

By-Laws

COA

CALIFORNIA

ORTHOPAEDIC ASSOCIATION

1246 P Street, Sacramento, CA 95814

Adopted by Board of Directors – March 4, 2026

By-Laws

Table of Contents

		Page
ARTICLE I	Offices	4
	Section 1 Principal Office	
	Section 2 Other Offices	
ARTICLE II	Purpose	4
ARTICLE III	Membership	5
	Section 1 Classes	
	Section 2 Active	
	Section 3 Life	
	Section 4 Semi-Retired	
	Section 5 Inactive	
	Section 6 Resident or Full-Time Postgraduate Fellow	
	Section 7 Research Associate	
	Section 8 Active Duty in the Military	
	Section 9 Young Orthopaedic Surgeon	
	Section 10 General Affiliate Member	
	Section 11 Voting Rights	
	Section 12 Membership Fee	
	Section 13 Transfer of Membership	
	Section 14 Termination or Suspension of Membership	
	Section 15 Place of Meetings	
	Section 16 Annual Meeting	
	Section 17 Special Meetings	
	Section 18 Notice of Annual or Special Meetings	
	Section 19 Quorum	
	Section 20 Adjourned Meetings and Notice Thereof	
	Section 21 Voting	
	Section 22 Conduct of Meeting	
ARTICLE IV	Board of Directors	9
	Section 1 General Powers and Duties	
	Section 2 Number, Tenure, and Qualifications	
	Section 3 Vacancies	
	Section 4 AAOS Board of Councilors	
	Section 5 Place of Meetings	
	Section 6 Regular Meetings	
	Section 7 Special Meetings	
	Section 8 Chair	
	Section 9 Quorum	
	Section 10 Participation by Conference Telephone	
	Section 11 Obligations	

ARTICLE V	Officers		12
	Section 1	Officers	
	Section 2	Terms of Office	
	Section 3	Election of Officers and Members-at-Large	
	Section 4	Duties	
	Section 5	Compensation	
	Section 6	Vacancies	
ARTICLE VI	Finance and Dues		14
	Section 1	Fiscal Year	
	Section 2	Dues	
ARTICLE VII	Indemnification and Insurance		15
	Section 1	Right of Indemnity	
	Section 2	Approval of Indemnity	
	Section 3	Advancement of Expenses	
	Section 4	Insurance	
ARTICLE VIII	Records		15
	Section 1	Maintenance of Corporate Records	
ARTICLE IX	Amendments		16
	Section 1	Membership Rights Limitations	
	Section 2	Changes to Number of Directors	
	Section 3	High Vote Requirement	
	Section 4	Members' Approval Required	
	Section 5	Amendment by Members	
	Section 6	Process for Amending By-Laws	
APPENDIX	Executive Director		18
	Section 1	Appointment	
	Section 2	Delegation of Authority and Basic Power and Responsibilities	

**BY-LAWS
of the
CALIFORNIA ORTHOPAEDIC ASSOCIATION, INC.**

A California Non-profit Mutual Benefit Corporation

ARTICLE I

PRINCIPAL OFFICE

Section 1. Principal Office. The corporation's principal office shall be fixed and located at such place as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change said principal office from the one place to another.

Section 2. Other Offices. Branch and subordinate offices may be established at any time by the Board at any place or places.

ARTICLE II

PURPOSE

It shall be the purpose of this Corporation to:

- a. Associate and affiliate into one organization all ethical doctors of medicine licensed to practice in the State of California, who are engaged in the practice of orthopaedic surgery.
- b. Study, report, and make recommendations on matters of health policy and practice that affect orthopaedic surgery, musculoskeletal care, and the patients served by such professionals.
- c. Present such studies, reports and recommendations together with resolutions and opinions of its members to persons, bodies or agencies, governmental or private, whose action or decisions may affect the interest of surgeons or the practice of orthopaedic surgery.
- d. Protect the public interest and orthopaedic surgeons in the practice of orthopaedic surgery.
- e. Join with other regional, state, national, or international organizations that have similar health policy or professional interests to achieve benefits for orthopaedic surgery, musculoskeletal care, orthopaedic surgeons, musculoskeletal professionals, and their patients.
- f. Disseminate information concerning the practice of orthopaedic surgery.
- g. Encourage and maintain high educational, professional, ethical, and moral standards in the field of orthopaedic surgery in the State of California.
- h. Support, foster, and encourage teaching, research, and advancement of the treatment, and prevention of disorders of the musculoskeletal system.
- i. Develop and promote medical education and professional-development programs for orthopaedic surgeons, orthopaedic practice managers, other health care professionals, and the public.

