BYLAWS OF
SOUTHERN CALIFORNIA MEDIATION ASSOCIATION (SCMA)

ARTICLE I
OFFICES

Principal Office

1.01. The principal office of Southern California Mediation Association (Corporation) for its transaction of business shall be in California at such place as the Board of Directors shall from time to time determine. The officers establish the mailing address for all Corporation business. Effective March 17, 2020, the mailing address is 21515 Hawthorne Blvd., Suite 200, Torrance, CA 90503

Other Offices

1.02. The corporation may have offices at other places as the Board of Directors from time to time may determine.

ARTICLE II
PURPOSE

2.01. SCMA’s mission is to nurture, expand, and develop the practice, profession, and community of mediation.

2.02. The purpose of the Corporation is to carry out its mission in 2.01 by: (a) providing encouragement and nurturing those engaged in the practice, profession and community of mediation; (b) supporting those individuals who advocate and support use of mediation and other forms of dispute resolution; (c) to develop and produce high-quality and cost-effective educational programs that are offered to its members and the public, and (d) to seek to influence the development of the mediation field, the refinement of practice issues, public policies, including legislation, affecting the field of alternative dispute resolution.

ARTICLE III
MEMBERS

Classification and Qualification of Members

3.01. Members of the Corporation are those persons defined in the Corporation Code Section 5065, who are involved in or support the field of alternative dispute resolution services. Each qualifying Member is entitled to one Voting Membership. The Board may create additional membership classifications if it deems additional member classifications are advisable.
Admission to Membership

3.02. Unless otherwise disqualified under Section 3.10(a)(7) or (8) of these Bylaws, any person eligible for membership under Section 3.01 of these Bylaws will be admitted to membership by submission of an application by that person in the form and manner as prescribed by the Board of Directors and on the payment of the first annual dues as specified in Section 3.03 of these Bylaws.

Annual Dues

3.03. The annual dues payable to the Corporation by members will be in the amounts determined by resolution of the Board of Directors. Dues are payable for the first year on admission to membership and annually thereafter at the time or times as may be fixed by the Board of Directors.

Assessments

3.04. Memberships are nonassessable.

Membership List

3.05. The Corporation shall keep an electronic/digital membership list containing the name, e-mail address of each current Member in any form capable of being converted into written form. It shall be the responsibility of the Member to inform the Corporation of any change in his, her, or its address and e-mail address. Each Member can update this information on their own, at any time by accessing their profile in the online system database. If they are unable to do this themselves, they can contact the administrative assistant of the Corporation to have this updated information input for them. The list will be kept at the principal office of the Corporation and is subject to the rights of inspection required by law and as set forth in Section 3.06 of these Bylaws.

Inspection Rights of Members-Demand

3.06. (a) Subject to the Corporation's right to set aside a demand for inspection pursuant to Corporations Code Section 8331 and the authority of the court to limit inspection rights pursuant to Corporations Code Section 8332, and unless the Corporation provides a reasonable alternative as permitted by Section 3.06(c) of these Bylaws, a member satisfying the qualifications set forth may do either or both of the following:
(1) Inspect and copy the record of all the Members' names, addresses, and voting rights, at reasonable times, on five business days prior written demand on the Corporation, which must state the purpose for which the inspection rights are requested: or

(2) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those Members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand must state the purpose for which the list is requested. The membership list will be available on or before the later of 10 business days after the demand is received, or after the date specified in the demand as the date as of which the list is to be compiled.

Members Permitted to Exercise Rights of Inspection

(b) The rights of inspection set forth in Section 3.06(a) of these Bylaws may be exercised by any current member, for a purpose reasonably related to that person's interest as a Member.

Alternative Method of Achieving Purpose

(c) The Corporation, within 15 business days after receiving a demand pursuant to Section 3.06(a) of these Bylaws, may deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in the demand without providing access to or a copy of the membership list. An alternative method that reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 3.06(a) of these Bylaws will be deemed reasonable, unless within a reasonable time after acceptance of the offer, the Corporation fails to effect the alternative method. Any rejection of the offer must be in writing and indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 3.06(a) of these Bylaws.

