors then currently in office; or,
- (2) At the discretion of the board, by a majority, or other supermajority as set by the board, vote of the corporation membership.

(b) Subject to the members' right under these Bylaws and the limitations set forth below, the board may adopt, amend or repeal bylaws unless doing so would materially and adversely affect the members', or a class or classes of members' rights, as to voting, dissolution, redemption or transfer. The board may not extend a director's term beyond that for which the director was elected.

(f) If any provision of these Bylaws requires the vote of a larger proportion of the board than is otherwise required by law, that provision may not be altered, amended or repealed except by that greater vote.

***ARTICLE 14  
AMENDMENT OF ARTICLES***

***SECTION 1. AMENDMENT OF ARTICLES***

Any amendment of the Articles of Incorporation may be adopted by approval of a majority of the voting power of the corporation.

***SECTION 2. CERTAIN AMENDMENTS***

Notwithstanding Section 1 of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation regarding the names and addresses of the first directors of this corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

***ARTICLE 15  
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS***

***SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS***

No director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person for reasonable compensation for services performed for the corporation in effecting any of its purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.

***ARTICLE 16  
CONSTRUCTION AND DEFINITIONS***

***SECTION 1. CONSTRUCTION AND DEFINITION***

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, the term “person” includes both the corporation and a natural person, and vice versa. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

**CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the Bylaws of Society of Decision Professionals that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: \_\_\_\_\_

*Original Signed*

Sole Incorporator

Document last updated \_\_\_\_\_