



CALIFORNIA STATE ASSOCIATION OF

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CONSTITUTION AND BY-LAWS OF THE CALIFORNIA STATE ASSOCIATION OF PUBLIC ADMINISTRATORS, PUBLIC GUARDIANS AND PUBLIC CONSERVATORS

Adopted July 14, 1965

Amended September 30, 1985

Amended September 18, 1989

Amended September 23, 1992

Amended September 22, 1993

Amended September 17, 1996

Amended March 27, 2002

Amended March 22, 2005

Amended September 22, 2010

Amended September 19, 2012

Amended September 21, 2015

Amended September 27, 2017

Amended February 13, 2019

Amended August 2021

BYLAWS OF THE

California Association of Public Administrators, Public Guardians and Public Conservators

These Bylaws amend, restate, and supersede in their entirety the bylaws amended by the Association on February 13, 2019.

ARTICLE I - NAME AND OBJECTIVES

Section 1. NAME. There shall henceforth be an association known as the California State Association of Public Administrators, Public Guardians, and Public Conservators.

Section 2. **OBJECTIVES.** Objectives of this Association include:

- A. Implementation of the development of support and interaction between the offices of Public Administrators, Public Guardians, and Public Conservators in the State of California.
- B. Development of programs and policies designed to maintain understanding, cooperation and mutual support among all Public Administrators, Public Guardians, and Public Conservators in the State of California.
- C. Development and support of an educational and training program whose objectives shall be the establishment of professional levels of competency for Public Administrators, Public Guardians, Public Conservators, and their staff, and the certification of those persons who have successfully completed the education and training requirements.
- D. Legislative advocacy at the state and county level concerning any laws or regulations pertaining to the offices of Public Administrator, Public Guardian, and Public Conservator.

ARTICLE II - DEFINITIONS

The Association as referred to herein shall be the California State Association of Public Administrators, Public Guardians, and Public Conservators (“the Association”). Officers referred to herein shall be members who have been duly elected and installed officers of the Executive Board of the Association.

ARTICLE III - OFFICE LOCATIONS

The principal office of the Association shall be in the City of Sacramento, County of Sacramento, as determined by the Association’s Executive Board. The Association may have other offices within the State of California as the Executive Board may determine or as the affairs of the Association may require from time to time.

ARTICLE IV - MEMBERSHIP

Section 1. **TYPES OF MEMBERSHIP.** There shall be the following classes of members, who shall be eligible for membership in the Association in the manner hereinafter set forth:

- A. **Principal Members:** All Public Administrators, Public Guardians, Public Conservators, or other county officials designated by their respective Boards of Supervisors, Councils, or election to perform the duty of Public Administrator, Public Guardian, or Public Conservator within the respective county shall be eligible for principal membership.
- B. **Associate Members:** All persons, Supervisory or management personnel (includes first line supervisors) by whatever title, e.g., Chief Deputy, Assistant, Deputy, etc., who are employees of the county agencies providing the services of Public Administrator, Public Guardian, Public Conservator and receiving a salary paid by the county or by statutory fees and actively engaged in the profession of estate and case management and investigation, functions of Public Administrator, Public Guardian, or Public Conservator, shall be eligible for associate membership.

- C. **Affiliate Members:** Excluding persons who qualify as Principal Members and Associate Members, all employees of the county agencies providing the services of Public Administrator, Public Guardian, Public Conservator, and receiving a salary paid by the county and actively engaged in the functions of Public Administrator, Public Guardian, or Public Conservator, shall be eligible for affiliate membership.

Note: There are some private entities who have contracts with counties to perform the duties of a Public Administrator, Public Guardian, or Public Conservator and although their staff are not county employees, they may be full members of the Association.