ARTICLE III

MEMBERSHIP

Section 1. Classes. There shall be nine classes of membership: active, life, semi-retired, inactive, resident, research associate, active military, young orthopedist, and general affiliate members.

Section 2. Active. The active members shall be physicians of good moral character who have demonstrated continued adherence to the principles of medical ethics of the American Medical Association. Each active member shall be licensed to practice medicine in the State of California or a resident in orthopaedic surgery in the State of California as defined by Subsection 6; and have at least 90% of his/her professional activities, clinical or administrative, be in the field of orthopaedic surgery, or be certified in orthopaedic surgery by an ABMS-approved certifying body.

Section 3. Life. Life members are active members who, having reached the age of 65 and having completely retired from practice of any type, and upon request, shall have been conferred the status of Life Membership. Practice of any type would not include uncompensated charitable care. A retired or permanently disabled active member shall also be eligible for Life Membership. A Life member shall be accorded all rights and privileges of active membership, including the right to vote and hold office.

Section 4. Semi-Retired. An active member may request semi-retired status if they have reached the age of 65 and have semi-retired from practice. Semi-retired is defined as someone who works twenty (20) hours per week or less. A Semi-retired member shall be subject to a reduced dues or assessments and shall be accorded all rights and privileges of active membership, including the right to vote and hold office.

Section 5. Inactive. An active member may request Inactive status. The Membership Committee shall review the request and make a recommendation to the Board of Directors based on the merits of the request. Inactive members shall not be subject to dues or assessments. They shall retain all rights and privileges of active membership, including the right to vote, but they are not eligible to hold office.

Section 6. Resident or Full-Time Postgraduate Fellow. Resident or fellow membership may be conferred upon a physician who has commenced the study of orthopaedic surgery in an orthopaedic resident training program approved by the American Board of Orthopaedic Surgery. A resident or fellow member shall be subject to reduced dues or assessments and shall not be eligible to vote or hold office.

Section 7. Research Associate. A research associate member is an individual who is a leader in orthopaedic research who is not otherwise eligible for any other membership classification. They shall be subject to dues or assessments and shall not be eligible to vote or hold office.

Section 8. Active Duty in the Military. A member who is in full-time active duty in the military. An active duty member shall be subject to reduced dues or assessments and shall be accorded all rights and privileges of active membership, including the right to vote and hold office.

Section 9. Young Orthopaedic Surgeon. A young orthopaedic surgeon is defined as a physician who has completed their training in an accredited orthopaedic residency program and who is within their first five (5) years of professional practice after their residency and fellowship training programs. A young orthopaedist member shall be subject to reduced dues or assessments during their first two (2) years of practice and shall be accorded all rights and privileges of active membership, including the right to vote and hold office.

Section 10. General Affiliate Member. A member who meets the qualifications as determined by COA's Board of Directors. A General Affiliate Member may be subject to a reduced dues or assessments and shall be afforded the rights and privileges of active membership, except the right to vote or hold office.

Section 11. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of members. No proxy voting is permitted. Members who fail to be in good standing, as determined by the Board shall not be entitled to vote on any matter.

Section 12. Membership Fee. Each member shall pay a membership fee as outlined by their membership category in this section and periodic dues and assessments in such amounts and at such times as shall be determined by the Board.

Section 13. Transfer of Memberships. Memberships in this Corporation are nontransferable.

Section 14. Termination or Suspension of Membership.

- a. The Board may terminate or suspend a member on any one or more of the following grounds:
 1. Violation of the principles of medical ethics of the American Medical Association;
 2. Suspension or termination of a member's license to practice medicine in the State of California;
 3. Conviction of a felony or other criminal offense, including moral turpitude;
 4. Failure to continue to maintain 90% of practice in orthopaedic surgery or termination or suspension of certification in orthopaedic surgery;
 5. Being in arrears in the payment of dues for more than ten months; or
 6. Any action in violation of the provisions of these By-Laws; or
 7. Failure to maintain a medical license in the State of California.
 8. Expelled or suspended from membership by the American Academy of Orthopaedic Surgeons (AAOS) as a result of a Standard of Professionalism (SOP) determination.

