



BY-LAWS
OF
CALIFORNIA NURSING STUDENTS' ASSOCIATION, INCORPORATED

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TABLE OF CONTENTS
FOR BY-LAWS OF
CALIFORNIA NURSING STUDENTS' ASSOCIATION, INCORPORATED
a California Nonprofit Public Benefit Corporation

<u>Article</u>	<u>Description</u>	<u>Page</u>
1	Purposes; Objectives and Functions; Offices.....	3
2	Limitations.....	4
3	Membership.....	4
4	Meetings of House of Delegates and Members.....	9
5	Board of Directors.....	13
6	Meetings of Board of Directors.....	17
7	Committees.....	19
8	Officers	20
9	Indemnification.....	22
10	General; Definitions; Amendments.....	25
11	Emergency Provisions.....	27

References to [Corp Code §] following By-Laws sections refer to the California Corporations Code section that is the source of, or authority for, all or part of that particular section of the By-Laws. References in the text of sections to Corp Code § also refer to the California Corporations Code.

BY-LAWS
OF
CALIFORNIA NURSING STUDENTS' ASSOCIATION, INCORPORATED
A California Nonprofit Public Benefit Corporation

ARTICLE 1

Purposes; Objectives and Functions; Offices

SECTION 1.1 GENERAL PURPOSES. California Nursing Students' Association, Incorporated (the "Corporation" or "CNSA") is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes. It is a constituent of the National Student Nurses' Association, Inc. ("NSNA").

SECTION 1.2 SPECIFIC PURPOSES. The specific purpose of the Corporation is to contribute to nursing education in order to provide for the highest quality health care. It is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of subsequent federal tax laws).

SECTION 1.3 OBJECTIVES AND FUNCTIONS. Consistent with the general and specific purposes, and subject to the limitations, set forth in the Articles of Incorporation of the Corporation and these By-Laws, the objectives and functions of the Corporation shall include, but are not limited to: (a) assuming responsibility for contributing to nursing education in order to provide for the highest quality healthcare; b) providing programs representative of fundamental and current professional interest and concerns; c) aiding in the development of the whole person and his/her responsibility for the health care of people in all walks of life; d) having direct input into standards of nursing education and influencing the education process; e) influencing health care, nursing education, and practice through legislative education as appropriate; f) promoting and encouraging participation in community affairs and resolution of related social issues; g) representing nursing students to the consumer, to institutions and to other organizations; h) promoting and encouraging students' participation in interdisciplinary activities; i) refusing to engage in, or condone, discrimination on the basis of, and promoting and encouraging recruitment efforts, participation in student activities and educational opportunities regardless of, a person's race, sex, sexual orientation, gender identity, age, citizenship, religion, disability, illness, legal status, or personal attributes; and j) promoting and encouraging collaborative relationships with nursing and related health organizations.

SECTION 1.4 OFFICES. The principal office of the Corporation is hereby fixed and located in Sacramento County, State of California. The location may be changed by approval of the Board of Directors (herein "Board") to another location within California,

and additional offices may be established and maintained at such other place or places within California as the Board may from time to time designate.

ARTICLE 2

Limitations

SECTION 2.1 DEDICATION OF PROPERTY; INUREMENT OF EARNINGS. The property of the Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

SECTION 2.2 PROHIBITED ACTIVITIES. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of (or in opposition to) any candidate for public office.

SECTION 2.3 DISSOLUTION. Upon the dissolution or winding up of the Corporation, its 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 which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of subsequent federal tax laws).

ARTICLE 3

Membership

SECTION 3.1 CONSTITUENT ASSOCIATIONS. As provided by NSNA for state association bylaws:

(a) School chapters whose membership is composed of active or associate NSNA members, who have submitted the Official Application for NSNA Constituency Status and whose bylaws conform to NSNA requirements shall, upon meeting such other policies as the Board of Directors of NSNA shall have determined, be recognized as a constituent.

(b) A school chapter shall be composed of at least ten members from a school. There shall be only one chapter in each school.

(c) The state association shall consist of at least two school chapters that have at least ten members in each school. School chapters shall belong to the state association. There shall be only one state association.

(d) For yearly recognition as an NSNA constituent, school chapters and state associations shall be required to submit the Official Application annually for NSNA Constituency Status which shall include the following areas of conformity for active and associate members: purpose and function, membership, dues, and representation. Further, state associations must have on file with NSNA a copy of current state bylaws and approved and signed copies of the state association's board of directors and annual membership meeting minutes for the previous year, for recognition as an NSNA constituent association.

(e) A constituent association which fails to comply with the bylaws and policies of NSNA shall have its status as a constituent revoked by a two-thirds vote of the Board of Directors, provided that written notice of the proposed revocation has been given at least two months prior to the vote, and the constituent association is given an opportunity to be heard.

(f) School chapters and state associations are entities separate and apart from NSNA in their administration of activities, with NSNA exercising no supervision or control over these immediate daily and regular activities. NSNA has no liability for any loss, damages or injuries sustained by third parties as a result of negligence or acts of school chapters or state associations, or the members thereof. In the event any legal proceeding is brought against NSNA as a result of such acts or commission by a school chapter or state association, said school chapter or state association will indemnify and hold harmless the NSNA from any liability.

SECTION 3.2 CATEGORIES OF CONSTITUENT MEMBERSHIP. As provided by NSNA for state association bylaws, members of the constituent association shall be the following:

(a) Active members, who shall be i) students enrolled in state-approved programs leading to licensure as a registered nurse; and ii) registered nurses enrolled in programs leading to a baccalaureate degree with a major in nursing. Active members shall have all the privileges of membership, and active membership shall be renewable annually.

(b) Associate members, who shall be pre-nursing students, including registered nurses, enrolled in college or university programs designed as preparation for entrance into an undergraduate program leading to an associate degree, diploma, or baccalaureate degree in nursing. Associate members shall have all of the privileges of membership except the right to hold office as president and vice president at the state and national levels. Associate membership shall be renewable annually.