- D. **Individual County Public Administrators, Public Guardians and Public Conservator Program Members:** Each Public Administrator, Public Guardian and Public Conservator program as designated by their respective Boards of Supervisors, Councils, or by election to perform the duty of Public Administrator, Public Guardian, or Public Conservator within the respective county shall be responsible for program membership (County fee).
- E. **Life Members:** Any former active members of the Association may be elected a Life Member upon recommendation of the Executive Board at the annual meeting of the Association by a majority vote of the Principal Members, or their duly qualified and certified proxy or designee present. A Life Member shall have all of the rights and privileges of a Member, except such Life Member shall be exempt from payment of dues and shall not have a right to vote. Criteria to apply for Life Membership includes:
1. Must be a member in good standing at the time the request is submitted. A member in good standing means:
 - a. County fees and individual dues are current
 - b. Certification status is current
 2. A recommendation for lifetime membership has been submitted by a current member or an individual can submit a self-recommendation
 3. No history of violations of the CA PAPGPC Association's Code of Ethics ([click here](#))
 4. Individuals who are not retiring but just changing jobs or departments (non PAPGPC Office) may apply
 5. Applicants must have made a significant contribution to the vision and mission of the Association such as serving on the Executive Board, on Committees and/or presented trainings

Section 2. VOTING.

- A. **Entitled:** No member of this Association as an individual shall be entitled to vote. Voting upon any measure before the association for consideration shall be decided by the casting of single-county (Principal Member) votes, each vote to be cast by the Public Administrator, Public Guardian, and Public Conservator, in good standing, of the respective county or their duly qualified and certified proxy or designee. All votes will be cast electronically or in person and no more than 58 Public Administrator votes, 58 Public Guardian votes and 58 Public Conservator votes or no more than one hundred seventy-four (174) total votes shall be cast at any time; there shall be no more than 3 votes per County.
- B. **Voting in Proxy:** A (Principal Member) county vote, on specific measures, may be cast in proxy by any other member of the Association from that county who has been duly authorized and certified in writing as qualified to cast the vote for the Public Administrator, Public Guardian, and Public Conservator of their county.

The Public Administrator/Public Guardian/ Public Conservator may designate any other member of the Association from that county to be duly authorized and certified in writing to

vote for the Public Administrator/Public Guardian/Public Conservator in their absence. The certification is to be submitted to the Association's Executive office and recorded with the Board Secretary as an official document until rescinded by the Public Administrator/ Public Guardian/Public Conservator of their county granting of a proxy or voting designation to another member of the Association from that county shall not be authorized unless the Public Administrator, Public Guardian, or Public Conservator of that county is a member in good standing of the Association.

- C. **Issues:** If an issue must be decided prior to a scheduled meeting, the President of the Association may direct a mail or e-mail poll of all principal or designated voting members of the Association. The results shall be entered into the official records of the Association.

Section 3. CERTIFICATION TO MEMBERSHIP. Persons desiring membership in the Association shall provide to the Executive Board, upon demand, all documentation including the Association membership application and verification of county employment with a California PA|PG|PC office, necessary to establish their full eligibility for active membership status.

All applications for membership shall be filed with the Executive Director's office, accompanied by the first year's dues in full, and after such action as may be taken thereon; the Executive Director's office shall notify each applicant of the action taken. If an applicant is rejected, the deposit accompanying the application shall be returned.

Any question of eligibility for membership shall be referred to the Executive Director of the Association.

Section 4. TERMINATION OF MEMBERSHIP. Membership of this Association shall automatically cease for a member who:

1. No longer meets membership criteria
2. Terminated from appointed or elected office for any reason
3. Convicted of any crime related to his/her elected or appointed office
4. Expelled for cause by majority vote of the Association. The minimum quorum for this purpose shall be twelve counties.

Section 5. DUES-FEES-ASSESSMENTS.

- A. **Individual Members:** Principal Members, Associate Members and Affiliate Members shall pay annual dues in the amount fixed by the Executive Board. Members will be placed in inactive status if dues are not paid timely. Dues must be current to obtain required certification in compliance with Probate Code §1456.2; 2923 and 7605. Due's payments are non-refundable and non-transferable.
- B. **County Program Member:** Each County Program shall pay annual fees in an amount fixed by the Executive Board, which shall include provisions for fee assessment based on the recognized criteria of extra-small, small, medium, large, and extra-large counties. County fees must be current for individual members (Principal, Associate or Affiliate) within that county to obtain and maintain required certification in compliance with Probate Code §1456.2; 2923 and 7605. County's fees are non-refundable.

- C. **Assessments:** The Board may establish a late fee policy related to County fees and membership dues.

ARTICLE V - MEETINGS

Section 1. MEMBERSHIP MEETINGS. The Association shall hold an annual meeting of the membership for the purpose of electing officers of the Association and for the transaction of other business. The annual meeting shall be held during the Fall Training Conference. After the meeting, minutes will be made available by request by any current member.