9. Found to be in violation of the Standard of Professionalism (SOP) as outlined by the American Academy of Orthopaedic Surgeons (AAOS).
- b. Complaints and Procedures. All complaints and charges against a member which are received in writing by the Secretary shall be referred to the Membership Committee. The Membership Committee shall conduct such investigations as it deems necessary and shall report its findings to the Board. The Board shall notify the member of the charges against him/her and shall afford the member an opportunity to respond to the charges. The member may present an oral and/or written response to the Membership Committee, without legal counsel. The Board, after its review, shall act as soon as practical and no later than the next regularly scheduled Board of Directors meeting to make a final decision regarding all continuing membership. Not less than 30 days prior to the date of any disciplinary action proposed to be taken, the Board shall give the member who is subject to the proposed action, notice of the proposed action and the reasons therefor. The member may submit an oral and/or written statement to the Board regarding the proposed action and may be represented by legal counsel if the Board receives the materials at least 7 days before the meeting. Prior to the effective date of the proposed action, the Board shall consider the recommendations of the Membership Committee and any other information, and may modify or reverse the Membership Committee's decision to take disciplinary action against the member by a vote of two-thirds (2/3rds) of the Board who are entitled to vote. Discipline which shall include, but not be limited to censure, suspension, termination and expulsion shall be by a two-thirds (2/3rds) majority vote of the Board who are entitled to vote. Any notice required under this section shall be given in writing by certified mail sent to the last address of the member shown on the corporation's records.

Section 15. Place of Meetings. The meetings of members shall be held at such time and place as determined by the Board.

Section 16. Annual Meeting. The annual meeting of the membership of the Association shall be held at such time and place as the Board shall determine. The election of Officers and Directors shall be conducted at the annual meeting and any other proper business may be transacted at such meeting.

Section 17. Special Meetings. Special meetings of members may be called by the President upon his/her own motion, the First Vice President in the President's absence, or upon the written request of three voting members of the Executive Committee. In addition, special meetings of members for any lawful purpose may be called upon the written request of five percent or more of the membership. Any requests for special meetings shall specify the particular business for which the meeting is called. Upon request, the presiding officer of the Board forthwith shall cause notice to be given to the members entitled to vote that a meeting will be held at a time fixed by the Board not less than 35 nor more than 90 days after the receipt of the request. If the notice is not given within 20 days after the receipt of the request, the persons entitled to call the meeting may give the notice.

Section 18. Notice of Annual or Special Meetings. Notice of each annual or special meeting of members shall be given not less than 10 nor more than 90 days before the date of the meeting to each member entitled to notice thereof; provided, however, that if notice is given by mail and the notice is not mailed by First Class, Registered, or Certified Mail, the notice shall be given not less than 20 days before the meeting. Such notice shall state the place, date, and hour of the meeting and (a) in the case of the special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (b) in the case of the annual meeting, those matters which the Board, at the time of the mailing of the notice, intends to present for action by the members but, subject to the provisions of applicable law, any proper matter may be presented at the meeting for such action. The notice of any meeting at which Directors are to be elected shall include the names of those who are nominees and shall be sent to all members at least 30 days prior to the meeting.

Section 19. Quorum. The active members of this Association present at a regular or special meeting shall constitute a quorum for the transaction of business. At least 30 active voting members of the Association must be present at the start of the regular or special meeting to constitute a quorum for the transaction of Association business. Alternatively, the Board may establish an electronic or mail-ballot voting process that provides for proportional or alternative quorum requirements, subject to applicable law.

Section 20. Adjourned Meetings and Notice Thereof. Any members meeting may be adjourned from time to time by the vote of the majority of the votes represented in person. It shall not be necessary to give any notice of time and place of the adjourned meeting for the business to be transacted thereat, other than by announcement at the meeting of which the adjournment is taken; provided, however, when any members meeting is adjourned for more than 45 days or, if after adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given as in case of the meeting as originally called, whether annual or special.

Section 21. Voting. The members entitled to notice of any meeting or to vote at such meeting shall be the only persons in whose names memberships stand on the records of the corporation on the record date. Voting may be by voice, by show of hands, by rising, or by mail, electronic, or secret ballot. If a member requests that any matter be voted on by secret ballot, the request must be granted. Voting by proxy is prohibited. The Corporation may conduct membership voting, including elections of directors and officers and votes on By-Laws amendments, by mail ballot, electronic ballots, or any combination thereof, to the extent permitted by applicable law and as authorized by the Board.