(c) Individual members. Individual membership shall be open at the state and national level to any eligible student when membership in a constituent association is not available. Individual members shall have the privileges of membership as prescribed in (a) or (b) above, as applicable, except that individual members shall not have the right to vote.

SECTION 3.3 LENGTH OF MEMBERSHIP. As provided by NSNA for state association bylaws: Active and associate membership may be extended six months beyond the completion of a student's program in nursing, providing membership was renewed while the student was enrolled in a nursing program.

SECTION 3.4 DUES. (a) Payment of NSNA and CNSA dues is a prerequisite for membership. [Corp Code §§ 5151, 5351]

(b) National and state dues shall be payable directly to NSNA. NSNA shall remit to each state constituent the dues received on behalf of the constituent. Local dues shall not be submitted to NSNA.

(c) Any member who fails to pay current dues shall forfeit all privileges of membership.

(d) Any increase in CNSA dues greater than 50% in one calendar year must be approved by the CNSA House of Delegates. Any changes made to membership dues will be presented by the Board and reviewed at a House of Delegates meeting.

SECTION 3.5 CNSA CONSTITUENT CHAPTERS.

(a) **Definition.** Any school chapter whose membership is composed of at least 10 active or associate members of NSNA and who has bylaws that incorporate the required areas of conformity, has submitted the Official Application for NSNA Constituency Status on an annual basis, and has met and abided by all the requirements set forth by the NSNA and the CNSA Board of Directors shall be recognized as a CNSA constituent chapter. There shall be only one chapter at each school campus.

(b) **House of Delegates.** Each constituent chapter shall, in accordance with their chapter bylaws, select delegates and alternates according to the formula set forth in these bylaws to represent them at the CNSA annual convention and any special meeting of delegates for purposes of voting in the House of Delegates. [Corp Code § 5152]

(c) **Council of Chapter Presidents.** Each constituent chapter shall have one (1) seat on the Council of Chapter Presidents. The Council of Chapter Presidents shall meet at least monthly, or more often at the discretion of the Board. This body has no authority to take action on behalf of CNSA, but can request a special meeting of the House of Delegates whenever business needs to take place.

(d) **Relationship Between CNSA and Constituent Chapters.** Constituent chapters are entities separate and apart from CNSA in their administration or activities, with CNSA exercising no supervision or control over their immediate daily activities. CNSA has no liability for any loss, damages or injuries sustained by third parties as a result of the

negligence or acts of constituent chapters or the members thereof. In the event any legal proceeding is brought against CNSA as a result of such acts of omission or commission by a constituent chapter, said chapter will indemnify and hold harmless CNSA from any liability.

(e) Revocation of Status. A constituent chapter that fails to comply with the bylaws and policies of NSNA or CNSA may have its status as a CNSA constituent chapter revoked by a two-thirds (2/3) vote of the CNSA Board of Directors, provided that written notice of the proposed revocation has been given at least 60 days prior to the vote and the constituent chapter is given an opportunity to be heard.

SECTION 3.6 CONSTITUENT CHAPTERS; SELECTION OF DELEGATES. Subject to application, admission, dues, fees, assessments and other requirements, voting membership in the Corporation shall consist of those individuals described in Sections 3.2(a) and (b) above. As allowed by the California Corporations Code, delegates selected by the constituent chapters shall hereby have the authority to represent and vote on behalf of the voting members with respect to election of directors and officers and other matters regarding the Corporation, as provided in these By-Laws. Each selected delegate shall serve for a term of one (1) year and until his or her successor shall have been selected and qualified; provided, that delegates may leave office or be removed or suspended based on applicable provisions of Sections 3.10, 3.11 and/or 3.12 of these By-Laws. The delegates per constituent chapter shall be as provided in Section 3.7 below and shall be selected by chapter. Such selections shall be held on reasonable prior notice. The methods for calling, noticing and holding meetings of delegates are set forth elsewhere in these By-Laws. [Corp Code §§ 5056, 5152, 5153, 5330, 5332]

SECTION 3.7 COMPOSITION OF CNSA HOUSE OF DELEGATES.

(a) Voting members at the House of Delegates meetings shall be all members of the Board and all eligible delegates in attendance. No member shall be eligible to cast more than one vote.

(b) Each constituent chapter of CNSA is entitled to be represented at the House of Delegates meetings with two (2) delegates. Chapters with 20 or more active and/or associate members are entitled to additional delegates at a ratio of 1 delegate for each 20 members (e.g. chapters with 20 - 39 members are entitled to a total of 3 delegates; chapters with 40 - 59 members are entitled to a total of 4 delegates, etc.).

(c) Each constituent chapter may designate one alternate for each official delegate. Alternates may observe the House of Delegates meetings but cannot vote at House meetings until the delegate status is transferred.

(d) Non-voting members and alternate delegates in attendance at the House of Delegates meetings may debate an issue before the House when recognized by the presiding officer.

SECTION 3.8 VOTING AND OTHER RIGHTS. Only members as described in Sections 3.2(a) and (b) above shall have the right to vote. No other classes of

members shall have any right to vote. The other rights, privileges, benefits, preferences, restrictions and/or conditions of membership shall be as determined by the Board of Directors and/or as set forth in the Board Manual. [Corp Code §§5151, 5330, 5331, 5332, 5610]

SECTION 3.9 ADMISSION TO MEMBERSHIP. The procedures for admission to membership shall be as determined by the Board or a committee authorized by the Board and/or as may be set forth in the Board Manual. [Corp Code § 5151(d)]

SECTION 3.10 TERMINATION OF MEMBERSHIP. A membership shall terminate on occurrence of any of the following events:

(a) Resignation of the member in writing (with all fees, charges and dues owing by the resigning member remaining due and payable and with no refund of paid dues or fees for unused services);

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

(c) The member's failure to pay dues, fees, or assessments as set by the Board within a designated period of time after they are due and payable;

(d) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or

(e) Termination of membership under Section 3.12 of these By-Laws based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, 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. [Corp Code §§ 5151(d), 5152, 5340, 5341]

SECTION 3.11 SUSPENSION OF MEMBERSHIP. A member may be suspended, under Section 3.12 of these By-Laws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, 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. [Corp Code §§ 5152, 5341]

SECTION 3.12 PROCEDURES FOR TERMINATION OR SUSPENSION OF MEMBERSHIP. If grounds appear to exist for suspending or terminating a member under Section 3.10 or 3.11 of these By-Laws, the following procedure shall be followed:

(a) The Corporation shall give the member at least 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 first-class or 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 or by a committee or person authorized by the Board to determine whether the suspension or termination should occur.

