

**Bylaws of the
American Society for Training and Development-Orange County Chapter
A California Nonprofit Public Benefit Corporation**

Article I - Purpose

Section 1.01 Name and Purpose.

The name of this organization is ~~American Society for Training and Development-Orange County Chapter (ASTD-OC)~~ Orange County Chapter of the American Society for Training and Development doing business as Association for Talent Development-Orange County Chapter, ATD-Orange County and ATD-OC. The principal office of the chapter shall be located in Orange County, California. The Board of Directors may change the location of the principal office. This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the charitable purposes noted in Section 1.3, and it shall be nonprofit and nonpartisan.

Section 1.02 Affiliated Organization.

The Chapter is an affiliate of the American Society for Training and Development (“ASTD”), which is doing business under the trade name Association for Talent Development (ATD) (referred to herein as the “Association” or “ATD”)~~The corporation is an affiliated organization of ASTD,~~ a non-profit educational society under Section 501 (c) (3) of the Internal Revenue Code of 1986. The Association and its Chapters are not organized for profit. The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue code of 1986, as amended, and may make expenditures for one or more of these purposes.

Section 1.03 Specific Purpose.

The specific purpose of this corporation is to promote a better utilization of human ability and potential in business, industry, government, the professions, and education as stated in the corporation’s annual objectives. This corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this corporation.

Section 1.04 Activities.

The corporation shall not devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, and shall not advocate or campaign for legislation or a defeat of proposed legislation. The corporation shall not directly or indirectly participate in, including the publishing or distribution of statements, any political campaign on behalf of or in opposition to any candidate for public office.

Section 1.05 Dedication of Assets.

This corporation’s assets are irrevocably dedicated to educational and charitable purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a

nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

Section 1.06 ASTD Code of Ethics and Rules of Conduct.

This corporation and its members are expected to abide by the ASTD Code of Ethics which provides guidance to members to be self managed professionals exhibiting the highest possible standards of personal integrity, professional competence, sound judgment and discretion.

Article II - Membership

Section 2.01 Eligibility, Dues and Fees.

Any person or group dedicated to the specific purpose of the corporation and who have interests or responsibilities in training, human resource development, workplace learning and performance shall be eligible for membership. Each member must pay, within the time and on the conditions set by the Board of Directors, the dues and fees to be fixed from time-to-time by said Board of Directors. No individual membership or right arising from membership shall be transferable.

Section 2.02 Equal Opportunity.

The corporation offers equal opportunity to all eligible members, regardless of race, color, creed, religion, national origin, age, gender, sexual orientation, marital status, political affiliation, veteran status, physical or mental impairment or any other class protected by Federal and State law.

Section 2.03 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, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

Section 2.04 Good Standing.

Members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended shall be members in good standing.

Section 2.05 Suspension of Membership.

A member may be suspended based on the good faith determination by the Board of Directors that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests. A person whose membership is suspended shall not be a member during the period of suspension. If grounds appear to exist for suspending or terminating a member under Section 2.06(c) or this Section of these Bylaws, the following procedure shall be followed:

(a) The Board of Directors shall give the member at least fifteen (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 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 of Directors to determine whether the suspension or termination should occur.

(c) The Board of Directors shall decide by a two-thirds (2/3) majority whether the member should be suspended, expelled, or sanctioned in any way. The decision of the Board of Directors shall be final.

(d) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice must be commenced within one year after the date of the expulsion, suspension, or termination.

Section 2.06 Termination of Membership.

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

(a) Resignation of the member;

(b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board of Directors;

(c) Termination of membership based on the good faith determination by the Board of Directors, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

Section 2.07 Meetings of Members.

(a) Place of Meetings.

Meetings of the members shall be held at any place within or outside California designated by the Board of Directors or by the written consent of all members entitled to vote at the meeting, given before or after the meeting.

(b) Annual Meeting.

An annual meeting of members shall be held on the fourth Wednesday of January of each year, unless the Board of Directors fixes another date. Other regular meetings of the members shall be held at least monthly on a schedule set by the Board of Directors.

(c) Special Meetings.

(1) Persons Authorized to Call.

A special meeting of the members for any lawful purpose may be called by a majority of the Board of Directors, by the President or five (5) percent of the membership in good standing.

(2) Proper Business of Special Meeting.

No business, other than the business, the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

(d) Notice Requirements.

(1) General Notice Requirements.