Nonliability of Members

3.07. A member of the Corporation is not personally liable, solely because of membership, for the debts, obligations, or liabilities of the Corporation.
Transferability of Membership

3.08. Neither membership in the Corporation nor any rights in the membership may be transferred or assigned for value or otherwise.

Termination or Suspension of Membership-Causes

3.10. (a) Upon occurrence of any of the following causes, the Board of Directors may, subject to the rights of a Member as set forth in Section 3.10(d) of these bylaws, terminate the membership and all rights of membership or suspend same for a period of time:

(1) The voluntary resignation of a Member, with notice as prescribed by Section 3.10(b) of these Bylaws.

(2) When a membership is issued for a period of time, the expiration of that period.

(3) The death of a Member.

(4) The dissolution of corporate members.

(5) Loss of qualifications for membership by Member.

(6) Conviction of the member of any felony or any crime of moral turpitude.

(7) An act or omission by the member which materially and seriously prejudices the purposes and interests of the Corporation.

Resignation by Giving Notice

(b) The membership of any Member of the Corporation shall automatically terminate on such Member's written request for such termination delivered to the President or Secretary of the Corporation personally by email to the SCMA general email address.

Automatic Termination

(c) The membership of any Member which falls within the criteria specified in paragraph 3.10(a)(1) through 3.10(a)(5) shall automatically terminate.
Procedure for Termination or Suspension and Right to Hearing

(d) The membership of any Member which falls within the criteria specified in paragraphs 3.10(a)(6) through 3.10(a)(8) shall terminate or be suspended provided that the Member was given (1) 30 days prior written notice of the termination or suspension stating the reasons for termination or suspension, and (2) a timely opportunity to be heard on the matter of the termination or suspension. The opportunity to be heard, at the election of the member, may be oral or in writing, and must occur not less than 5 days before the effective date of the termination. The hearing shall be conducted at a location which will be determined by the Board of Directors by a committee composed of the President, any other officer or director of the Corporation who will act as secretary and three other members of the Corporation two of whom may be chosen by the member who has been charged and one by the President. In the event that the Member who is charged fails to select members who would sit at the hearing within 15 days of the date of notice of termination, the hearing will proceed with three members. The hearing will be presided over by the President of the Corporation who will ascertain that the due process of the member charged is guaranteed and who will set forth a fair and reasonable procedure which would allow the member charged to present his or her witnesses, present documentary and oral evidence in support of his or her case, and allow him or her to examine or to cross examine the witnesses.

The committee conducting the hearing will conduct the hearing in good faith and in a fair and reasonable manner. The committee has the exclusive power and authority to decide that the proposed termination or suspension not take place.

Effect of Termination or Suspension

(e) Any and all rights of a Member in the Corporation and in its property shall cease on the termination of membership and during the suspension of membership. However, termination does not relieve the Member from any obligation for charges incurred, services, or benefits actually rendered, dues, assessments, or fees, or arising from contract or otherwise. The Corporation retains the right to enforce any obligation or obtain damages for its breach.

ARTICLE IV

MEETINGS OF MEMBERS

Place

4.01. Meetings of Members will be held at any location within the State of California that may be designated from time to time by resolution of the Board of Directors.
Regular Meetings

4.02. Regular meetings of Members will not be held.

Special Meetings

4.03. The President, any two Directors or Five percent or more of the Members of the Corporation may call special meetings for any lawful purpose. Special meetings of Members, which have been requested by any two(2) directors or by five percent (5%) or more of the Members, will be called by the President of the Corporation and held at the place within the State of California as is fixed in Section 4.01 of these Bylaws.

Notice of Meetings

4.04. Written notice of every meeting of Members must be delivered to each Member who is entitled to vote at the meeting as of the record date for notice of the meeting by email or other system or technology designed to record and communicate messages, facsimile, or other electronic means which are capable of being converted into writing, at least 30 days before the date of the meeting, unless the Member is a new member (less than 30 days membership) in which case the notice period will be as soon as reasonably practical.