Section 22. Conduct of Meeting. The President shall preside as Chair at all meetings of the members. The First Vice President shall preside in the President's absence at meetings of the Corporation and at meetings of the Board. The Chair shall conduct each such meeting in a businesslike and fair manner. The Chair rulings on procedural matters shall be conclusive and binding on all members, unless at the time of a ruling a request for a vote is made to the members entitled to vote and which are represented in person at the meeting, in which case the decision of a majority of such members shall be conclusive and binding on all members. Without limiting the generality of the foregoing, the Chair shall have all of the powers usually vested in the Chair of a meeting of members.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. General Powers and Duties. The affairs, property and business of the Association shall be managed by the Board.

Section 2. Number, Tenure and Qualification.

- a. The Board shall consist of the following members:
1. President, First Vice President, Second Vice President, Secretary-Treasurer, and three immediate past presidents of the California Orthopaedic Association.
 2. Two representatives from each of the following Districts: San Diego, Orange, Los Angeles, Los Padres, Northern California, Sacramento Valley, Sequoia, and the Inland Empire. Nominees shall be by election by COA members in the District when there is a Board vacancy for their District. Should a district nominee not be identified, COA's Nominating Committee shall appoint a COA member to fill the vacancy. The member appointed to fill the vacancy shall be allowed to serve the entire term of the position.
 3. Two at-large members shall be elected for a two-year term at the Annual Meeting of the Corporation and can be re-elected to a second two-year term. The at-large member cannot succeed themselves to this office, but would be immediately eligible to be elected to another district seat.
 4. California Orthopaedic Association elected members of the American Academy of Orthopaedic Surgeons' Board of Councilors shall be voting members of the Board during their defined term of office as a Councilor.
 5. Two young orthopaedic surgeons shall be elected for a two-year term at the Annual Meeting of the Corporation and can be re-elected to a second two-year term. The Nominating Committee shall attempt to have staggered terms. A young orthopaedic surgeon is defined as a physician who has completed their training in an accredited orthopaedic residency program, who is within the first five (5) years of professional practice after their residency and fellowship training programs.
- b. Terms of office of all members of the Board shall commence at the close of the Annual Meeting of the corporation and shall end at the close of the next Annual Meeting.
- c. Members of the Board may be elected to two consecutive three year terms or a maximum tenure of 6 consecutive years. Board members may be re-elected to additional terms on the Board after a one year absence.

Section 3. Vacancies.

Any Director may resign upon giving written notice to the President.

A vacancy or vacancies of the Board shall be deemed to exist

- (1) with the death, resignation or removal of any Director
- (2) if a director is elected to the Executive Committee
- (3) if the authorized number of Directors is increased
- (4) if the Executive Committee fails to elect the authorized number of Directors to be voted for at a meeting

The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, failed to attend required Board meetings as established in Board policy., or been found by final order or judgment of any court to have breached any duty arising under applicable not for profit corporation law.

The members may elect a Director(s) at any time to fill any vacancy.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of their term of office.

Section 4. AAOS Board of Councilors. Members of the AAOS Board of Councilors from California whose term of office on the Board of Councilors expires shall be replaced by the following procedure:

- a. One year before expiration of the AAOS Councilor's term, the Councilor, shall notify the California Orthopaedic Association office by sending a letter requesting nominations to fill his or her seat on the Board of Councilors, or request re-nomination if the councilor is eligible for a second councilor term of office. COA shall announce any vacancy to the Councilor's constituency. A vote electing the Councilor to the second three year term will be engendered by the California Orthopaedic Association's office from that particular Councilor's constituency. Ballots will be retained in the COA office for six months from the deadline for the ballots to be returned.
- b. The California Orthopaedic Association (COA) Executive Director shall solicit nominations from AAOS members residing in the district(s). Responses to the retiring councilor's letter for nominations must be in writing and returned to the COA office within 30 days.
- c. Should a nominee not be identified for a vacant Board of Councilor's position, COA's Nominating Committee shall appoint a COA member to fill the vacancy. The member appointed to fill the vacancy shall be allowed to serve the entire term of the position.
- d. The Board may declare vacant the office of a Board of Councilor who has been declared of unsound mind by a final order of court, convicted of a felony, failed to attend two or more meetings of the Board of Councilors or the COA Board of Directors in a year without an excused absence, or been found by final order or judgment of any court to have breached any duty arising under applicable not for profit corporation law.