(c) The Board, committee, or person shall decide whether the member's membership should be terminated, or whether the member should be suspended or otherwise sanctioned in any way. The decision of the Board, committee, or person shall be final.

(d) Any action challenging a termination of membership, suspension or other sanction, including a claim alleging defective notice, must be commenced within one year after the date of the suspension or termination. [Corp Code §§ 5152, 5341]

ARTICLE 4

Meetings of House of Delegates and Members

SECTION 4.1 ANNUAL CONVENTION/MEETING OF THE HOUSE OF DELEGATES. The Annual Convention (Meeting of the House of Delegates) shall be held in any of the months of September, October or November at a time and place determined by the Board. [Corp Code §§ 5152, 5510]

SECTION 4.2 SPECIAL MEETINGS OF DELEGATES.

(a) Special meetings of the House of Delegates may be called at any time by the President at the request of the Board. [Corp Code §§ 5152, 5510]

(b) Special meetings of the House of Delegates may also be called by five percent or more of the constituent chapters. Any request for a special meeting must be submitted in writing specifying the general nature of the business proposed to be transacted. Special meetings should be held no more than 60 days following receipt of the request. [Corp Code §§ 5152, 5510]

SECTION 4.3 NOTICE OF MEETINGS OF DELEGATES. Written notice of the annual or a special meeting of the House of Delegates must be sent to all eligible delegates, Directors and alternates at least 30 days and not more than 45 days prior to the date of the meeting. The written notice of the meeting shall specify the place, date, and time of the meeting, the means of electronic transmission by and to the Corporation (Sections

10.4 and 10.5), electronic video screen communication, conference telephone, or other means of remote communication, if any, by which delegates may participate in that meeting, and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of the annual meeting, those matters which the Board, at the time the notice is given, intends to present for action by the delegates, but, any proper matter may be presented at the meeting for such action. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is given to members. [Corp Code §§ 5152, 5511]

SECTION 4.4 QUORUM OF DELEGATES. One-third of the credentialed delegates shall constitute a quorum for the transaction of business at any meeting of the House of Delegates. [Corp Code §§ 5152, 5512]

SECTION 4.5 DELEGATE RESPONSIBILITY. Each delegate shall have one vote on each matter presented for action. A delegate shall not vote by proxy. Delegates shall be responsible for informing members of their constituent chapters of all proposals and transactions occurring at the House of Delegates. [Corp Code § 5152]

SECTION 4.6 ACTION BY WRITTEN BALLOT. Any action that delegates may take at any meeting of delegates, including, without limitation, election of directors, may also be taken without a meeting by complying with this section of these By-Laws, as follows:

(a) This Corporation shall distribute one written ballot to each member of the House of Delegates entitled to vote on the matter. If approved by the Board, that ballot and any related material may be sent by electronic transmission by the Corporation (Section 10.4) and responses may be returned to the Corporation by electronic transmission to the Corporation (Section 10.5). All solicitations of votes by written ballot shall (i) state the number of responses needed to meet the quorum requirement; (ii) state, with respect to ballots other than for election of directors, the percentage of approvals necessary to pass the measure or measures; and (iii) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (A) set forth the proposed action; (B) give the members an opportunity to specify approval or disapproval of each proposal; and (C) provide a reasonable time in which to return the ballot to the Corporation. If the Corporation has 100 or more members of the House of Delegates, any written ballot distributed to ten or more members shall provide that, subject to reasonable specified conditions, if the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification.

(b) In any election of directors, a written ballot that a member marks “withhold,” or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.

(c) Approval by written ballot shall be valid only when (i) the number of votes cast by ballot (including ballots that are marked “withhold” or otherwise indicate that authority

to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (ii) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting. A written ballot may not be revoked. [Corp Code §§ 5152, 5513]

SECTION 4.7 PARTICIPATION BY CONFERENCE TELEPHONE OR OTHER COMMUNICATIONS METHOD. Members of the House of Delegates may participate in a meeting of delegates through use of conference telephone, electronic video screen communication, or electronic transmission by and to the Corporation (Sections 10.4 and 10.5). Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this section constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the Corporation, other than conference telephone and electronic video screen communication, pursuant to this section constitutes presence in person at that meeting if both of the following apply: (A) Each member participating in the meeting can communicate with all of the other members concurrently. (B) Each member is provided the means of participating in all matters before the House of Delegates, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation. [Corp Code §§ 5152, 5211(a)(6)]

SECTION 4.8 MEETINGS OF VOTING MEMBERS OF CNSA CONSTITUENT CHAPTERS. As provided in these By-Laws, each constituent chapter shall, in accordance with their chapter bylaws, select delegates and alternates according to the formula set forth in these bylaws to represent them at the CNSA annual convention and any special meeting of delegates for purposes of voting in the House of Delegates. In connection therewith and with respect to the business of each constituent chapter:

(a) Annual or other regular meetings of voting members of constituent chapters shall be held on such dates and at such times and places as may be fixed by the chapter board of directors. [Corp Code § 5510]

(b) Special meetings of the voting members of constituent chapters may be called at any time by the chapter president at the request of the chapter board. Special meetings of the voting members of constituent chapters may also be called by five percent or more of the voting members. Any request for a special meeting must be submitted in writing specifying the general nature of the business proposed to be transacted. Special meetings should be held no more than 60 days following receipt of the request. [Corp Code § 5510]