If notice is given by mail or other means of written communication, the notice must be addressed to the Member at the email appearing on the books of the Corporation or at the email given by the Member to the Corporation for the purpose of notice. If no address appears or was given by the member, notice will be given at the principal office of the Corporation. In the case of a specially called meeting of members, notice of that special meeting will be given to the President or the Secretary not less than 35 days or more than 90 days before the date of the requested meeting and the Secretary of the Corporation will send such notice to the members forthwith and in any event within 20 days after the request was received.

No meeting of members may be adjourned more than 45 days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting will be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

Contents of Notice

4.05. The notice will state the place, date, and time of the meeting. The notice of any meeting at which Directors are to be elected must include the names of all those who are nominees at the time the notice is given to the Members.
Waivers, Consents, and Approvals

4.06. The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present in person, and if, either before or after the meeting, each of the persons entitled to vote but not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All waivers, consents, and approvals will be filed with the corporate records.

Quorum

4.07. A quorum at any meeting of members consists of 10 percent of the voting power, represented in person. For purposes of this Bylaw, "voting power" means the power to vote for the election of directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.

Loss of Quorum

4.08. The Members present at a duly called or held meeting at which a quorum is present at the beginning of the meeting may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of Members required to pass such action had a quorum been present.

Adjournment for Lack of Quorum

4.09. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented in person. However, no other business may be transacted except as provided in Section 4.08 of these Bylaws.

Voting of Membership-Entitlement

4.10. (a) Each Member is entitled to one vote on each matter submitted to a vote of the members. A membership that is held in the name of an entity (Corporation, Limited liability Company, partnership, group, organization, or any other entity) shall be entitled to one vote and said vote will be binding on all members of the entity. Any vote electronically or otherwise communicated will be considered a vote.
Record Date of Membership

(b) The Board of Directors shall fix, in advance, a date as the record date for the purposes of determining the Members entitled to notice of and to vote at any meeting of members. The record date for the purpose of determining the members entitled to notice of any meeting of members is five (5) days before the date of the meeting of members. The record date for the purpose of determining the Members entitled to vote at any meeting of members is 24 hours before the date of the meeting of members. The record date for informing the Secretary of the Corporation of the name of the authorized representative of any Membership that stand of record in the name of a partnership, a corporation or a limited liability company is 24 hours before the date of the meeting of the Members. The Board will also fix, in advance, the record date for the purpose of determining the members entitled to exercise any rights in respect to any other lawful action. This date may not be more than 60 days before that other action.

Cumulative Voting

(c) Cumulative voting is not authorized for the election of directors or for any other purpose.

Proxy Voting

(d) Members entitled to vote, as set forth in Section 4.10(a) of these Bylaws, must vote in person. No vote may be cast by proxy.

Manner of Voting

(e) Voting may be by voice, written or electronically transmitted ballot except for voting for the Members of the Board of Directors which will be done by written or electronically transmitted ballot as determined by the Board of Directors. Each person entitled to vote shall have the right to do so either in person, by first class mail, postage prepaid, or other system or technology designed to record and communicate messages, facsimile, electronic mail, or other electronic means which are capable of being converted into writing. The manner or manners in which voting by ballot may be cast must be specified by the Board of Directors on the ballot and the Members may only vote in such manner or manners. Those votes cast in other manners will not be counted. The votes may not be received later than the date set by the Board of Directors for the election. Any vote not signed will not be counted.
Action without Meeting by Written Ballot - Ballot Requirements

4.11. (a) Subject to the limitations specified in Section 4.11(b) of these Bylaws and any contained in the Articles, any action that may be taken at a special meeting of members may be taken without a meeting, provided that the following ballot requirements are satisfied:

1. The Corporation distributes a written ballot or electronically transmitted ballot to every member entitled to vote on the matter.

2. The ballot states the proposed action, provides an opportunity to specify approval or disapproval of any proposal, and provides a reasonable time within which to return the ballot to the corporation.