Whenever members are required or permitted to take any action at a meeting, written notice of the meeting shall be given, in accordance with these Bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date and hour of the meeting and, (i) for a special meeting, the general nature of the business to be transacted and no other business may be transacted; or, (ii) for the annual meeting, those matters that the Board of Directors, at the time notice is given, intends to present for action by the members but except as provided herein, any proper matter may be presented at the meeting. 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.

(2) Notice of Certain Agenda Items.

Approval of the members of any of the following proposals is valid if the notice or written waiver of notice states the general nature of the proposal(s):

(i) Filling vacancies on the Board of Directors;

(ii) Amending the Articles of Incorporation;

(iii) Approving a contract or transaction between the Corporation and one or more Directors, or between the Corporation and any entity in which a Director has a material financial interest;

(iv) Electing to wind up and dissolve the Corporation;

(v) Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes, as specified in the Articles or Bylaws, when the Corporation is in the process of winding up;

(e) Manner of Giving Notice.

Notice of any meeting of the members shall be in writing and shall be given at least fifteen (15) but not more than ninety (90) days before the meeting date. The notice shall be given either personally or by mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the Corporation or at the address given by the member for purposes of notice.

(f) Quorum.

Ten (10) percent of the voting power shall constitute a quorum for the transaction of business at any meeting of members.

(g) Adjourned Meeting.

Any members' meeting, whether or not a quorum of the members is present, may be adjourned by the vote of the majority of the members represented at the meeting.

(h) Voting.

(1) Eligibility to Vote.

Subject to the California Nonprofit Public Benefit Corporation Law, members entitled to vote at any meeting of members shall be members in good standing as of the date the vote takes place.

(2) Voting.

Each member entitled to vote may cast one vote on each matter submitted to a vote of the members. Members entitled to vote will not be permitted to vote or act by proxy.

(3) Manner of Casting Votes.

Voting may be by voice or by ballot, except that any election of Directors must be by ballot.

(4) Approval by Majority Vote.

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 any matter, shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Public Benefit Corporation Law or by the articles of incorporation.

(5) Election of Directors.

Cumulative voting for the election of Directors shall not be permitted. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected.

(i) Waiver of Notice or Consent.

The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice,

if a quorum is present. A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting.

(j) Record Date for Notice, Voting, Written Ballots, and Other Actions.

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to California Nonprofit Public Benefit Corporation Law.

Article III - Board of Directors

Section 3.01 Powers.

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or Bylaws regarding actions that require approval of the members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

Section 3.02 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 the duties and fix the compensation, if any, of all Directors, agents and employees of the corporation;
- (c) Supervise all agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Chapter Secretary of the corporation and notices of meetings mailed or electronically mailed to them at such addresses shall be valid notices thereof;
- (f) Establish policy for the operation of the chapter, including managing the executive/business office of the chapter, managing business meetings, utilization of a corporate seal and certificates;
- (g) Develop and approve the strategic plan, the annual plan, and the budget including incurring indebtedness on behalf of the corporation to be used solely for its stated purposes;
- (h) Approve categories of membership; authorizing new committees of the chapter; and

(i) Attend meetings of the Board of Directors. Failure to attend three (3) consecutive and duly called meetings of the Board of Directors will be sufficient cause for the Board of Directors to consider replacing a member of the Board of Directors under the provisions of these Bylaws.

Section 3.03 Number and Qualification.

(a) Number.

The Board of Directors shall consist of an odd number of at least three (3) but no more than twenty one (21) directors unless changed by amendment to these Bylaws. The exact number of Directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors.

(b) Qualifications.

The qualifications for Directors are that they are members in good standing of the corporation, as specified in Section 2.04 of these Bylaws. All members in good standing shall be eligible for nomination to all offices except President and Past President. For the office of President-Elect, only persons who have served as a member of the Board of Directors for at least a consecutive six (6) month period within the last five (5) years shall be eligible for nomination. The Board of Directors shall continue in office until the end of their fiscal year or until their successors are duly installed.

Section 3.04 Restriction on Interested Directors.

Not more than 49% of the individuals serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (2) any brother, sister, ancestor, descendant, spouse, or in-law of any such person. However, any violation of the provisions in this paragraph shall not effect the validity or enforceability of any transaction entered into by the corporation.

Section 3.05 Leadership Recruitment Committee.