(c) Written notice of the annual or a special meeting of the voting members of constituent chapters must be sent to all eligible voting members not less than 10 nor more than 45 days prior to the date of the meeting. The written notice of the meeting shall specify the place, date, and time of the meeting, the means of electronic transmission by and to the Corporation (Sections 10.4 and 10.5), electronic video screen communication, conference telephone, or other means of remote communication, if any, by which the voting members of the constituent chapter may participate in that meeting, and (1) in the case of a special

meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of the annual meeting, those matters which the chapter board of directors, at the time the notice is given, intends to present for action by the voting members of the constituent chapter, but, any proper matter may be presented at the meeting for such action. The notice of any meeting at which delegates or alternates to the House of Delegates or members of the constituent chapter board are to be elected shall include the names of all those who are nominees at the time the notice is given to members. [Corp Code § 5511]

(d) One-third of the eligible voting members of a constituent chapter shall constitute a quorum for the transaction of business at any meeting of the voting members. [Corp Code § 5512]

(e) A meeting of the voting members of a constituent chapter may be conducted, in whole or in part, by electronic transmission by and to the Corporation (Sections 10.4 and 10.5), electronic video screen communication, conference telephone, or other means of remote communication if the constituent chapter implements reasonable measures: (1) to provide members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting concurrently with those proceedings, (2) if any member votes or takes other action at the meeting by means of electronic transmission to the Corporation, electronic video screen communication, conference telephone, or other means of remote communication, to maintain a record of that vote or action in its books and records, and (3) to verify that each person who has voted remotely is a member. A constituent chapter shall not conduct a meeting of members solely by electronic transmission by and to the Corporation, electronic video screen communication, conference telephone, or other means of remote communication unless one or more of the following conditions apply: (A) all of the members consent; (B) the chapter board of directors determines it is necessary or appropriate because of an emergency, as defined in paragraph (5) of subdivision (n) of Corp Code § 5140; or (C) notwithstanding the absence of consent from all members pursuant to (A) or subdivision (b) of Corp Code § 20, the meeting includes a live audiovisual feed for the duration of the meeting. A constituent chapter holding a voting members meeting pursuant to (C) may offer, in addition to remote audiovisual feed, an audio-only means by which a member may participate provided that the choice between participating via audiovisual or via audio-only means is made by the member and the constituent chapter does not impose any barriers to either mode of participation. A de minimis disruption of an audio or audiovisual feed does not require a constituent chapter to end a meeting under, or render the constituent chapter out of compliance with, this subsection (e). No votes may be made by proxy. Chapter boards of directors shall be responsible for informing members of their constituent chapters of all proposals and transactions occurring at the meetings of members. [Corp Code §§ 5510(f), 5513]

(f) Any action that the voting members of a constituent chapter may take at a meeting may also be taken by written ballot, without a meeting, by complying with Section 4.6 of

these By-Laws, as it would apply by substituting the term meeting of voting members of a constituent chapter for House of Delegates and making other applicable substitutions. [Corp Code §5513]

ARTICLE 5

Board of Directors

SECTION 5.1 GENERAL 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 By-Laws regarding actions that require approval of the members, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors of the Corporation. The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. [Corp Code §5210]

SECTION 5.2 INTERESTED PERSONS AS DIRECTORS. Not more than forty-nine percent (49%) of the persons serving on the Board may be “interested persons.” An “interested person” means either: (a) Any person currently 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; or (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. [Corp Code §5227]

SECTION 5.3 NUMBER OF DIRECTORS; QUALIFICATIONS.

(a) **Number.** The Board of Directors shall consist of twelve (12) Directors unless changed by amendment to these By-Laws. The Board shall include the three (3) elected officers and nine (9) other Directors serving as standing committee chairpersons. The Executive Director has no Board vote and is therefore not a Director but attends Board meetings and facilitates Board functions as part of such Executive Director’s duties. Any reduction of the authorized number of Directors does not remove any Director prior to the expiration of the Director’s term of office unless the reduction also provides for the removal of one or more specified Directors. [Corp Code §§ 5151(a), 5222(c)]

(b) **Qualifications.** Any active or individual NSNA member in good standing may be nominated to serve in any elected Director position of the Corporation. Any associate member in good standing may be nominated to serve in any elected position except for officers on the Executive Committee. To be eligible, each of the foregoing otherwise eligible members must have a minimum of 6 months remaining in a nursing school program at the time of her or his election. Each Director must be an active or individual NSNA member in good standing during such Director’s entire term. Such other qualifications as are included

in the Board Manual or as the Board shall otherwise determine shall be deemed prescribed by these By-Laws. [Corp Code §5151(c)]

SECTION 5.4 NOMINATIONS; ELECTIONS; TERMS OF OFFICE.

(a) **Nominations.** CNSA members shall be eligible to serve in only one elected position at any time. A slate of eligible candidates who have submitted consent to serve shall be prepared by the Nominations & Elections Committee and presented to the members of the House of Delegates in advance of, as well as at, the annual convention (meeting of the House of Delegates). Nominees for elected positions must participate in designated campaign activities at the annual convention. Nominations may also be made at the annual convention from the floor or at the meeting. [Corp Code §§ 5152, 5153]

(b) **Elections.** Elections shall be conducted by written ballot, and a majority vote shall elect. Only credentialed delegates present in the House of Delegates meeting shall be eligible to vote for any position elected to the Board. A tie vote shall be decided first by a revote, and if necessary, by casting a lot. [Corp Code §§ 5152, 5153, 5513]

(c) **Terms of Office.** The President, Vice President, Secretary/Treasurer and other Directors shall take office at the close of the annual convention of the House of Delegates and shall serve a one (1) year term, or until a successor is elected. [Corp Code §5220]

SECTION 5.5 REMOVAL.