- e. Upon determination that a nominee for the Board of Councilors office is willing to serve, the Executive Director shall prepare a ballot, listing the submitted names of suitable nominees. This ballot shall be sent to all AAOS members residing in the district represented by the retiring councilor. Valid, completed ballots must be returned to the COA office within 30 days. Ballots will be retained by the COA office for six months following the deadline for the ballots to be returned.
- f. The name of the nominee with the most affirmative votes or the nominee appointed by the COA Nominating Committee, shall be submitted to the AAOS office by the COA.
- g. Resigning Board of Councilor members shall notify the California Orthopaedic Association Board of their decision to resign and the date of resignation. The procedure for replacement of a resigning Board of Councilor member shall be the same as for a retiring member.
- h. Vacancies occurring on the AAOS Board of Councilors from California, for reasons other than expiration of term and/or resignation, shall follow the same nomination and election process described above. The COA Executive Committee will designate a new Councilor to the district and solicit names of nominees from members of the AAOS residing in the newly designated councilor district.
- i. It will be the responsibility of the California Orthopaedic Association's Executive Director and Board to delineate a list of responsibilities for Councilor membership which would be in addition to or in concert with those of the AAOS Board of Councilors.
- j. As the number of Councilors allocated to California by the American Academy of Orthopaedic Surgeons (AAOS) changes, the Executive Committee shall adjust the Councilors from California so as to best represent the entire state.

Section 5. Place of Meetings. Regular or special meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

Section 6. Regular Meetings. The Board shall conduct its regular meeting at the time of the Annual Meeting of members for the purpose of organization and the transaction of other business.

Section 7. Special Meetings. Special meetings may be called by the President, the Chair, any Vice President, the Secretary, or any two Directors. Written notice shall be given to each member of the Board not less than ten days prior to the date of the special meeting.

Section 8. Chair. The President of the corporation shall be the Chair of the Board. The First Vice President of the corporation shall be the Vice Chair of the Board. The Secretary of the corporation shall serve as the Secretary of the Board.

Section 9. Quorum. One-fifth of the authorized number of Directors constitutes a quorum of the Board for the

transaction of business, except to adjourn a meeting. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 48 hours, notice of any adjournment to another time and place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law or by the Articles except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors.

Section 10. Participation by Conference Telephone. Members of the Board may participate in the meeting through use of conference telephone or similar communications equipment so long as all Board members participating in such meeting can hear one another.

Section 11. Obligations. No Officer, Director or committee chair of the Corporation shall incur any financial obligations for the Corporation without first obtaining the approval of the Executive Committee or the Board. The Board shall have authority to hire employees and to determine their salaries and duties.

ARTICLE V

OFFICERS

Section 1. Officers. The officers of the Corporation shall be Active members residing in California as follows: President, First Vice President, Second Vice President, and Secretary-Treasurer.

Section 2. Terms of Office.

- a. The President shall be elected to serve a one year term, and cannot be re-elected to this office.
- b. The First Vice President shall be elected to serve a one-year term, and cannot be reelected to this office.
- c. The Second Vice President shall be elected to serve a one-year term, and cannot be re-elected to this office.
- d. The Secretary-Treasurer shall be elected to serve a one-year term, and cannot be reelected to this office.
- e. The terms of office shall commence at the close of the Annual Meeting and shall end at the close of the next Annual Meeting.

Section 3. Election of Officers and Members-at-Large.

- a. The Nominating Committee shall present its final recommendations for nominees to a meeting of the Board prior to the Annual Meeting.
- b. The Secretary-Treasurer shall present the recommendations of the Board to the membership at the Annual Meeting and subsequent to open nominations, the membership shall elect a President, First Vice President, Second Vice President, and Secretary-Treasurer, and members of the Board.
- c. Officers shall be elected by a majority of the members present and voting at the Annual Meeting.