The Executive Board may authorize the President to call additional meetings or conferences when necessary.

- A. **Place of Meeting.** The Executive Board may designate any place within the State of California as the place of meeting for any annual, regular, or special meeting called by the Executive Board or members.
- B. **Notice of Meetings.** The Association shall use reasonable efforts to notice members stating the place, day, hour, and purpose of any meeting of members and may be delivered personally, by mail, electronic mail, or by facsimile, to each member or posted on the Association website. Any member shall be deemed to have waived notice if the member or its duly authorized representative had actual knowledge of the meeting and failed to object prior to or at the meeting. Thirty (30) days' written notice shall be required for the Annual Membership meeting and ten (10) days' written notice for regular meetings. Special meetings shall require 24-hour notice.
- C. **Voting by Mail, Fax, or Electronic mail.** Votes of the membership conducted by mail, fax, or electronic mail shall be submitted to the membership with written background material and shall allow a minimum of fifteen (15) days, unless response commitments require a shorter time period as determined by the Executive Board, for the membership to respond before finalizing the outcome. Decisions rendered in this manner shall be based on the responses received.
- D. **Rule of Order.** Robert's Rule of Order shall govern the conduct of all meetings of the Executive Board and of the Association.

Section 2. BOARD MEETINGS.

- A. **Regular Meetings.** The Executive Board shall hold regular meetings. Ten (10) days advance notice shall be delivered either personally, by mail, by facsimile, or by electronic mail to each Board Member at their address of record. If mailed, such notice shall be deemed delivered when deposited in the United States mail so addressed with postage thereon prepaid. A Board Member shall be deemed to have waived notice if they had actual knowledge of a meeting and failed to object to insufficient notice prior to or at the meeting. Regular meetings shall take place at locations determined by the Board. Such meetings may also be held by conference via telephone or the Internet.
- B. **Special Meetings.** Special meetings of the Executive Board may be called by or at the request of the President, the Executive Committee, or five (5) Board Members of the Board. The persons authorized to call special meetings of the Executive Board may fix any place within the State of California as the place for holding any special meetings of the Executive Board

called by them. Such meetings may also be held by teleconference.

Notice of any special meeting of the Board shall be given to all Board Members at least twenty-four (24) hours in advance. Notice shall be delivered by at least two (2) of the following methods of communication: personally, by mail, by facsimile, by phone, or by electronic mail to each Board Member at their address as shown by the records of the Association. If mailed, such notice shall be deemed delivered when deposited in the United States mail so addressed with postage thereon prepaid. A Board Member shall be deemed to have waived notice if they had actual knowledge of a meeting and failed to object to insufficient notice at or prior to the meeting.

- C. **Staff Participation.** The Executive Director of the Association is not a member of the Executive Board but shall attend Board meetings. Other Association staff members shall attend Board meetings as directed.

ARTICLE VI - EXECUTIVE BOARD

Section 1. COMPOSITION. The Executive Board of the Association shall consist of 11 members. Members must include President, President-Elect, Secretary, Treasurer and Sergeant-At-Arms. Other members may include Members-At-Large, Immediate Past President and Second Past President. Of these positions, the following compose the Executive Committee: President, President-Elect, Secretary, Treasurer and Sergeant-At-Arms.

Section 2. ELECTIONS. The officers of this Association shall be elected at the annual meeting of the Association and will serve for one year, unless waived by the Executive Board.

- A. The Nomination Committee appointed by the President shall present the nominations of officers at the annual conference.
- B. Members in good standing may also make nominations from the floor.

Section 3. DUTIES & RESPONSIBILITIES.

- A. The full Board must be notified within 24 hours of the Executive Committee meeting.
- B. **President:** The President shall be the principal executive officer of the Association and shall, in cooperation with the Executive Director, provide information and recommendations to the Board regarding the supervision and coordination of the business and affairs of the Association. They shall preside at all meetings of the Board. The President shall appoint the Chair of each Committee, if not designated within the bylaws, and shall sign official documents as required by law or by the Board. The President shall perform any additional duties as prescribed by the Board. The Past President, in the absence of the President, shall act as President Pro-Tem and in the event the President is unable to complete his or her term of office, shall fill the office of President until the next election of officers.
- C. **President-Elect:** The President Elect shall act as Chairperson for that year's conference coordinating topics/speakers for trainings at the conference. The President-Elect shall perform such other duties as delegated by the President.
- D. **Secretary:** The Board Secretary shall ensure that minutes of all meetings are maintained and

approved by the Board. They shall ensure proper notice of all meetings and Executive Board actions in compliance with the Bylaws. The Board Secretary shall be responsible for advising the Board on compliance with the Bylaws. They shall sign official documents as required by law or by the Board.