(a) Subject to subdivision (b) of this section, any or all directors may be removed without cause if: (1) In a corporation with fewer than 50 members of its House of Delegates, the removal is approved by a majority of all members of the House of Delegates (Corp Code § 5033). (2) In a corporation with 50 or more members of its House of Delegates, the removal is approved or ratified by the affirmative vote of a majority of the votes represented and voting at a duly held meeting of the House of Delegates at which a quorum is present (which affirmative votes also constitute a majority of the required quorum) or written ballot in conformity with Corp Code § 5513 or by the affirmative vote or written ballot of such greater proportion, including all of the votes of the memberships of any class, unit, or grouping of members as may be provided in the bylaws for all or any specified member action (Corp Code § 5034). (3) In a corporation with no members, the removal is approved by a majority of the directors then in office. [Corp Code §5222(a)]

(b) Except for a corporation having no members pursuant to Corp Code § 5310: (1) In a corporation in which the articles or By-Laws authorize members to cumulate their votes pursuant to subdivision (a) of Corp Code § 5616, no director may be removed (unless the entire Board is removed) when the votes cast against removal, or not consenting in writing to the removal, would be sufficient to elect the director if voted cumulatively at an election at which the same total number of votes were cast (or, if the action is taken by written ballot, all memberships entitled to vote were voted) and the entire number of directors authorized at the time of the director's most recent election were then being elected. (2) If by the

provisions of the articles or By-Laws the members of any class, voting as a class, are entitled to elect one or more directors, any director so elected may be removed only by the applicable vote of the members of that class. (3) If by the provisions of the articles or By-Laws the members within a chapter or other organizational unit, or region or other geographic grouping, voting as such, are entitled to elect one or more directors, any director so elected may be removed only by the applicable vote of the members within the organizational unit or geographic grouping. [Corp Code §5222(b)]

(c) Any reduction of the authorized number of directors or any amendment reducing the number of classes of directors does not remove any director prior to the expiration of the director's term of office unless the reduction or amendment also provides for the removal of one or more specified directors. [Corp Code §5222(c)]

(d) Except as provided in this Section 5.5, a director may not be removed prior to the expiration of the director's term of office. [Corp Code §5222(d)]

(e) If a director removed under this Section 5.5 was chosen by designation pursuant to Corp Code § 5220(d), then: (1) If a different person may be designated pursuant to the governing article or bylaw provision, the new designation shall be made. (2) If the governing article or bylaw provision contains no provision under which a different person may be designated, the governing article or bylaw provision shall be deemed repealed. [Corp Code §5222(e)]

(f) The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law (commencing with Corp Code § 5230), or, if at the time a director is elected, the By-Laws provide that a director may be removed for missing a specified number of Board meetings, fails to attend the specified number of meetings. [Corp Code §5221(a)]

(g) As provided in Corp Code § 5151(c)(3), the articles or By-Laws may prescribe the qualifications of directors. The Board, by a majority vote of the directors who meet all of the required qualifications to be a director, may declare vacant the office of any director who fails or ceases to meet any required qualification that was in effect at the beginning of that director's current term of office. [Corp Code §5221(b)]

(h) A person with standing under Corp Code § 5142 may bring an action to correct any violation of By-Laws Section 5.2 or Corp Code § 5227. The court may enter any order which shall provide an equitable and fair remedy to the Corporation, including, but not limited to, an order for the election of additional directors, an order to enlarge the size of the board, or an order for the removal of directors. [Corp Code § 5227]

(i) Pursuant to Corp Code § 7223, the superior court of the proper county may in certain circumstances also remove a director. [Corp Code § 5223]

SECTION 5.6 RESIGNATION.

(a) Subject to (b) below, any Director may resign effective upon giving written notice to the Chair of the Board, to the President, to the Secretary/Treasurer or to the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be selected before that time, to take office when the resignation becomes effective. [Corp Code §5224(c)]

(b) Except upon notice to the Attorney General of the State of California, no director may resign where the Corporation would then be left without a duly elected Director or Directors in charge of its affairs. [Corp Code §5226]

SECTION 5.7 VACANCIES. Except for a vacancy created by the removal of a Director by the CNSA House of Delegates, vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with Corp Code § 5211, or (3) a sole remaining Director. The voting members may elect a Director at any time to fill any vacancy not filled by the Directors. Unless the individual filling a vacancy as provided above has been removed from office, such individual shall serve for the unexpired term of his or her predecessor in office. Any reduction of the authorized number of Directors or any amendment reducing the number of classes of Directors does not remove any Director prior to the expiration of the Director's term of office unless the reduction or any amendment also provides for the removal of one or more specified Directors. [Corp Code §§ 5220(b), 5222(c), 5224]

SECTION 5.8 PERFORMANCE OF DIRECTOR DUTIES.

(a) A Director shall perform the duties of a Director, including duties as a member of any committee of the board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

(b) In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by: (1) One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented; (2) Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or (3) A committee upon which the Director does not serve that is composed exclusively of any or any combination of Directors, persons described in (1) above, or persons described in (2) above, as to matters within the committee's designated authority, which committee the Director believes to merit confidence, so long as, in any such case, the Director acts in good

faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted. [Corp Code §5231(a), (b)]

SECTION 5.9 CONSULTANTS. The Board may appoint consultants to the Board who shall not by such appointment be members of the Board and shall therefore have no vote. Consultants shall be available to perform special assignments specified by the Board, to attend meetings of the Board upon invitation and to furnish consultation to the Board. The appointment of consultants, the period during which the title shall be held and other matters regarding the consultants may be prescribed by the Board or included in the Board Manual; provided, that at all times there must be a minimum of two consultants to the Board who are members of the nursing profession. If no period for a consultant's appointment is prescribed, the title shall be held at the pleasure of the Board.