- d. To be eligible for office, a physician must have been a voting member of the California Orthopaedic Association for two years-

Section 4. Duties.

a. The President:

1. Shall be the Chief Executive Officer of the Corporation and Chair of the Board. The President shall preside at all meetings of the membership of the Corporation, the Board, and the Executive Committee.
2. Shall carry out the expressed wishes of the Corporation and the Board.
3. Shall appoint the chair of all committees as hereinafter provided, except the Nominating Committee, the Executive Committee, and the Planning and Development Committee.
4. Shall make recommendations to the Board for the filling of any vacancy that may occur among the elected officers during the interval between Annual Meetings.
5. Shall be an ex-officio member of all standing and special committees, except the Nominating Committee.

b. The First Vice President:

1. Shall assist the President in the performance of their duties.
2. Shall preside in the President's absence at meetings of the Corporation and at meetings of the Board.
3. Shall, upon request of the President, represent the Corporation at other meetings or functions.

c. The Second Vice President:

The Second Vice President shall assist the First Vice President and/or President in any duties delegated to them. The Second Vice President shall serve on the Planning and Development Committee.

d. The Secretary-Treasurer:

1. Shall supervise the keeping and distribution of meeting minutes of the Corporation, the Board, and the Executive Committee and shall ensure that accurate records are maintained by staff or other persons designated by the Board.
2. Shall maintain an accurate and current roster of Corporation members.
3. Shall be responsible for the giving of all notices of meetings of the Corporation and of the Board.
4. Shall be custodian of the Corporation's Articles of Incorporation and the Corporate Seal, and he/she shall see that the Corporate Seal is affixed to all documents when duly authorized.
5. Shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to them by the Board.
6. Shall submit reports to the Executive Committee and to the Board as directed by the President.
7. Shall have general supervision over the care and custody of the funds of the Association. He/She shall deposit the funds or cause the funds to be deposited in the name of the Corporation in such bank or banks, or trust companies, and in such safe deposit company or safe deposit companies as the Board may

designate, and shall be responsible for all monies received by the Corporation and for all payments made on behalf of it.

8. Shall keep an accurate account and record of all receipts and disbursements and shall, when asked to do so, render a complete report of all funds to the Board.
9. All checks in payment of Association obligations shall be signed by the President, Secretary-Treasurer, or the Executive Director. They shall be authorized to sign checks in an amount not in excess of \$2,000.00. All checks and all orders to withdraw funds from a bank, trust company or other financial institutions in payment of Corporate obligations in excess of \$2,000.00 requires two signatures.
10. Shall prepare an annual report in accordance with applicable not for profit corporation law. Shall submit a current financial statement at regular meetings of the Board of Directors and at the Annual Meeting.
12. Shall notify the Executive Committee of members who are in arrears in payment of dues.
13. COA shall carry employee theft insurance as shall be determined by the Executive Committee to protect COA from a loss.

Section 5. Compensation. No director or officer shall receive, directly or indirectly, any salary or other form of substantial compensation for services as a director or officer, except as expressly authorized by the Board in accordance with applicable law. Directors and officers may be reimbursed for reasonable expenses incurred in the performance of their duties, as approved by the Board. The Board may approve modest stipends or honoraria for certain officer positions, including the President, to recognize the time and administrative responsibilities associated with those roles, provided such arrangements are consistent with applicable law and Board-adopted conflict-of-interest policies.

Section 6. Vacancies. A vacancy in any office by reason of death, resignation, refusal to act, removal, disqualification or otherwise, shall be filled in accordance with Section 3 of Article IV of these By-Laws.

ARTICLE VI

FINANCE AND DUES

Section 1. Fiscal Year. The fiscal year of the Corporation shall be from January 1 to December 31.

Section 2. Dues. Corporation dues shall be paid annually with the amount determined by the Board.

ARTICLE VII
INDEMNIFICATION AND INSURANCE

Section 1. Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this by-law, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

Section 2. Approval of Indemnity. On written request to the board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

Section 3. Advancement of Expenses. 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 Sections 2 and 3 of Article XIII of these by-laws in defending any proceeding covered by those Sections 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 determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 4. Insurance. The 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, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE VIII
RECORDS

Section 1. Maintenance of Corporate Records. The corporation shall keep:

- a. Adequate and correct books and records of account;
- b. Written minutes of the proceedings of its members, board, and committees of the board; and,
- c. A record of each member's name, address, and class of membership.