- E. **Treasurer:** The Treasurer shall be responsible to report to the Executive Board on budget and financial matters involving the Association. The Treasurer shall:
1. Review the profit and loss statement, the actuals to budget, balance sheet and other supporting documents with the Executive Director and accountant monthly.
 2. Review the annual budget with the Executive Director and accountant before it is presented to the Executive Board.
 3. Review annual taxes with the Executive Director and tax accountant.
 4. Makes recommendations to the Executive Board and reports on the financial health of the Association.
 5. Ensure performance of proper federal, state, and any other reporting, which may be required.
 6. As Chair of the Finance Committee, will perform an annual review/audit of the Association's book of accounts and ensure that the Committee periodically, but not less than quarterly, meet to review the budget prior to its presentation to the Executive Board. The Treasurer and Executive Director will be responsible to prepare responses and develop systems to address any audit findings and present those to the Executive Board for approval and implementation.
 7. The Treasurer shall be a signer on all financial accounts held by the Association and shall report to the Executive Board
 8. Performs tasks related to other special financial projects as requested by the Executive Board.
- F. **Sergeant-at-Arms:** The Sergeant-at-Arms will attend all meetings of the Executive Board and the Association and is responsible for maintenance of order and decorum and shall perform such other duties as delegated by the President. The Sergeant-at-Arms shall report to the Executive Board as well as sit as a committee member of the Finance Committee.
- G. **Member-At-Large (4):** The Member-At-Large may act as Chairperson to Ad Hoc Committees and shall perform other duties as the President and Executive Board may direct and shall report to the Executive Board.

Section 4. VACANCIES. Permanent officer vacancies will be filled by the next person in line for that office role, except that the 1st Past President shall succeed to the vacant position of the President. The President may fill any permanent vacancy of a non-officer or non-elected position until the next regular election of Board positions. Temporary officer absences will be filled by the previous person who held that role.

Modify existing policy overall so that:

- Temporary officer absences are filled by the previous person who was in the role
- Permanent officer vacancy filled by the next person in line to fill the officer role

Section 5. QUORUM.

- A. **Quorum of Board Members.** A majority of the Executive Board shall constitute a quorum at any meeting of the Board; if less than a quorum is present at said meeting, those Board Members present shall not vote on any matter that requires a vote of the Board.
- B. **Manner of Acting.** The act of a majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Executive Board, unless the act of a greater number is required by law or by these Bylaws.
- C. **Informal Action by Board Members.** Any action required to be taken at a meeting may be taken without a meeting if consent in writing setting forth the action to be taken shall be signed by all the Board Members or members of the committee as the case may be. Such consent shall have the same force and effect as a unanimous vote. A written record of the vote shall be prepared and adopted by the Executive Board at its next scheduled meeting in the same manner as minutes of a meeting.

Section 6. CONFLICTS. Upon acceptance of election as a Board Member, any Board Member who has a financial interest that might affect the Board Member's votes on the Association's business shall identify the nature of the interest. Any Board Member having a conflict of interest with respect to any item of business to be voted upon shall state the nature of the possible conflict and refrain from voting. Any Board Member, who is uncertain whether a conflict of interest may exist in any matter, may request the Executive Board to resolve the question by majority vote. The vote of any Board Member failing to declare a conflict may be challenged immediately after the vote is taken and the existence or non-existence of the conflict shall be resolved by a vote of a majority of the Board Members present other than the challenged and challenging Board Members.

Section 7. GENERAL POWERS. The affairs of the Association shall be exercised under the direction of its Executive Board. It is the obligation of each Board Member of the Association to perform his or her duties in good faith and in a manner each Board Member believes to be in the best interests of the Association. Board Members must also act with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

This obligation extends to all activities a Board Member performs in that capacity including, without limitation, duties as a member of any committee of the Executive Board on which a Board Member may serve.

