

Southern California Area Council of the NMA, Incorporated

BYLAWS

ARTICLE I

Membership

Section 1: Admission to Regular Council Membership

Any National Management Association (NMA) chapter desiring regular membership in the Council shall: (a) submit an application or a letter to the Council VP Communications acknowledging acceptance of the Council's Constitution and Bylaws; and (b) provide the names of three (3) delegates to serve on the Council's Board of Delegates as representatives for the Chapter; and (c) encourage its members to participate in Council activities approved by the Council.

Any Individual NMA member desiring regular membership in the Council shall submit an application or a letter to the Council VP Communications acknowledging acceptance of the Council's Constitution and Bylaws. Such individual must be a member of the NMA, and in good standing with the Association.

Only regular members (Delegates or Individuals) have voting rights).

Section 2: Admission to Advisory Council Membership

Persons elected or appointed as National Directors or Associate Directors, and NMA staff members serving the Council's geographical area, shall automatically be advisory council members.

Section 3: Honorary Council Member

Persons may be selected as "Honorary Council Members at the discretion of the Board of Directors by a majority vote...

NMA Life Retired Members can apply for membership in the Council as an "Honorary Council Member."

There will be no council dues for "Honorary Council Members."

ARTICLE II

Dues and Membership Renewal

Section 1: Dues

Dues are payable within the first 90 days of the annual, fiscal year.

Active member chapters shall pay appropriate annual dues based on national chapter membership as follows:

10 - 49 Members	\$ 25.00
50 - 199 Members	50.00
200 - 499 Members	75.00
500 - 1,199 Members	100.00
1,200 Members and over	150.00

Individual members shall pay annual dues of \$10.00.

Honorary Council members shall pay no dues or fees.

Section 2: Membership Renewal

Regular chapter membership shall be renewed by way of the chapter submitting the names of its three (3) delegates for the next annual, fiscal year, together with required dues. Regular Individual and Associate memberships shall be renewed by processing a renewal statement or application to the Council VP Communications at the beginning of each council year, together with the appropriate payment of dues or service charge. Honorary memberships shall be automatically renewed, unless withdrawn for cause.

ARTICLE III

Board of Delegates

Section 1: Delegates

The Council Board of Delegates shall consist of three (3) Council Delegates from each member chapter and each individual member delegate. No current National NMA Officer shall be eligible during his or her term of office. The Board of Delegates shall be the policy making body of the Council.

Section 2: Delegate Term of Office

The term of office of each Delegate shall be one (1) year. In case of any delay in submitting names of Chapter Delegates, the term of office of the incumbent Chapter Delegates shall continue until the chapter submits names for their successors. Delegates may serve more than one (1) term.

Section 3: Chapter Notification

Each chapter shall notify the Council of the names of its three (3) Council Delegates upon application or renewal of membership.

Section 4: Inability to Finish Term or Attend Council Function

If a Delegate, for any reason, is unable to finish the term of office, the Delegate's chapter shall be responsible to elect or appoint a successor and shall notify the Council VP Communications, in writing, the name of the new Delegate. In the case of individual member delegates the SCAC Board shall be responsible for replacement if necessary. If a Chapter Delegate is unable to attend a Council function, the delegate's chapter shall be responsible to designate an alternate and shall notify the Council VP Communications, in writing, the name of the alternate at, or prior to, the next Council function.

ARTICLE IV

Officers and Directors

Section 1: Board of Directors

As its operating, executive and administrative body, the Council's Board of Directors shall carry out the policy and functions entrusted to it by the Board of Delegates who elect them to serve, represent and administer activities on behalf of the member chapters and individual members. The eight (8) members of

the Board of Directors shall all share equal status for purposes of quorums and voting. The Board of Directors shall, at the outset of each year, elect/select from among this Board those who shall serve in each office.

Section 2: General Qualifications

All nominees for the Board of Directors shall be NMA members in good standing. Nominees shall also be current members of a regular member chapter or an individual member who is a member of the Council.

Section 3: Term of Office for Board Directors

The term of office for Board of Directors members shall be two (2) fiscal and/or administrative years. The fiscal/administrative year shall correspond to the calendar year. Terms of office shall overlap with staggered elections in accordance with Article VII, Section 3 of the Constitution). In this manner, there shall always be experienced officers on the Board.

Section 4: President and Vice Presidents

Any elected Board of Directors member serving in the position of President or Vice President shall have served one year as a chapter officer and one year as a Council Delegate before taking office (unless that requirement is waived by the Board of Directors).