ARTICLE IX
AMENDMENTS

Section 1. Membership Rights Limitation. Subject to the rights of members under Article III, Section 10 of these by-laws, the board may adopt, amend, or repeal by-laws unless the action would:

- a. Materially and adversely affect the members' rights as to voting, dissolution, redemption, or transfer;
- b. Increase or decrease the number of members authorized in total or for any class;
- c. Effect an exchange, reclassification, or cancellation of all or part of the memberships; or
- d. Authorize a new class of membership.

Section 2. Changes to Number of Directors. Once members have been admitted to the corporation, the board may not, without the approval of the members, specify or change any by-law provision that would:

- a. Fix or change the authorized number of directors;
- b. Fix or change the minimum or maximum number of directors; or
- c. Change from a fixed number of directors to a variable number of directors or vice versa.

Section 3. High Vote Requirement. If any provision of these by-laws requires the vote of a larger proportion of the board than otherwise required by law, such provision may not be altered, amended, or repealed except by that greater vote.

Section 4. Members' Approval Required. Without the approval of the members, the board may not adopt, amend, or repeal any by-law that would:

- a. Increase or extend the terms of directors;
- b. Allow any director to hold office by designation or selection rather than by election by member or members;
- c. Increase the quorum for members' meetings;
- d. Repeal, restrict, create, expand, or otherwise change proxy rights; or
- e. Authorize cumulative voting.

Section 5. Amendment by Members. New by-laws may be adopted or these by-laws may be amended or repealed by approval of the members, provided, however, that any such adoption, amendment, or repeal also requires approval by the members of a class if that action would:

- a. Materially and adversely affect the rights, privileges, preferences, restrictions, or conditions of that class as to voting, dissolution, redemption, or transfer in a manner different than the action affects another class;
- b. Materially and adversely affect that class as to voting, dissolution, redemption, or transfer by changing

- the rights, privileges, preferences, restrictions, or conditions of another class;
- c. Increase or decrease the number of memberships authorized for that class;
- d. Increase the number of memberships authorized for another class;
- e. Effect an exchange, reclassification, or cancellation of all or part of the memberships of that class; or
- f. Authorize a new class of memberships.

Any provision of these by-laws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by vote of that greater number. No amendment may extend a director's term beyond that for which the director was elected.

Any provision of these by-laws providing for the designation or selection, rather than election, of any director or directors may be adopted, amended, or repealed only by approval of the members, subject to the consent of the person or persons entitled to designate or select any such directors.

Section 6. Process for Amending By-Laws by Vote of the Membership.

- a. Proposed amendments to these by-laws shall be submitted in writing to the Secretary not less than sixty (60) days prior to the next annual meeting for review and recommendations. Amendments may also be proposed by the By-laws Committee or the Executive Director.
- b. Proposed amendments shall be referred to the By-Laws Committee for review and recommendations.
- c. The recommendations of the By-Laws Committee shall be read at the next Board meeting.
- d. The recommendations of the By-Laws Committee shall be read at a business session of the next annual business meeting.
- e. No action on proposed amendment(s) shall be taken until the next succeeding annual business meeting.
- f. Action on proposed amendments shall be taken at the annual business meeting after the first reading of the proposed amendments.
- g. A copy of the proposed amendments to the By-Laws shall be made available to each member at least thirty (30) days before the annual business meeting.
- h. Editorial changes may be made by the By-Laws Committee as required.

APPENDIX
EXECUTIVE DIRECTOR

Appointments of power in Executive Director

Section 1. Appointment

The Board shall appoint an Executive Director who shall serve as the Chief Administrative full time official of the COA to manage and direct the activities of the COA.

Section 2. Delegation of Authority and Basic Power and Responsibilities

The Executive Director is hereby delegated the authority to act for and on behalf of the Association to provide all administrative services by maintaining the offices of the Association, contract for administrative services to the Association, and to contract on behalf of the Association for rendering of necessary services, supplies, facilities, and like manners up to a dollar limit as shall be prescribed from time to time by the Board. The Executive Director shall be authorized to delegate to any other employee such other responsibilities as they shall from time to time deem appropriate. The Executive Director shall be authorized to sign on behalf of the Association all tax returns, certificates, and other documentations required by state, or federal government or agencies thereof. They shall be authorized to speak on behalf of the Association in the name of the Association on such issues for which policy decisions have been made by the Board. The Executive Director shall be responsible for providing leadership to education or other activities of the Association and shall provide representation for the Association to outside organization.