SECTION 5.10 COMPENSATION AND REIMBURSEMENT OF DIRECTORS. Directors shall serve without compensation, except that, by resolution of the Board approved in advance, they shall be allowed and paid advancement or reimbursement of reasonable expenses incurred in the performance of their regular duties as directors, including their actual, necessary and reasonable expenses incurred in attending directors' meetings. [Corp Code §5235]

ARTICLE 6

Meetings of Board of Directors

SECTION 6.1 IN GENERAL. Meetings of the Board may be held at a place within or without the state that has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, designated in these By-Laws or by resolution of the Board. Directors must be present (either personally or as provided in Section 6.5 of these By-Laws) to vote at meetings of the Board. Proxy voting is prohibited. No Board meeting shall be closed to CNSA members except for the discussion of matters deemed by the Board to be of a sensitive nature. [Corp Code §5211]

SECTION 6.2 REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held not less than quarterly at the call of the President. Regular meetings of the Board of Directors may be held without notice if the time and place of the meetings are fixed by these By-Laws or the Board. [Corp Code §5211]

SECTION 6.3 SPECIAL MEETINGS; NOTICE. Special meetings of the Board of Directors may be called by or at the request of the Chair of the Board, any two Directors or any five chapter delegates. Special meetings of the Board shall be held upon four days' notice by first-class mail or 72 hours' notice delivered personally or by telephone, including a voice messaging system or by electronic transmission by the Corporation (Section 10.4). Unless otherwise provided in these By-Laws, a notice, or waiver of notice, need not specify the purpose of any regular or special meeting of the Board. [Corp Code §5211]

SECTION 6.4 QUORUM; MANNER OF ACTING. A majority of the number of Directors then in office, including at least one of the elected officers, constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in the Adjournment section below. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is required by law or by the Articles of Incorporation, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting. Each Director present and voting at a meeting shall have one vote on each matter presented to the Board for action at that meeting. A Director shall not vote at any meeting by proxy. [Corp Code §5211]

SECTION 6.5 PARTICIPATION BY CONFERENCE TELEPHONE OR OTHER COMMUNICATIONS METHOD. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the Corporation (Sections 10.4 and 10.5). Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this section constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the Corporation, other than conference telephone and electronic video screen communication, pursuant to this section constitutes presence in person at that meeting if both of the following apply: (A) Each member participating in the meeting can communicate with all of the other members concurrently. (B) Each member is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation. [Corp Code §5211]

SECTION 6.6 WAIVER OF NOTICE. Notice of a meeting need not be given to a Director who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to that Director. All waivers, consents and approvals as to a Board meeting shall be filed with the corporate records or made a part of the minutes of the meeting. [Corp Code §5211]

SECTION 6.7 ADJOURNMENT. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of an adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. [Corp Code §5211]

SECTION 6.8 ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to that action. The consent or consents shall be filed with the minutes of the proceedings of the Board. The action by written consent shall have the same force and effect as the unanimous vote of the Directors. [Corp Code §5211]

ARTICLE 7

Committees

SECTION 7.1 CREATION OF AND DELEGATION TO BOARD COMMITTEES. The Board may, by resolution adopted by a majority of the number of Directors then in office, provided that a quorum is present, create one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. The Board may delegate to such Board committees (consisting entirely of Directors) any of the authority of the Board, except with respect to:

(A) Actions which by law would require approval of members (per Corp Code §5034) or of a majority of all members (per Corp Code §5033), regardless of whether the Corporation has members.

(B) The filling of vacancies on the Board or in any committee which has the authority of the Board.

(C) The fixing of compensation of the Directors for serving on the Board or on any committee.

(D) The amendment or repeal of By-Laws or the adoption of new By-Laws.

(E) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.

(F) The appointment of committees of the Board or the members thereof.

(G) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.

(H) The approval of any self-dealing transaction as defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law. [Corp Code §5212(a)]

SECTION 7.2 BOARD COMMITTEES. Any such committee may be designated an Executive Committee or given another name as the Board shall specify. The Board may appoint, in the same manner, one or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any of these committees shall be conducted. In the absence of prescription by the Board, a committee

shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or a committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of these By-Laws applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee. [Corp Code §5212(a), §6320(a)(2)]

SECTION 7.3 NON-BOARD COMMITTEES. While a committee exercising the authority of the Board shall not include as members persons who are not Directors, the Board may create other committees that do not exercise the authority of the Board. These other committees may include persons who are not Directors. [Corp Code §5212(b)]

ARTICLE 8

Officers

SECTION 8.1 OFFICERS. The elected officers of the Corporation shall be a President, a Vice President and a Secretary/Treasurer. All of the foregoing officers shall be members of the Board as set forth in Article 5 above. The Board of Directors shall also appoint an Executive Director. The Board may also choose other officers. Officers whose authority and duties are not prescribed in these By-Laws, in a contract of employment or in the Board Manual shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. No person serving as the Secretary/Treasurer may serve concurrently as the President or Chair of the Board. [Corp Code §5213]

SECTION 8.2 SELECTION; QUALIFICATIONS; TERM OF OFFICE. In accordance with reasonable nomination and election procedures established by the Board of Directors, each year a President, a Vice President and a Secretary/Treasurer shall be elected. Each elected officer shall serve for a term of one (1) year and until his or her successor shall have been elected and qualified. Election or appointment of an officer or agent shall not of itself create contract rights. The qualifications for serving as Directors and officers are set forth in Section 5.3 of these By-Laws. The Executive Director shall be appointed by the Board and shall continue to serve as such as long as such individual is employed by the Corporation. The term of employment of the Executive Director shall be governed by the provisions of such individual's employment contract. [Corp Code §5213]

SECTION 8.3 REMOVAL; RESIGNATION. Any officer or agent may be removed by the Board of Directors or other persons authorized to elect or appoint such officer or agent, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any officer may resign at any time upon written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. [Corp Code §5213]

SECTION 8.4 VACANCIES. Vacancies in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these By-Laws, provided that (i) vacancies may be filled as they occur and not just on an annual basis and (ii) in the case of a vacancy in the office of President, the Vice President shall become President for the remainder of the term.