3. The number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action.

4. The number of approvals equals or exceeds the number of votes that would be required to approve an action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Solicitation of Ballots

(b) Ballots will be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in Section 4.04 of these Bylaws and of voting by written ballot or electronically transmitted ballot set forth in Section 4.11(c) of these Bylaws. All solicitations must indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

Voting by Written or Electronically transmitted Ballot

(c) The form of written or electronically transmitted ballots distributed to 10 or more members must afford an opportunity on the form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted on by that written ballot. The form must also provide, subject to reasonable specified conditions that if the person solicited specifies a choice with respect to any matter the vote must be cast in accordance with that choice. In any election of the Members of the Board of Directors, any form of written ballot in which the Directors to be voted on are named as candidates and that is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld may not be voted either for or against the election of a Director. The voting may be done by written or electronically transmitted ballots as determined by the Board of Directors.
Revocation of Ballot

(d) Unless otherwise provided in the Articles of Incorporation of the Corporation or these Bylaws, a written or electronically transmitted ballot may not be revoked.

Conduct of Meetings-Chairperson

4.12. (a) The President of the Corporation or, in his or her absence, the Vice President or, in his or her absence, any other person chosen by a majority of the voting members present in person, will be Chairperson of and preside over the meetings of the members.

Secretary of Meetings

(b) The Secretary of the Corporation will act as the secretary of all meetings of members. However, in his or her absence, the Chair of the will appoint another person to act as secretary of the meetings.

Rules of Order

(c) The Robert's Rules of Order, as amended from time to time, governs the meetings of members insofar as those rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation, or the rules governing agenda, motions, and related matters.

Inspectors of Voting-Appointment

4.13. (a) Before any meeting of the members or any action by written or electronically transmitted ballot, the Board shall appoint three persons, other than candidates for office as inspectors of voting to perform the duties as set forth in Section 4.13(c).

(b) If inspectors of voting are not so appointed for any meeting or for any action by written or electronically transmitted ballot, or if any person so appointed fails to appear or refuses to perform their duties as set forth in Section 4.13(c), the Chairperson of the meeting may, and on request of any member must, appoint such inspectors.

(c) The inspectors of voting must perform the following duties and can determine who will be responsible for each duty listed below:

(1) Determine the number of outstanding voting memberships, the voting power of each, and, when applicable, the number represented at the meeting and the existence of a quorum.

(2) Receive votes, ballots, or consents.
(3) Hear and determine all challenges and questions in any way arising in connection with the right to vote. Any formal challenges must be reviewed by all three inspectors.

(4) Count and tabulate all votes and consents. Count must be done by at least two inspectors.

(5) Determine when the polls shall close.

(6) Determine the result.

(7) Do any other acts that may be proper to conduct the election or vote with fairness to all members.

The Inspectors must perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical.

**Vote of Inspectors**

(d) The decision, act, or certificate of a majority is effective in all respects as the decision, act, or certificate of all.

**Report and Certificate**

(e) On request of the Chairman or any member, the inspectors of voting must make a written report concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors is prima facie evidence of the facts stated.

**ARTICLE V**

**BOARD OF DIRECTORS**

**Members of the Board of Directors**

5.01. The governing body of this Corporation shall be the Board of Directors, which is comprised of a total of fifteen (15) members, all of whom will be natural persons and elected in accordance with these Bylaws, as follows: The President, the President Elect who will also act as the Vice President of the Corporation, the immediate Past President and twelve (12) Directors at Large. The other officers of the Corporation, the Secretary and Chief Financial Officer will be appointed from among the Directors at Large and will also be members of the Board of Directors.
Term of Office

5.02 Each Director holds office for a term of three year from the date of the Director’s election, and until the Director’s successor is elected and qualifies under Section 5.05 of these Bylaws. If a Director is removed by the Board of Directors, as prescribed by Section 5.07 of these Bylaws, that Director will hold office until the date of his or her removal, as determined by the Board.

(a) The term of office will begin on the 2nd Friday in December after the election process. Their three-year term will end on the 2nd Friday in December. Board members may not serve more than two full three-year consecutive terms.

(b) The Board of Directors manages, directs, and governs all affairs and business of the Corporation in accordance with the Bylaws.

Compensation

5.03 The Directors serve without compensation but may, by resolution of the Board of Directors be reimbursed for expenses incurred on behalf of the Corporation.