Section 5: VP Communications and VP Finance

Any elected Board of Directors member serving in the position of VP Communications or VP Finance shall have served on the Council Board of Delegates for one year before taking office (unless that requirement is waived by the Board of Directors).

Section 6: Company Approval

All nominees for the Board of Directors positions must have agreed to accept office and have received approval of this commitment from their company or employer, if such approval is required by a sponsoring organization.

Section 7: Re-Election

No elected Board of Directors member shall hold the same office for more than two (2) full consecutive terms. This requirement may be waived by approval of the Board of Delegates.

Section 8: Removal of Officers

Any Board of Directors member who fails to satisfactorily perform the duties of office is subject to removal from the position by action of the Board of Delegates. Such action may originate with the Board of Directors, but shall require a three-fourths vote of the Board of Delegates by secret ballot.

Section 9: Vacancies

A. Office of President

The Board of Directors shall choose one of the current elected Directors to fill the remaining year's term of President.

B. Office of Vice Presidents, VP Communications, VP Finance, or VP Fund Raising

The office of a Vice President, VP Communications, VP Finance, or VP Fund Raising shall be filled by a member of the Board of Delegates as appointed by the President and approved by the Board of Directors.

ARTICLE V

Duties of Officers and Board of Delegates

Section 1: President

The President of the Council automatically serves as Chair of the Board of Delegates and shall preside at all meetings of the Council and of the Board of Delegates, as well as those of the Board of Directors. The President is the official representative of the Council. The President is responsible to the Board of Delegates for the satisfactory operation of the Council in accordance with the Constitution and with the Bylaws established for the Council.

Primary duties of the President include:

- (a) Sign written contracts of the Council with the Council VP Communications as authorized by the Board of Delegates.
- (b) Sign checks of the Council with the VP Finance as authorized by the Board of Delegates.
- (c) Appoint Committee Chairs of the Standing Committees with the approval of the Board of Directors. Appoint and direct Special Committees with the approval of the Board of Directors. The President shall be an *ex-officio* member of all committees with the

exception of the Nominating and Election committees.

Section 2: Vice Presidents

In the absence of the President, the 1st Vice President shall perform the duties of the President as delegated by the President or Board of Directors, and thereafter, the 2nd Vice President. The direction of Standing Committees and Council activities shall be divided severally among the Directors as they deem fit. The two Vice Presidents shall normally chair the major operational committees, including those for Professional Development, Programs and Operations, Awards, and American Enterprise with its annual Speech Contest. Additionally, the Vice Presidents may chair the Nominations Committee, and perform all functions directed or delegated by the President to help assure the operational continuity of the Council.

Section 3: VP Communications

Primary duties of the VP Communications include:

- (a) Be present at all Council meetings of the Board of Delegates and Board of Directors, to record, maintain and distribute minutes for those meetings.
- (b) Sign written contracts and, if requested, Council checks and/or other financial instruments or documents with the President.
- (c) Maintain up-to-date membership book with names, phone numbers and addresses (including email addresses) of individual members of, and chapter representatives to, the Council; and inform NMA headquarters of changes in affiliated chapters, Council officers and activities.
- (d) Advise the presiding officer prior to each Council meeting of unfinished business to be transacted during the meeting; and furnish official notification of all meetings with agenda, to appropriate members.
- (e) Be responsible for all periodic reports including quarterly RC1 reports to the NMA Headquarter Offices.
- (f) Other duties pertaining to the office as may be designated by the President.

Section 4: VP Finance

Primary duties of the VP Finance include:

- (a) Receive all monies.
- (b) Pay all bills approved by the Board of Directors or Board of Delegates.

- (c) Maintain accurate books of account for all financial transactions of the Council and interpret these books readily for the Board of Delegates at any time such inspection is deemed necessary or desirable.
- (d) Present periodic statements of finances to the Board of Directors and at official meetings of the Board of Delegates.
- (e) Provide for security and safekeeping of all monies and financial and tax records.
- (f) Complete required financial reports at the end of the fiscal year, and submit said reports to the State Franchise Tax Board and to the Internal Revenue Service.
- (g) Assure adequate audit of books at the beginning of a fiscal/administrative year by a third party with auditors not being members of the outgoing Board of Directors.

Section 5: VP Fund Raising

Primary duties of the VP Fund Raising include:

- (a) Lead fund-raising activities.
- (b) Work with SCAC chapters to involve them in fund-raising activities.
- (c) Ensure that all fund-raising activities align with budgetary requirements.
- (d) Write a detailed plan for each fund-raising event/program.
- (e) Be responsible for approving (in writing) all funds disbursed in connection with all fund-raising efforts in a timely manner.