The Board of Directors shall appoint a Leadership Recruitment Committee. The Leadership Recruitment Committee shall have no fewer than five (5) members, and shall include at least two (2) members in good standing not currently serving on the Board of Directors. The responsibilities of the Leadership Recruitment Committee shall include, but not be limited to:

- a. Recruiting of qualified leaders;
- b. Recommending a slate of candidates;
- c. Recommending, publishing and overseeing campaigning guidelines;
- d. Recommending, publishing and overseeing the balloting process;
- e. Reviewing and recommending dispute resolutions to the Board.

The Leadership Recruitment Committee shall present recommendations for the slate of candidates, campaigning guidelines and balloting process for approval by the Board of Directors

no later than the August board meeting. The Chapter Secretary shall forward to each member by thirty (30) days prior to the election, with notice of meeting required by these Bylaws, a list of candidates for the Board of directors and officers to be placed on the ballot. Write-in candidates shall be allowed and shall be subject to the campaigning guidelines.

Section 3.06 Election of Directors.

(a) Elections will be completed at least ninety (90) calendar days prior to the end of the current Board of Directors terms. Directors shall be elected by a majority of members voting to a term of no more than a two (2) year term. Directors will be sworn into office at the December meeting of members and will serve a term of up to two (2) years. With the exception of the President and President-Elect, the Board of Directors may stand for re-election to the same Board of Directors positions, and if so, may serve no more than two (2) years in the same elected position.

(b) Prior to installation, all Directors must be a member in good standing of national ASTD.

Section 3.07 Removal of Directors.

(a) Reason.

Without prejudice to any rights of a Director under any contract of employment, a Director may be removed with or without cause by the Board of Directors or the members. The Board of Directors may, by a two-thirds (2/3) vote of the full Board of Directors, suspend or terminate a member of the Board of Directors for actions or behavior in violation of these Bylaws, or which are deemed detrimental to the best interests of the corporation.

(b) Process.

(1) Suspension or termination of members of the Board of Directors will be considered at a regularly scheduled meeting of the Board of Directors. Written notice of, and rationale for, proposed suspension or termination shall be mailed by Certified Mail to the members of the Board of Directors and the individual concerned at least fifteen (15) days prior to the meeting.

(2) Any motion for suspension or termination must be made by a member of the Board of Directors, based on personal knowledge, official chapter records, or statement signed by no fewer than five (5) chapter members in good standing.

(3) Before action of suspension or termination, the member of the Board of Directors will have an opportunity to be heard by the Board of Directors.

Section 3.08 Vacancies on Board of Directors.

(a) Events Causing Vacancy.

A vacancy or vacancies on the Board of Directors shall exist on occurrence of the death or resignation of any Director.

(b) Resignations.

Except as provided below, any Director may resign by giving written notice to the President, Secretary of the Corporation or the Chapter Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

(c) Filling Vacancies.

Vacancies on the Board of Directors may be filled by a majority vote of the Board of Directors. The members may fill any vacancy or vacancies not filled by the Board of Directors.

(d) No Vacancy on Reduction of Number of Directors.

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 3.09 Directors' Meetings

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

(b) Meetings by Telephone. Any meeting may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting.

(c) Annual Meeting. As soon as possible after the annual meeting of members, the Board of Directors shall hold a regular meeting for purposes of organization and the transaction of other business. Notice of this meeting is not required.

(d) Regular Meetings. The Board of Directors will meet monthly. The date of the meetings of the Board of Directors will be announced at least thirty (30) days in advance, and the exact time and place of all meetings of the Board of Directors will be announced to all the members of the Board of Directors at least fifteen (15) days in advance of the meeting.

(e) Special Meetings.

(1) Authority to Call.

Special meetings of the Board of Directors for any purpose may be called at any time by the President, or any two Directors.

(2) Notice.

(i) Manner of Giving Notice.

Notice of the time and place of special meeting shall be given to each Director by one of the following methods: (a) written notice; (b) by mail, postage prepaid; (c) by electronic mail; or (d) by telephone or facsimile, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director. All such notices shall be given or sent to the Director per the current information shown on the records of the corporation.

(ii) Time Requirements.

Notices sent by mail shall be deposited in the United States Mail at least fifteen (15) days before the time set for the meeting. Notices given by telephone, facsimile, or electronic mail shall be delivered at least three (3) business days before the time set for the meeting.

(iii) Notice Contents.

The notice shall state the time of the meeting and the place, if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

(f) Quorum.

A majority of the authorized and elected number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board of Directors, subject to the California Nonprofit Public Benefit Corporation Law.

(g) Waiver of Notice.

Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. 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. Notice of the meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

(h) Adjournment.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(i) Notice of Adjourned Meeting.