Nomination of Members of Board of Directors

5.04 No later than the first Monday of August of each year, the Presiding Officer will call for candidates for the offices of President Elect (who will be the president in the subsequent year), and four (4) Directors at Large whose term of three (3) years will expire during the following year. Any number of nominations may be made by the members for the Directors at Large. All nominations must be submitted to the Secretary not later than 4:00 PM on the last Friday of August of that year. The Secretary will review all the nominations to ascertain that all the nominees meet the necessary qualifications for their respective positions as provided in these Bylaws.

Qualifications of the Member of the Board of Directors

5.05 The nominees for the position of the President Elect shall be selected from among those Members of the Corporation who have already served on the Board of Directors for at least one year immediately prior to the commencement of their term. The nominees for all other Members of the Board of Directors shall be selected from among those members who have been a Member of the Corporation for at least one year prior to the commencement of their term. The Board of Directors can vote to waive the one-year membership requirement for nominees provided that 3/4 of the Board of Directors approves the waiver. The Members of the Board of Directors are eligible for reelection, provided they continue to meet the qualifications required for their respective office. A nomination for the board may not be made after the date set for close of nomination. In order to run, any nominee or Director at Large must be approved by five (5) members of the Board of Directors.
Election

5.06 (a) The Directors at Large, whose names will be listed on the ballot in alphabetical order, and President Elect will be elected by written or electronically transmitted ballot as authorized by Section 4.11 of these Bylaws. The written ballots for the election of the Board of Directors, shall be solicited in a manner consistent with the requirement of giving notice of Member's meetings set forth in Section 4.04 of these Bylaws and of Voting by Written or electronically transmitted Ballot set forth in Section 4.11(c) of these Bylaws, no later than September 15 of each year and the ballots must be returned no later than 4:00 p.m. on October 15 of each year to be counted. The ballots will be counted, and the results will be announced no later than the 30th day in November of each year.

(b) The candidates receiving the highest number of votes for each position on the Board shall be declared elected. In case of a tie, the vote of the Board of Directors specially called for this purpose on, or before the 2nd Friday in November of that year shall vote to break the tie.

Removal of Officers or Directors--Removal for Cause

5.07. (a) The Board may declare vacant the office of an Officer or a Director on the occurrence of any of the following events:

(1) The Officer or Director has been declared of unsound mind by a final order of court.

(2) The Officer or Director has been convicted of a felony or a crime of moral turpitude.

(3) The Officer or Director has been found by a final order or judgment of any court to have breached duties imposed by Corporations Code Section 7230 et seq, on directors who perform functions with respect to assets held in charitable trust.

(4) The Officer or Director has failed to perform the duties of a Board Member as specified in the Duties Agreement.

(5) Removal of a Board member must be approved by three fourths (3/4) vote of the current active Board members.

Removal Without Cause

(b) Any or all of the Officers or Directors may be removed without cause if, while the Corporation has fewer than 50 members, removal is approved by a two third majority of all members pursuant to Corporations Code Section 5033; or while the Corporation has more than 50 members, removal is approved by the two third majority of members within the meaning of Corporations Code Section 5034.

Resignation of Director

5.08. Any Officer or Director may resign effective on written notice to the President, the Secretary, or the Board of Directors of the Corporation. The notice may specify a later time
for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected or appointed under Section 5.09(b) of these Bylaws to take office when the resignation becomes effective.

Vacancies in the Board-Causes

5.09. (a) Vacancies on the Board of Directors occur (1) on the death, resignation, or removal of any Officer or Director; (2) whenever the number of authorized Officers or Directors is increased; and (3) on the failure of the members in any election to elect the full number of authorized Directors.

Filling Vacancies by Directors

(b) Except as otherwise provided in the Articles or these Bylaws vacancies on the Board of Directors may be filled by appointment by the President with the approval of the Board of Directors, or, if the number of Officers and Directors then in office is less than a quorum, by (1) the unanimous written consent of the Officers and Directors then in office; (2) the affirmative vote of a majority of the Members of the Board of Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in Section 6.03 through 6.05 of these Bylaws; or (3) a sole remaining Member of the Board of Directors.