Section 6: Board of Delegates

As the policy making body of the Council, the Board of Delegates shall be responsible for establishing goals for the current fiscal year, and long range goals for future Council achievement. Delegates shall attend all Board Meetings (general membership meetings) to assure the Council's successful operation. The Board of Delegates constitutes the voting body to elect Directors who become the officers of the Council. The Board shall recommend the replacement of Directors or Delegates for failure to fulfill established responsibilities.

Section 7: Director at Large

Members of the Board without a specific office position will be considered to be "Directors at Large" and will serve to promote the objectives, goals and activities of the Council in their local chapters.

ARTICLE VI

Committees

Section 1: Standing Committees

Standing Committees shall be established according to Article XI, Section 1 of the Constitution.

Section 2: Special Committees

The President, with the approval of the Board of Directors, shall establish Special Committees and appoint Committee Chairs.

ARTICLE VII

Nominating and Election Procedure

Section 1: Nominating Committee

The President shall appoint a Nominating Committee Chair (a past or prior council president, or an available Delegate or Director) and at least two additional Committee members. All members of the Committee shall be selected from the Board of Delegates and announced at a regular meeting four (4) months before the close of the Council's administrative and fiscal year that precedes the effective new office term.

Section 2: Nominating Committee Procedure

This committee shall attempt to obtain at least two (2) more nominees than there are elective offices to fill. The committee shall call for nominations from the member chapters via mail, email, or fax message, and from the floor prior to the close of nominations. Once the committee chair has closed nominations, they may be reopened only by a majority vote of the Board of Directors. Member chapters and their Delegates would then be notified that nominations are reopened and when they will again close.

Section 3: Election Committee

The President shall appoint an Election Committee Chair and at least two additional committee members. Election Committee members shall be selected from the Board of Delegates who are not nominated for office, and who are not members of the Nominating Committee. Election Committee members shall be announced at a Council general meeting prior to the election meeting, and/or by electronic or postal mails in timely notification.

Section 4: Ballots

A list of nominees and notification of the meeting/election date shall be mailed to member chapters at least thirty (30) days before the meeting at which elections are held. The ballots shall be printed on plain paper. Ballots shall be prepared and mailed by a member of the election committee. Ballots must be received by a member of the Election Committee who is not serving on the Nominating Committee.

Section 5: Election

The election shall be held at a regularly scheduled general meeting prior to the end of the administrative year. Prior to the election, an opportunity for floor nominations shall be provided. The Board of Delegates shall cast votes on secret ballots. Ballots shall be counted and validated at the election meeting by at least two (2) members of the election committee. The nominees receiving the highest number of votes for open Director posts shall be declared officers to serve on the coming year's Board of Directors for the succeeding Board of Delegates, and shall assume their duties upon installation and the beginning of the Council's new administrative year.

ARTICLE VIII

Meetings

Section 1: Meetings

Official meeting notices shall be provided to all Council Delegates of member chapters of the Council and their NMA Directors, and to Individual Members, Board of Directors members, Honorary members and to local NMA directors, representatives, and staff, including any field staff.

Section 2: Meetings' Schedules

Council general meetings shall be conducted at least twice each year, once in spring (typically for the annual American Enterprise Speech Contest, or in celebration of Management Week in America), and once in fall (typically for a professional development program).

Board of Directors meetings shall be held quarterly or at least four (4) times a year, as determined by the Board of Directors. These meetings may include electronic and/or teleconferencing meetings, and/or meetings prior to the general Council meetings, programs, workshops, etc. The summer quarter shall likely be "dark" (without meeting).

All Board of Delegates' and Board of Directors' meetings shall be open board meetings as are *de facto* general Council meetings.

Section 3: Installation Meeting

Installation of Directors as officers shall be held at the last regular Council meeting of the prior administrative year, or the first regular meeting in the new administrative year.

ARTICLE IX

Amendments

Section 1: Amendments

Any proposed amendments to the Bylaws must be submitted to the VP Communications in writing, either through a Board of Directors or sub-committee action, or through independent action of a Council Delegate that must bear the signatures of Council Delegates representing twenty percent (20%) of the chapters and twenty percent (20%) of the individual members. The VP Communications will prepare and mail a statement of the proposed amendment to the Board members allowing at least thirty (30) days between the mailing and the meeting at which the proposed amendment will be considered. At that meeting, the proposal will be discussed and voted upon by secret ballot. To pass, the amendment must receive a favorable vote by a majority of the Board members present at the meeting and will become effective at that time.

Amended:

- August 8, 1981
- August 18, 1984
- May 21, 1988
- November 9, 1991
- March 25, 2003
- August 1, 2007
- April 13, 2011