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 48 hours. If the original meeting is adjourned for more than 48 hours, notice of any adjournment to another time and place

shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

Section 3.10 Committees.

(a) Advisory Committees.

The Board of Directors, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create one or more advisory committees, consisting of Directors and/or persons who are not Directors, to serve at the pleasure of the Board of Directors.

(b) Meetings and Action of Advisory Committees.

Meetings and actions of advisory committees of the Board of Directors shall be governed in accordance with the provisions of these Bylaws concerning Board of Directors' actions except that the time for regular meetings of such committees and calling of special meetings of such committees may be by resolution of the committee. Minutes of each meeting of any advisory committee may be kept and shall be filed with the corporate records.

Article IV - Officers

Section 4.01 Officers Designated.

The officers of the corporation shall be: President, President-Elect, Chapter Secretary and a Chief Financial Officer. The corporation may also have, at the discretion of the Board of Director, other Vice-Presidents/Directors, Past President, and any such other officers as may be elected in accordance with these Bylaws. All Vice-Presidents/Directors will have position descriptions approved by the Board of Directors, listing the duties and responsibilities of each position. Position descriptions will be made available to chapter members and potential members of the Board of Directors.

Section 4.02 Election of Officers.

The officers of this corporation shall be elected by the members.

Section 4.03 Removal of Officers.

(a) Reason.

Without prejudice to any rights of an officer under any contract of employment, an officer may be removed with or without cause by the Board of Directors or the members. The Board of Directors may, by a two-thirds (2/3) vote of the full Board of Directors, suspend or terminate an officer for actions or behavior in violation of these Bylaws, or which are deemed detrimental to the best interests of the corporation.

(b) Process.

(1) Suspension or termination of an officer will be considered at a regularly scheduled meeting of the Board of Directors. Written notice of, and rationale for, proposed suspension or termination shall be mailed by Certified Mail to the members of the Board of Directors and the individual concerned at least fifteen (15) days prior to the meeting.

(2) Any motion for suspension or termination must be made by a member of the Board of Directors, based on personal knowledge, official chapter records, or statement signed by no fewer than five (5) chapter members in good standing.

(3) Before action of suspension or termination, the officer will have an opportunity to be heard by the Board of Directors.

Section 4.04 Resignation of Officers.

Any officer may resign at any time by giving written notice to the corporation or the Chapter Secretary. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 4.05 Vacancies in Office.

A vacancy in any office because of death, resignation or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

Section 4.06 Responsibilities of Officers

(a) President.

The President shall be the general manager of the corporation and shall supervise, direct and manage the corporation's activities, affairs and officers, subject to the approval of the Board of Directors. The President shall preside at all members' meetings and at all meetings of the Board of Directors. The President will be an ex-officio member of all standing committees. The President shall have such other powers and duties as the Board of Directors or Bylaws may prescribe.

(b) President-Elect.

In the absence of the President, the President-Elect shall perform all duties of the President. The President-Elect shall assist the President and train to assume the office of the President for the succeeding year. The President-Elect shall have such other powers and perform such other duties as the Board of Directors or the Bylaws may prescribe.

(c) Chapter Secretary.

(1) Book of Minutes.

The Chapter Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings, proceedings and actions of the Board of Directors, of committees of the Board of Directors and of members' meetings. The minutes of meetings shall include the time and place of holding, whether the meeting was annual, regular, or special and, if special, how authorized, the notice given, the names of those present at Board of Directors and committee meetings and the number of members present or represented at members' meetings. The Chapter Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

(2) Membership Records.

The Chapter Secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by Board of Directors resolution, a record of the corporation's members, showing each member's name, address and class of membership.

(3) Notices, Seal and Other Duties.

The Chapter Secretary shall give, or cause to be given, notice of all meetings of members of the Board of Directors and of committees of the Board of Directors required by these Bylaws to be given. The Chapter Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board of Directors or the Bylaws may prescribe.

(d) Chief Financial Officer

(1) Books of Account.

The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Chief Financial Officer shall send, or cause to be given to the members and Directors, such financial statements and reports as are required by law, by these Bylaws or by the Board of Directors to be given. The books of account shall be open to inspection by any Director at all reasonable times.

(2) Deposit and Disbursement of Money and Valuables.

The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board of Directors may designate; shall disburse the corporation's funds as the Board of Directors may order, shall render to the President, if any, and the Board of Directors, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the corporation and shall have such other powers and perform such other duties as the Board of Directors or the Bylaws may prescribe.

(3) Interim President.