ARTICLE VI
MEETINGS

Meetings--Call of Meetings

6.01. Meetings of the Board may be called by the President, the Vice-President, the Secretary or any two Directors. The Board shall hold regular scheduled Board meetings at least once per month.

Place of Meetings

6.02 Meetings of the Board will be held through video teleconferencing, in person, or any other means that allows for the Board to meet and which is a reasonable process for attendance. The specific method may change as technology changes and is at the discretion of the Board.

Special Meetings

6.03 Special meetings of the Board may be called by the President or any Vice-President or the Secretary or any two Directors. Special meetings may be held on four (4) days’ notice by first class mail, postage prepaid, or on 48 hours’ notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means.

Notice of the special meeting need not be given to any Director who signs a waiver of notice
or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that Director either before or at the commencement of the meeting. All waivers, consents, and approvals must be filed with the corporate records or made a part of the minutes of the meetings.

**Quorum**

6.04 A majority of the authorized number of the members of the Board of Directors constitutes a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws.

**Transactions of Board**

6.05 Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Members of the Board of Directors present at a meeting duly held at which a quorum is present is the act of the Board provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of the members of the Board of Directors if any action taken is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by the law, the Articles, or these Bylaws. Any amendments to the bylaws require a two-thirds approval of the active Members of the Board of Directors.

**Conduct of Meetings**

6.06 The President or, in his or her absence, the Vice President or, in his or her absence, any Officer or Director selected by the Board of Directors then present will preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer will act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, as long as all members participating in the meeting can hear one another. This participation constitutes personal presence at the meeting.

**Adjournment**

6.07 A majority of the Members of the Board of Directors present at the meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting to the Members of the Board of Directors who were not present at the time of the adjournment.

**Action Without Meeting**

6.08 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 consent in writing to that action. Written consents must be filed with the minutes of the proceedings of the Board.
written consent has the same force and effect as the unanimous vote of the Board of Directors.

ARTICLE VII

OFFICERS

Number and Titles

7.01. The officers of the Corporation shall be a President, a President Elect who will also act as the Vice President, a Secretary, a Chief Financial Officer, and those other officers with such titles and duties as determined by the Board and as may be necessary to enable it to sign instruments. The President is the general manager and chief executive officer of the Corporation. Each year, the President shall appoint a Secretary and a Chief Financial Officer from among the Directors at Large. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President. The officers are members of the Board of Directors.

Duties of the Officers

7.02. (a) President. It shall be the duty of the President to preside at meetings of the members and the Board of Directors and to perform such other duties as ordinarily pertain to his office. The President has the authority to sign all documents, notes, and agreements required to be signed by the Chief Officer of the Board.

(b) President Elect. It shall be the duty of the president elect to serve as a member of the board of directors of the Corporation and to perform such other duties as may be prescribed by the president or the board. President Elect shall also act as the Vice President of the Corporation and shall perform the duties of the President in his or her absence.

(c) Secretary. It shall be the duty of the secretary to ensure records of membership are being kept, minutes of Board meetings are being recorded and preserved, and notices for elections or other formal meetings per these bylaws are being communicated per the terms of these bylaws.

(d) Chief Financial Officer. It shall be the duty of the treasurer to have custody of all funds, accounting for same to the Corporation annually and at any other time upon demand by the board and to perform such other duties as pertain to this office. Upon his or her retirement from office he or she shall turn over to his or her successor or to the president all funds, books of accounts or any other Corporate property in his possession.
ARTICLE VIII

COMMITTEES

8.01. The President shall, subject to their discretion appoint any committee(s) that are needed for projects or for supporting the organization. Final decisions or recommendations by the committee(s) will have final approval by the Board.

8.02. The Board may appoint or serve as the Nominating Committee for nominations of new Board Members at its discretion. The Committee would consider qualifications of candidates and submit a list of qualified candidates to the Board.

ARTICLE IX

CORPORATE RECORDS, REPORTS, AND SEAL

Keeping Records

9.01. The Corporation must keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation must also keep a record of its members giving their names and addresses and the class of membership held by each. The minutes will be kept in written form. Other books and records will be kept in either written form or in any other form capable of being converted into written form.

