

Southern California Area Council of the NMA, Incorporated

CONSTITUTION

ARTICLE I

Name

The name of this organization shall be the SOUTHERN CALIFORNIA AREA COUNCIL OF THE NMA, INCORPORATED hereinafter to be referred to as the "Council".

ARTICLE II

Purpose and Objectives

Local Southern California area chapters affiliated with the National Management Association (NMA) and interested Individual NMA members have joined together to form the Southern California Area Council [SCAC] of the NMA, Incorporated, for mutual benefit of its individual members and member chapters: to provide channels for exchange of information and ideas which increase the effectiveness of, and add value for, its local chapters and individual members; to engage in combined activities designed to promote the purpose of the NMA; to facilitate professional development; and to conduct such affairs as pertain to the combined membership in advancing the purposes of the NMA.

Upon these tenets we base this organization, and to perpetuate it in order and progress, we do ordain, declare and establish this Constitution of the SOUTHERN CALIFORNIA AREA COUNCIL OF THE NMA, INCORPORATED.

ARTICLE III

Membership

Section 1: Eligibility for Regular Membership

All NMA affiliated chapters and individual members within the geographical area may hold membership in the Southern California Area Council. Any chapter, individual, or associate member desiring membership in the Council may accomplish it via written

application to the Council VP Communications, and payment of any dues as may be established under the bylaws of this corporation for mutual benefits.

Section 2: Advisory Council Members

NMA National Directors and NMA staff within the geographical area of the Council shall be advisory members of the Council.

Section 3: Associate Council Members

Retired members are eligible for Associate Council Membership.

Section 4: Honorary Council Members

Members of the Council Board of Delegates and Board of Directors may, with approval of the Board of Directors, designate Honorary Council Members.

Section 5: Withdrawal from the Council

Any chapter, individual, or associate member desiring to resign from membership in the Council may do so via written resignation to the Council VP Communications.

Section 6: Term of Membership

The term of membership shall be the same as the Council's fiscal year. Regular and Associate membership shall be renewable annually.

ARTICLE IV

Representation

Section 1: Chapter Representatives

Each member NMA Chapter shall be represented on the Council Board of Delegates by three (3) Delegates, one of whom shall have served on the Chapter's governing body, or currently be a member of said body. Individual members shall serve as

Delegates. The latter shall be referred to as regular member delegates, while the former shall be referred to as chapter delegates. Each regular member delegate shall have one (1) vote. Each chapter delegate shall have one (1) vote.

ARTICLE V

Dues

Section 1: Structure

Membership dues or registration fees shall be as determined by the Board of Directors and approved by the Board of Delegates.

ARTICLE VI

Fiscal and Administrative Year

Section 1: Term

The Fiscal and administrative year of the Council is concurrent with the calendar year, established as 1 January to 31 December.

ARTICLE VII

Board of Delegates and Board of Directors

Section 1: Board of Delegates

The policy making body of the Council shall be a Board of Delegates consisting of the regular member delegates and chapter delegates.

Section 2: Board of Directors

The Board of Directors shall be the operating and administrative body of the Council, consisting of eight (8) elected members from the Board of Delegates, at large. The Board of Directors shall, amongst themselves, name a President, 1st Vice President, 2nd Vice President, VP Communications, VP Finance, and VP Fund Raising. The remaining three (3) Directors shall serve as Directors-at-Large. The President shall be the Chairman of the Board and serve as the presiding officer.

Section 3: Term of Office

The term of each office shall be for two (2) years, with the exception that, in the initial restructuring, two of the three at-large directorships shall serve for three (3) years. Elections thereafter shall be every two years. The total number of Directors elected, then,

shall alternate between seven (7) and eight (8) each year thereafter, so that there will always be at least two experienced members on the eight-member governing board.

Section 4: Eligibility and Duties

Eligibility requirements and duties of Directors/officers shall be as provided in the Bylaws.

ARTICLE VIII

Powers and Duties

The powers of the corporation shall be exercised, its property controlled and its affairs conducted by the Board of Delegates. The corporation shall have the power to:

- a. Sue and be sued.
- b. Make contracts.
- c. Receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stocks, bonds, and securities of corporations.
- d. Act as trustee under any trust incidental to the principal objects of the corporation and receive, hold, administer and expend funds and property subject to such trusts.
- e. Convey, exchange, lease, mortgage, encumber transfer upon trust, or otherwise dispose of all property, real and personal.
- f. Borrow money, contract debts and issue bonds, notes and debentures, and secure the payment or performance of its obligations.

ARTICLE IX

Election

Section 1: Nominating Committee

A Nominating Committee shall be appointed by the President, with approval of the Board of Directors, from members of the Board of Delegates. The Nominating Committee goal shall be a list of at least two (2) or more nominees than open offices or directorships.