If both the offices of President and President-Elect become vacant simultaneously, the CFO will act as interim President to convene the Board of Directors and select a member of the Board of Directors to assume the duties and responsibilities of the President until a special election by the membership can be held. Approval of an interim President will require a majority vote of the Board of Directors.

Article V - Insurance

Section 5.01 Right to Purchase.

The corporation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its Directors, officers, Directors, employees and other agents, against any liability asserted against or incurred by any Director, officer, employee or agent in such capacity or arising out of the Director, officer, employee or agent's status as such.

Article VI - Indemnification

Section 6.01 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 Bylaw, shall have the same meaning as in section 7237(a) of the California Corporations Code.

Section 6.02 Approval of Indemnity.

On written request to the Board of Directors by any person seeking indemnification under section 7237(b) or section 7237(c) of the California Corporations Code, said Board of Directors 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, said Board of Directors shall authorize indemnification. If said Board of Directors 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, said Board of Directors 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 6.03 Advancement of Expenses.

To the fullest extent permitted by law, and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under sections 6.01 and 6.02 of these Bylaws 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 for those expenses.

Article VII - Financial Review

Section 7.01 Financial Overview Committee.

The corporation shall have a Financial Overview Committee that shall include the President-Elect, and no fewer than four (4) members in good standing who have not served on the Board of Directors for at least two years. The Board of Directors, with the exception of the Past President and the prior year's CFO, will approve the appointment of a chairperson of the Committee. The current and prior year's CFO shall not be allowed to serve on the Committee. The current CFO will provide the committee or independent auditor any and all records necessary to complete a review of chapter finances.

Section 7.02 Fiscal Year.

The fiscal year of the corporation shall end on December 31st of each year.

Section 7.03 Financial Review.

The Financial Overview Committee shall conduct a full review of the financial records of the corporation and report its findings to the Board of Directors and the members. An independent, non-member, accounting professional or firm shall also conduct a full financial review of the corporation's books and records at least every two (2) years.

Section 7.04 Financial Reports.

Results of the financial reviews and audits will be published and made available to the members as soon as is possible, but no later than ninety (90) days after the beginning of the following fiscal year. The corporation shall provide to the Directors and to the members, within 120 days of the close of the fiscal year, a report containing the following information in reasonable detail:

- (a) The asset and liabilities, including the trust fund, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- (e) Any information required by California Corporation Code 6322.

Should the corporation, throughout its fiscal year, have not more than 100 members and not more than ten thousand dollars (\$10,000.00) in assets, the annual report referred to above may be

dispensed with except with respect to Directors and members who request it in writing and except item (e).

Article VII - Reports and Records

Section 8.01 Maintenance of Corporate Records.

The corporation shall keep at its principal executive office, or business office in the State of California:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its members, Board of Directors and committees of the Board of Directors, Articles of Incorporation and Bylaws; and,
- (c) A record of each member's name, address and class of membership.

Section 8.02 Inspection.

Subject to California Corporations Code, any member may inspect the corporation's records for a purpose reasonably related to the member's interest as a member. Records shall be open to inspection upon a five (5) day prior written demand of any member, at any reasonable time during usual business hours. Any inspection and copying may be made in person or by an agent or attorney of the member, and the right of inspection includes the right to copy and make extracts.

Article IX - Amendments

Section 9.01 Amendments and Modification of Bylaws.

(a) Initiation.

Amendments to these Bylaws may only be initiated by the Board of Directors or by a petition signed by at least ten (10) percent of the chapter members in good standing.

(b) Approval.

Amendments must be approved by a majority of chapter members in good standing voting by ballot or at a duly called special meeting.

(c) Notice of Changes.

Notice of any potential change must be published and distributed to the membership at least thirty (30) calendar days prior to voting on such measures. Notice of approved changes to these Bylaws shall be published or distributed to all chapter members no later than sixty (60) days following adoption.

Article X - Dissolution of Chapter & Liquidation of Assets

Section 10.01 Dissolution of Corporation.

The chapter may be dissolved by a vote of two-thirds of chapter members in good standing. Upon dissolution of the chapter, and after all of its liabilities and obligations have been paid, satisfied and discharged, or adequate provisions made therefore, all of the chapter's remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for charitable purposes within the meaning of sections 501(c) (3) and 170 (c) (2) (B) of the Internal Revenue code of 1986, as amended.

SIGNED: _____

| ~~OC-ASTD~~ATD-Orange County Chapter President

DATE OF ADOPTION: _____

Amendment History:

October 1998

April 30, 2003

June 11, 2015 Name change only