SECTION 8.5 PRESIDENT. The President shall serve as Chair of the House of Delegates and designated committees; serve as Chair of the Board and the Executive Committee; be the primary CNSA delegate at the NSNA Mid-year Conference and annual convention; serve as the CNSA representative at professional activities as deemed appropriate by the Board; and coordinate with school chapters to ensure they send delegates to both CNSA and NSNA annual conventions. The President shall perform such other duties as may be prescribed by the Board of Directors or as shall be contained in the Corporation Board Manual, if any. [Corp Code §5213]

SECTION 8.6 VICE PRESIDENT. The Vice President shall serve as Chair of designated committees; serve as a member of the Executive Committee; and review, draft and recommend policy and procedure updates and/or changes, if necessary. The Vice President shall perform the duties of the President in the event of the President's absence or refusal or inability to serve. When so acting, the Vice President shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall perform such other duties as may be prescribed by the Board of Directors or as shall be contained in the Corporation Board Manual, if any. [Corp Code §5213]

SECTION 8.7 SECRETARY/TREASURER. The Secretary/Treasurer shall serve as a member and recorder of the Executive Committee; serve as a member of other designated committees; record and/or prepare minutes and ensure accuracy for all meetings of the Corporation; act as custodian of organization funds and ensure a quarterly and annual financial report is prepared for the Board; provide guidance to the Board on financial decisions and recommendations; monitor and report all financial transactions and investments of the Corporation; and ensure all records, including minutes, financials, and correspondence are in order and filed with or communicated to appropriate agencies and organizations. The Secretary/Treasurer shall perform such other duties as may be prescribed by the Board of Directors or as shall be contained in the Corporation Board Manual, if any. [Corp Code §§ 5160, 5213, 5215, 6320, 6321, 6322]

SECTION 8.8 EXECUTIVE DIRECTOR. The Executive Director shall be the general manager and chief executive officer of the Corporation responsible for all management functions. Subject to the direction and control of the Board of Directors, the Executive Director shall be in charge of the business and affairs of the Corporation. The Executive Director shall see that all orders and resolutions of the Board of Directors are carried into effect. The Executive Director may execute all contracts, deeds, certificates, bonds or other obligations authorized by the Board and sign records or certificates required by law or by orders of the Board of Directors. The Executive Director is not a member of the Board but attends Board meetings and facilitates Board functions as part of such Executive Director's duties. Other duties may be assigned to the Executive Director by the

Board of Directors by mutual agreement consistent with any contractual relationship between the Executive Director and the Corporation. [Corp Code §5213]

ARTICLE 9

Indemnification

SECTION 9.1 DEFINITIONS. For the purposes of this Article 9, "agent" means any person who is or was a Director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Section 9.4 or 9.5(b) of this Article 9. [Corp Code §5238(a)]

SECTION 9.2 INDEMNIFICATIONS IN ACTIONS BY THIRD PARTIES. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful. [Corp Code §5238(b)]

SECTION 9.3 INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating

to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 9.3:

(a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General. [Corp Code §5238(c)]

SECTION 9.4 INDEMNIFICATION AGAINST EXPENSES. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Sections 9.2 or 9.3 of this Article 9 or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith. [Corp Code §5238(d)]

SECTION 9.5 REQUIRED DETERMINATIONS. Except as provided in Section 9.4 of this Article 9, any indemnification under this Article 9 shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 9.2 or 9.3 of this Article 9, by:

(a) A majority vote of a quorum consisting of Directors who are not parties to such proceeding;

(b) The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation. [Corp Code §5238(e)]

SECTION 9.6 ADVANCE OF EXPENSES. Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in Article 9. [Corp Code §5238(f)]

SECTION 9.7 OTHER INDEMNIFICATION. No provision made by the Corporation to indemnify its or its subsidiary's Directors or officers for the defense of any proceeding, whether contained in the articles, bylaws, a resolution of members or Directors, an agreement or otherwise, shall be valid unless consistent with this Article 9. Nothing contained in this Article 9 shall affect any right to indemnification to which persons other than such Directors and officers may be entitled by contract or otherwise. [Corp Code §5238(g)]

SECTION 9.8 FORMS OF INDEMNIFICATION NOT PERMITTED. No indemnification or advance shall be made under this Article 9, except as provided in Section 9.4 or 9.5(b), in any circumstance where it appears:

(a) That it would be inconsistent with a provision of the articles, bylaws or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement. [Corp Code §5238(h)]

SECTION 9.9 INSURANCE. The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article 9; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law. [Corp Code §5238(i)]

SECTION 9.10 NONAPPLICABILITY TO FIDUCIARIES OF EMPLOYEE BENEFIT PLANS. This Article 9 does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent as defined in Section 9.1 of this Article 9. The Corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by Section 207(f) of the California General Corporation Law. [Corp Code §5238(j)]

ARTICLE 10

General; Definitions; Amendments

SECTION 10.1 BOOKS AND RECORDS; MINUTES; MEMBERS; RIGHT TO INSPECT; REPORTS.

(a) The Corporation shall keep: (i) Adequate and correct books and records of account; (ii) Minutes of the proceedings of its voting members, Board and committees of the Board; and (iii) A record of its voting members giving their names and addresses and the class of membership held by each. Those minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the foregoing. [Corp Code §6320]

(b) The accounting books and records and minutes of proceedings of the voting members and the board and committees of the board shall be open to inspection upon the written demand on the corporation of any voting member at any reasonable time, for a purpose reasonably related to such person's interests as a member. [Corp Code §6333]

(c) Unless the Corporation receives less than twenty-five thousand dollars (\$25,000) in gross revenues or receipts during the fiscal year, the Board shall cause an annual report to be furnished to the voting members and the Board not later than 120 days after the close of the Corporation's fiscal year. Such report shall contain in appropriate detail the following: (1) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year; (2) The principal changes in assets and liabilities, including trust funds, during the fiscal year; (3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year; (4) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and (5) Any information required by Section 6322 of the California Nonprofit Public Benefit Corporation Law ("interested person" transactions). The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. Unless otherwise provided by the articles or the By-laws and if approved by the Board, the annual report and any accompanying material sent pursuant to this subsection may be sent by electronic transmission by the Corporation if it complies with Section 10.4 of these By-Laws. The report shall be prepared, audited, and made available in the manner required by paragraph (1) of subdivision (e) of Section 12586 of the Government Code, if applicable. [Corp Code §§ 6321, 6322]