Section 2: Election Committee

An Election Committee shall be appointed by the President, with approval of the Board of Directors, from members of the Board of Delegates. No member of the Election Committee shall be a

candidate for office/directorship. Announcement of the Election Meeting and the list of nominees shall be provided to members and member chapters at least thirty (30) days prior to the Election Meeting.

Section 2: Election

Election shall be by impartial secret ballot at a Council General Meeting held approximately ninety (90) days prior to the start of the new term year. Mail ballots or electronic ballots may be used but must be returned in time for tabulation at the Election Meeting. Ballots received after the Election date shall be null and void.

ARTICLE X

Meetings

Section 1: Regular Meetings

Regular meetings of the Board of Delegates shall coincide with the quarterly Board of Directors meeting, and shall be deemed a General Membership Meeting of the Council. All Council meetings shall be open. It shall be a goal to meet quarterly or four (4) times a year; however, the third quarter (summer) may be "dark" or without a meeting. In no circumstance shall the Council meet fewer than twice each year.

Section 2: Quorum of Board of Delegates

A quorum at a Board of Delegates meeting for the transaction of business shall be Delegates representing one-third (33-1/3 percent) of the member chapters and one-third (33-1/3 percent) of the individual members.

Section 3: Board of Directors Meetings

A minimum of four (4) Board of Directors meetings shall be held during the administrative year. These meetings may include electronic and/or teleconferencing meetings.

Section 4: Quorum of Board of Directors

A quorum of the Board of Directors for the transaction of business shall be a majority of the Board of Directors members.

Section 5: Procedure

The rules of procedure contained in the current edition of *Robert's Rules of Order* shall be used in the conduct of Council business in all cases not covered

by the Constitution, Bylaws, or the special rules of the Council.

Section 6: Parliamentarian

The President shall appoint a Parliamentarian to serve at Regular and Board of Directors meetings. The Parliamentarian may be a Delegate, an officer or Director, an advisor, or associate.

ARTICLE XI

Committees

Section 1: Standing Committees

- A. American Enterprise Committee
 - (1) Promote the principles of American free enterprise to others by highlighting its accomplishments and displaying confidence in its future.
 - (2) Promote participation by member chapters and individual members in civic and community activities, and sponsorship of local, state, and national youth programs.
 - (3) Promote participation by member chapters and individual members in Management Week in America activities.
 - (4) Promote and participate in NMA national and regional programs.
- B. Awards Committee
 - (1) Encourage officers and committee chairs to recognize outstanding efforts.
 - (2) Coordinate the selection of recipients for the Gold Knight of Management, Council Manager of the Year, Council Member of the Year, Chapter Innovation or other awards.
- C. Professional Development Committee
 - (1) Encourage member chapters to provide professional development programs. Provide leadership training for individuals and chapter leaders.
 - (2) Determine the professional development needs of the member chapters and individual members. Plan programs to meet needs not addressed by chapter programs.
- D. Programs and Operations Committee
 - (1) Plan, organize, and execute all phases of programs for meetings, including accommodations and speakers.

Section 2: Special Committees

The President shall establish such committees as are required to effectively conduct the activities of the Southern California Area Council. The President shall appoint and retire committee chairs.

ARTICLE XII

Dissolution

Upon the dissolution or winding up of the Council after paying or adequately providing for the debts and obligations of the Corporation, the Delegates or persons in charge of the liquidation shall grant and convey all remaining assets to the educational fund of the National Management Association pursuant to a decree of the Superior Court as provided in Title 1, Div. 2, Pt. 1, Ch. 6, Section 9801 of the California Corporations Code, and not to the benefit of any private person.

ARTICLE XIII

Amendments

Section 1: Amendments to the Constitution

Any proposed amendment to the Constitution must be submitted to the VP Communications in writing, either through 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 regular individual members and twenty percent (20%) of the member chapters. The VP Communications will prepare a statement of the proposed amendment to be submitted to the affiliated chapters and members by mail (including electronic mail for those members having valid email addresses). At least thirty (30) days must be allowed between the mailing/emailing of the proposed amendment and the meeting at which the amendment is brought to the Delegates for consideration and vote. Delegates may vote in person or by signed proxy (email signatures included); said proxy must be received prior to the meeting. The proposal shall become effective if voted upon favorably by two-thirds of the Delegates present, either in person or by proxy.

Section 2: Amendments to the Articles of Incorporation

Amendments to the Articles of Incorporation of the Council may be adopted by resolution of the Board of Delegates and the vote or written consent of at least a majority of the members of the Board of Delegates

present or on-line, provided that a quorum is represented.

Amended

August 8, 1981

August 18, 1984

May 21, 1988

November 9, 1991

March 25, 2003

April 13, 2011