Annual Report

9.02. The Corporation will notify each member yearly of the member’s right to receive a financial report pursuant to Corporations Code Section 8321. Except when the Corporation does not have more than 100 members or more than $10,000 in assets at any time during the fiscal year, on the written request of a member, the board must promptly
cause the most recent annual report to be sent to the requesting member. The annual report will be prepared not later than 120 days after the close of the Corporation's fiscal year. The annual report must contain in appropriate detail all the information required by Corporations Code Section 8321(a1), specifically,

(1) A balance sheet as of the end of the fiscal year and an income statement.

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

(3) Any information concerning certain transactions and indemnifications required by Corporations Code Section 8322.

The annual report must be accompanied by any report of independent accountants. However, if there is no report by independent accountants, the certificate of any authorized officer of the Corporation that the statements were prepared without audit from the books and records of the Corporation.

Annual Statement of Certain Transactions and Indemnifications

9.03. The Corporation must furnish annually to its members a statement of any transaction or indemnification described in Corporations Code Section 8322(b1) and if that transaction or indemnification took place. The annual statement must be affixed to and sent with the annual report described in Section 9.02 of these Bylaws.

ARTICLE X
INDEMNIFICATION OF AGENTS OF THE CORPORATION

Indemnification Authorized By Law

10.01. This Corporation shall indemnify its Officers, Directors and agents in accordance with the requirements of Corporations Code Section 7237, as amended from time to time, against any expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding to which they were made a party by reason of the fact that such person was an agent of the Corporation. No provision made by the Corporation to indemnify its Directors or Officers for the defense of any proceeding, whether contained in the Article, Bylaws, a resolution of Directors, an agreement or otherwise, shall be valid unless consistent with this Article VII. Nothing contained in this Article VII shall affect any right to indemnification to which persons other than such Directors and Officers may be entitled by contract or otherwise.
Advance of Expenses

10.02. Expenses incurred in defending any proceeding may be advanced by this Corporation, subject to approval by the Board of Directors, prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VII.

Forms of Indemnification Not Permitted

10.03 No Indemnification or advance shall be made under this Article X in any circumstances where it appears: (a) that it would be inconsistent with a provision of the Article of Incorporation, these Bylaws or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; and/or (b) that it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Insurance

10.04. The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provision of this Article X.

ARTICLE XI
DISSOLUTION
General

11.01. In the event of dissolution of the Corporation, all of the Corporation's assets, real and personal, shall be distributed to such organization or organizations as are qualified as tax-exempt under Sections 501(c)(3) or 501(c)(6) of the Code or corresponding provision of any subsequent Federal income tax laws as the Board of Directors shall determine. Any such assets not so disposed of, for whatever reason, shall be disposed of, by order of the Attorney General for the State of California or by order of the superior court of the proper county, to such organization or organizations as determined, which are organized and operated exclusively for tax-exempt purposes.
No Inurement

11.02. No part of the net earnings of the Corporation shall be distributed to or inure to the benefit of any Director or Officer of the Corporation.

ARTICLE XII
AMENDMENTS AND ADDITIONS

Amendments by the Board

12.01. Any changes to these Bylaws may be adopted by the Board of Directors, provided that no such bylaw may change the authorized number of Directors of the Corporation. Any changes to the authorized number of Directors of the Corporation must be approved by the members participating in a vote per 4.07.

ARTICLE XIII
MISCELLANEOUS

Manner of Giving Notice

13.01. Any notice required to be given to any member of this Corporation shall be delivered by email to the member's email address on record, or any other system or technology designed to record and communicate messages, facsimile, or other electronic means which are capable of being converted into writing.
CERTIFICATE OF SECRETARY AND PRESIDENT OF

Southern California Mediation Association, a California Nonprofit Corporation

We hereby certify as the Secretary and President of this corporation, that the foregoing Bylaws, comprising twenty-one (21) pages, constitute the Bylaws of this corporation as duly adopted by the Board of Directors of the Corporation on May 8, 2020.

Dated: May 14, 2020

Leslie Kushner, Secretary

Dated: May 14, 2020

Andy Shelby, President