Section 8. COMPENSATION. Board Members shall not receive any compensation from the Association for their services. By resolution of the Executive Board, however, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Executive Board and other Association functions. Nothing herein contained shall be construed to preclude any Board Member from representing the Association in any other capacity and receiving compensation therefore to the extent allowed by law, upon disclosure of any actual or perceived conflict of interest and subsequent approval of the Executive Board.

Section 9. REMOVAL.

- A. **Removal of Board Member, for cause.** The Executive Board may declare vacant the office of a Board Member who has been declared of unsound mind by a final order of court, convicted of a felony, found by a final order or judgment of any court, breached any duty

under Section 5231 of the California Nonprofit Corporation Law.

- B. **Removal of Board Member, without cause.** One-third of the Executive Board or one-third of those Principal members representing a County may petition the Executive Board for removal of a Board Member without cause. The Executive Board shall hear the petition at a regular or special meeting of the Executive Board. The Board Member whose removal is requested shall have the opportunity to address the Board at such hearing to present her/his position. A two-thirds vote of the full Executive Board is required to remove a Board Member.
- C. **Absences.** A Board Member's absence from three (3) consecutive regular or special meetings of the Executive Board or from more than one-third such meetings in a calendar year without justification or excuse as approved by the Executive Board shall be deemed grounds for removal from the Executive Board.

Section 10. CONTRACTS, LOANS, CHECKS DEPOSITS & GIFTS.

- A. **Contracts.** The Executive Board may authorize any Officer or agent of the Association in addition to the Officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Association. Such authority may be general or confined to specific instances.
- B. **Loans to Board Members and Officers.** The Association shall not lend any money or property to or guarantee the obligation of any Board Member or Officer without the approval of the California Attorney General; provided, however, that the Association may advance money to a Board Member or Officer of the Association for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Board Member or Officer would be entitled to reimbursement for such expenses by the Association.
- C. **Checks and Drafts.** All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by such Officer or agent of the Association and in such manner as shall from time to time be determined by resolution of the Executive Board. In the absence of such determination by the Executive Board, such documents shall be signed by the Treasurer.
- D. **Deposits.** All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Executive Board or its duly authorized agents may select.
- E. **Gifts.** The Executive Board may accept on behalf of the Association any contribution, gift, or bequest for the general or special purposes of the Association.
- F. **Non-Liability of Board Members.** The Board Members shall not be personally liable for the debts, liabilities, or other obligations of the Association.
- G. **Books and Records.** The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Executive Board, and committees having any authority of the Executive Board. The Association shall use reasonable efforts to maintain at its registered office or principal office in this State a record of the names and addresses of its members entitled to vote, as provided by members.
- H. **Fiscal Year.** The fiscal year shall begin on the first day of July and end on the last day of June each year.

Section 11. INDEMNIFICATION.

- A. **Right to Indemnity.** To the fullest extent permitted by law, the Association shall indemnify each of its present or former Board Members and Officers against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceedings or any threatened proceedings (hereinafter “proceeding” includes any threatened proceeding) arising by reason of the fact that any such person is or was a Board Member or Officer of this Association.

On written request to the Executive Board by any person seeking indemnification under Nonprofit Corporation Law section 5238(b) or section 5238(c), the Executive Board shall promptly decide pursuant to Nonprofit Corporation Law section 5238(e) whether the applicable standard of conduct set forth in Nonprofit Corporation Law section 5238(b) or section 5238(c) has been met and, if so, the Executive Board shall authorize indemnification. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceeding. The foregoing does not apply to any proceeding specifically excluded by law, which includes actions brought by or in the right of the Association and certain actions alleging self-dealing or breach of any duty relating to assets held in charitable trust.

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

- B. **Insurance.** The Association shall have the right to and will purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Board Members, employees, and other agents, against any liability asserted against or incurred by any Officer, Board Member, employee, or agent in such capacity or arising out of the Officer’s, Board Member’s, employee’s, or agent’s status as such.