SECTION 10.2 CONTENTS OF BY-LAWS. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation. Each year the Corporation shall review the By-Laws with respect to changes in NSNA conformity standards and changes in the law. The Board of Directors may also adopt a Corporation Board of Directors Policies and Procedures Manual ("Corporation Board Manual" or "Board Manual"), which may contain a number of provisions governing the day-to-day operations of the Corporation not appropriate for placement in the By-Laws, including, without limitation, adopted standing rules of the Corporation. [Corp Code §§5150-5160]

SECTION 10.3 PARLIAMENTARY AUTHORITY. The rules and related information contained in the current edition of Robert's Rules of Order Newly Revised shall govern the order of business and parliamentary procedure for all meetings of the Corporation in all cases to which such rules and information are applicable and in which they are not inconsistent with the California Corporations Code, the Articles or By-Laws of the Corporation, the Corporation Board Manual, if any, or adopted standing rules of the Corporation; provided, such rules and information shall not be deemed to add to or supply substantive regulations to the By-Laws.

SECTION 10.4 ELECTRONIC TRANSMISSION BY THE CORPORATION. "Electronic transmission by the Corporation" means a communication (a) delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the Corporation, (2) posting on an electronic message board or network which the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (3) other means of electronic communication, (b) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications under or pursuant to the California Corporations Code, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form. However, an electronic transmission under the California Corporations Code by the Corporation to an individual member of the Corporation who is a natural person, and if an officer or director of the Corporation, only if communicated to the recipient in that person's capacity as a member, is not authorized unless, in addition to satisfying the requirements of this section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (a) any right of the recipient to have the record provided or made available on paper or in nonelectronic form, (b) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the Corporation, and (c) the procedures the recipient must use to withdraw consent. [Corp Code §20]

SECTION 10.5 ELECTRONIC TRANSMISSION TO THE CORPORATION. "Electronic transmission to the Corporation" means a communication (a) delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, which the Corporation has provided from time to time to members and directors for sending communications to the Corporation, (2) posting on an electronic message board or network which the Corporation has designated for those communications, and which transmission shall be validly delivered upon the posting, or (3) other means of electronic communication, (b) as to which the Corporation has placed in effect reasonable measures to verify that the sender is the member (in person or by proxy) or director purporting to send the transmission, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form. [Corp Code §21]

SECTION 10.6 “WRITTEN” OR “IN WRITING”. "Written" or "in writing" includes facsimile, telegraphic, and other electronic communication as authorized by the California Corporations Code, including an electronic transmission by the Corporation that satisfies the requirements of Section 10.4. [Corp Code §5079]

SECTION 10.7 CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 10.8 FISCAL YEAR. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

SECTION 10.9 AMENDMENTS. (a) These By-Laws may be amended by a two-thirds (2/3) vote of the credentialed delegates at the Annual Convention (Meeting of the House of Delegates) or a special meeting of the House of Delegates; provided, that a copy of all proposals to amend the By-Laws has been sent to all delegates and made available to the CNSA constituency at least 30 days prior to the meeting.

(b) An amendment to these By-Laws shall become effective at the close of the meeting at which they are approved.

ARTICLE 11

Emergency Provisions

SECTION 11.1 GENERAL. (a) The provisions of this Article shall be effective only in an emergency as defined herein or, as specifically provided, in anticipation of an emergency. For purposes of this Article, “emergency” means any of the following events or circumstances as a result of which, and only so long as, a quorum of the Corporation’s Board of Directors cannot be readily convened for action:

(i) A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, drought, epidemic, pandemic, or disease outbreak, or, regardless of cause, any fire, flood, or explosion.

(ii) An attack on or within this state or on the public security of its residents by an enemy of this state or on the nation by an enemy of the United States of America, or upon receipt by this state of a warning from the federal government indicating that any such enemy attack is probable or imminent.

(iii) An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government functions, or population, including, but not limited to, mass evacuations.

(iv) A state of emergency proclaimed by the Governor of this state, including any person serving as Governor in accordance with Section 10 of Article V of the California Constitution and Section 12058 of the Government Code, or by the President of the United States of America.

(b) All of the non-emergency By-Laws provisions consistent with the emergency By-Laws provisions shall remain effective during the emergency, and the emergency By-Laws provisions shall not be effective after the emergency ends.

(c) In anticipation of or during an emergency, the Board may take any action that it determines to be necessary or appropriate to respond to the emergency, mitigate the effects of the emergency, or comply with lawful federal and state government orders, but shall not take any action that requires the vote of the members, unless the required vote of the members was obtained prior to the emergency.

(d) Any actions taken in good faith in anticipation of or during an emergency in accordance with law or the emergency By-Laws provisions bind the Corporation and shall not be used to impose liability on a corporate director, officer, employee, or agent. [Corp Code §5140(n), §5151(g)]

SECTION 11.2 QUORUM; MANNER OF ACTING. During an emergency, the number of Directors necessary to constitute a quorum shall be that number of Directors who are present at a Board meeting, together with one or more officers present at such meeting, in order of rank and within the same rank in order of seniority, who are deemed by the Directors present to be Directors for that Board meeting. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum, constituted as provided in the preceding sentence, is present is the act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting. [Corp Code §5140(n)(2)(B), §5151(g)(1), §5211]

SECTION 11.3 NOTICE OF BOARD MEETING. During an emergency, notice of Board meetings may be given to a Director or Directors in any practicable manner under the circumstances, including, but not limited to, by publication and radio, when notice of a meeting of the Board of Directors cannot be given to that Director or Directors in the manner prescribed by the regular By-Laws or Corp Code Section 5211. [Corp Code §5140(n)(2)(A), §5151(g)(1)]

SECTION 11.4 ADDITIONAL ACTIONS. In anticipation of or during an emergency, the Corporation, through its Board of Directors or a duly authorized officer, may take either or both of the following actions necessary to conduct the Corporation's business operations and affairs: (a) Modify lines of succession to accommodate the incapacity of any Director, officer, employee, or agent resulting from the emergency. (b) Relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so. [Corp Code §5140(n)(1)]