Section 12. REPORTS. The Executive Board shall cause an annual report to be prepared within 120 days after the end of the Association’s fiscal year. That report shall contain the following information in appropriate detail:

- A. A balance sheet of the end of the fiscal year
- B. An income statement, and statement of changes in financial position for the fiscal year, accompanied by an independent accountant’s report, or if none, by the certificate of an authorized Officer of the Association that they were prepared without audit from the Association’s books and records

The Association shall annually prepare and deliver to its members and furnish to its Board Members a statement of any transaction or indemnification of the following kind within 120 days after the end

of the Association's fiscal year:

- A. Any transaction (i) to which the Association was a party (ii) which involved more than \$50,000 or was one of a number of such transactions with the same person involving more than \$50,000 in the aggregate, (iii) in which either of the following interested persons had a direct or indirect material financial interest: any Board Member or Officer of the Association; and
- B. A brief description of the amounts and circumstances of any loans, guarantees, indemnification, or advances more than \$10,000 paid during the fiscal year to any Officer or Board Member of the Association. The statement shall include a brief description of the transaction, the names of the interested parties, their relationship to the Association, and the nature of their interest in the transaction.

ARTICLE VII - PROPERTY INTEREST OF MEMBERS

The interest of any member, or associate, or affiliate member in the property of the Association shall cease with the termination of membership. All other membership classifications shall have no interest in the Association property. In the event the Association is dissolved, all Association liabilities shall first be paid, and the balance of any assets shall be distributed. Distribution shall be equally divided according to the Laws of the State of California.

ARTICLE VIII - COMMITTEES

The President shall appoint the following committee chairpersons or committee members from the membership, said appointments to begin at the time of the annual meeting, and terminate at the time of the next annual meeting with the Executive Director participating on each committee. Committees shall make recommendations to the Executive Board and the Executive Board shall have final authority as to the actions to be taken by the Association.

- A. **LEGISLATIVE COMMITTEE.** To consist of the Executive Board and as many membership-at-large as the Executive Board deems necessary. The President of the Association or their designee shall automatically act as Chairperson of the Committee.
- B. **FINANCE COMMITTEE.** To periodically, but not less than quarterly, review and make sure the financial records are in proper order, and financial obligations are met in accordance with these by-laws and the laws of the State of California. To be chaired by the Board Treasurer and consist of not less than three (3) members selected from the active membership who are no holding office and to be appointed by the President.
- C. **STANDARDS AND CERTIFICATION BOARD.** Shall consist of not less than five (5) active members in good standing and to be appointed by the President.
- D. **AD HOC COMMITTEES.** To be appointed by the President and constituted as necessary.
- E. **CONSTITUTION AND BY-LAWS COMMITTEE.** Shall consist of three (3) active members plus the Chairperson who shall be the Second Past President of the Association. The Committee will review all proposed changes, additions or deletions for clarity, continuity and compatibility with the Constitution and By-Laws and recommend any further changes, when appropriate, to the Executive Board. The Committee shall have the authority to rewrite any

parts of the Constitution and By-Laws for the purpose of clarity and correcting grammatical errors when such revision does not alter the meaning or intent of the section. Each committee member may serve on the By-Laws Committee for two years. Membership for more than two years requires approval by the Executive Board.

F. **NOMINATIONS COMMITTEE.** Shall consist of the Chairperson, appointed by the President.

ARTICLE IX - AMENDMENTS TO CONSTITUTION BY-LAWS

The Constitution By-Laws may be amended by a majority Principal vote at any annual or special meeting, provided the Secretary shall have provided to all voting members copies of the proposed changes to Constitution By-Laws not less than thirty (30) days prior to the meeting of the Association. Changes to the Constitution By-Laws proposed during an open meeting of the Association shall be voted upon at the next general meeting of the Association.

When necessary, the Executive Board has the power to propose resolutions governing the conduct of the Association's affairs. Said resolutions when adopted by majority Principal vote, has the power and authority of the By-Laws.

GOVERNING LAW. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law (Corp. C. §§ 5000 et seq.) as then in effect shall apply.

BE IT RESOLVED that the Constitution and By-Laws of the California State Public Administrators, Public Guardian, and Public Conservators Association was amended and adopted by majority vote of the Association via email in November 2021.

CERTIFICATE OF SECRETARY

I, Joseph Cherry, certify that I am presently the duly elected and acting Secretary of the California Association of Public Administrators, Public Guardians and Public Conservators, and that the above Bylaws, consisting of 12 pages, are the Bylaws of this Association as adopted by majority member vote via email November 2021.

Executed on this Day of _____ in the county of Sacramento in the state of California

Joseph Cherry Secretary - CA
PA|PG|PC ■

Revised: August 2021 | **Approved:** October 2021