

**BYLAWS OF
CALIFORNIA COMMUNITY COLLEGE COUNCIL
FOR
STAFF DEVELOPMENT, INC.**

ARTICLE I: NAME

The name of this corporation is California Community College Council for Staff Development, Inc. ("4CSD")

ARTICLE II: PURPOSE

Section 1. General Purpose. The general purpose of 4CSD is to provide training, networking opportunities, resources and advocacy for staff and organizational development professionals of the California Community College system. 4CSD serves all public community colleges within the state of California.

Section 2. Specific Purposes. Within the context of the General Purpose stated above, 4CSD provides the following services to California Community Colleges:

- A. Promotes leadership in staff, program, and organizational development.
- B. Promotes innovation in providing staff development programs.
- C. Serves as an advocate for staff and organizational development concerns.
- D. Promotes training in developing and implementing effective staff and organizational development programs.
- E. Provides a networking environment for sharing information and best practices with other staff and organizational development professionals.
- F. Promotes and markets staff and organizational development and 4CSD.
- G. Increases support to staff and organizational developers in their ability to incorporate technology in their programs.
- H. Increases 4CSD organizational effectiveness.

- I. Provide resources for professional development practitioners.

ARTICLE III: MEMBERSHIP

Section 1. Qualifications and Rights of Membership.

- A. Classes and Qualifications. 4CSD shall have (4) classes of Membership, designated as follows:
 1. Institutional Membership. Any single college or district office. Covers as many staff members of that college or district office who are interested in participating.
 2. Individual Membership. Individual membership is for those people who either are not affiliated with a California Community college, or who are former staff and organizational development officers or committee members, or other interested parties who wish to receive 4CSD benefits. Only members from California Community Colleges have voting privileges.
 3. Associate Membership. Organizations providing service to California Community Colleges. This is a non-voting membership.
 4. Lifetime Membership. Members who have served as a 4CSD board member will have automatic, lifetime membership.
- B. Voting Members. All institutional, life time members and individual members shall have the right to vote, as set forth in these bylaws, on the election of Executive Board members, on the disposition of all or substantially all of 4CSD's assets, on any merger and its principal terms and any amendment of those terms, on any election to dissolve 4CSD, and on any other appropriate order of business. Institutional members have one (1) vote representing the decision of the staff members of the institution. Individual Members have one (1) vote. Individual members of a college having an Institutional Membership maintain their voting rights under the Individual Membership.

Section 2. Dues, Fees and Assessments. Each Member must pay, within the time and on the conditions set, the dues, fees and assessments in amounts to be fixed by the Executive Board. The dues, fees and assessments shall be equal for all Members of each class, but the Executive Board may, in its discretion, set different dues, fees and assessments for each class. The financial assets will be used for the specific purposes set forth in Article II, Section 2.

Section 3. Good Standing. Those Members who have paid the required dues, fees and assessments in accordance with these bylaws shall be Members in good standing for the term set forth below.

Section 4. Term of Membership. Membership shall be for one (1) fiscal year, July 1 – June 30. All Members who have paid by the dates established by the Executive Board each year shall have all rights accorded to the Membership for that year.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Place of Meetings. Meetings of the members shall be held at any place designated by the Executive Board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting.

Section 2. Annual Meeting. An annual meeting of the members shall be at the annual conference. If an annual conference is not held, an annual meeting of the members will be held either in person or virtually via phone or videoconference.

Section 3. Special Meetings.

- A. Persons Authorized to Call. A special meeting of the members for any lawful purpose may be called at any time by the Executive Board, by the Chair or by ten (10) percent or more Members.
- B. Calling Meetings. A special meeting called by any person (other than the Executive Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the Chair or any member of the Executive Board. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Section 3 of Article IV, stating that a meeting will be held at a specified time and date fixed by the Executive Board, provided, however, that the meeting date shall be at least ten (10) but no more than ninety (90) days after the receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing, or affecting the time at which a meeting of Members may be held when the meeting is called by the Executive Board.
- C. Proper Business of Special Meeting. No business other than the general nature of the business which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 4. Notice Requirements for Membership Meetings.

- A. General Notice Requirements. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each Member entitled to vote at that meeting. The notice shall specify the place, date and hour of the meeting and (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the Members, but except as provided in Section 5 of this Article IV, any proper matter may be presented at the meeting. The notice of any meeting at which Board members are to be elected shall include the names of all persons who are nominees when notice is given.
- B. Notice of Certain Agenda Items. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals.
1. Removing a Board member without cause;
 2. Filling vacancies on the Executive Board;
 3. Amending the articles of incorporation; or
 4. Electing to dissolve 4CSD.
- C. Manner of Giving Notice. Notice of any meeting of Members shall be in writing at least ten (10) but no more than ninety (90) days before the meeting date. The notice shall be given either personally or by first-class, registered or certified mail, or by other means of written communication, charges prepaid and addressed to each Member entitled to vote, at the address of that Member appearing on the books of 4CSD or at the address given by the Member to 4CSD for purposes of notice.
- D. Affidavit of Mailing Notice. An affidavit of the mailing of any notice of any Member's meeting or the giving of such notice by other means may be executed by the chair or any transfer agent of 4CSD, and if so executed, shall be filed and maintained in 4CSD's record archives.

Section 5. Quorum.

- A. Percentage Required. Twenty (20) percent of the voting Members shall constitute a quorum for the transaction of business at any meeting of Members; provided, however, that if any regular, or annual meeting is actually attended in person or by proxy by less than thirty (30) percent of the voting power, the only matters that may be voted on are those of which notice of their general nature was given under the first and second sentences of Section 4. A of this Article IV.
- B. Loss of Quorum. Subject to Section 5. A of this Article IV, the Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members to constitute a quorum.

Section 6. Adjournment and Notice of Adjourned Meetings. Any Membership meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than forty-five (45) days. When a Membership meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If, after adjournment, a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, 4CSD may transact any business that might have been transacted at the original meeting.

Section 7. Decision Making Process.

- A. Manner of Casting Votes for Elections. Voting will be by electronic ballot for the election of Board members or in person on written ballot at an in-person meeting. If the number of people running for a position is equal to the number of positions open, the election will be done by consensus of the current membership.
- B. Approval by Consensus. At both Executive Board and general meetings, all decisions, including amendments to the Bylaws, will be made by consensus of all Members present unless the vote of a greater number or voting by class if required by the California Nonprofit Public Benefit Corporation Law of the articles of incorporation. If consensus cannot be reached at general meetings, decisions will be made by the Executive Board.

- C. Electronic Ballots. Decisions may also be made by electronic ballots. When electronic ballots are used, an affirmative vote of the majority of those voting shall be the act of the Membership.

ARTICLE V: OFFICERS

Section 1. Offices. The officers of 4CSD shall be a Chair, Vice Chair, a Secretary, a Treasurer, a Membership Coordinator, an Elections Coordinator, a Technology Coordinator and a Conference Coordinator, all of whom will be elected by and from the Executive Board. There is no limit to the number of terms for these positions. All officers will deliver to their successor all papers, documents, audited records and funds in their possession within thirty (30) days after vacating office.

Section 2. Officers and Duties.

Elections of officers shall be held at the first meeting of the Executive Board following the election of Board members by the Membership. A nominee is elected to office by consensus.

A. Chair

1. The Chair shall preside at all of the Membership and Executive Board meetings. The Chair shall appoint Committees and shall perform all such duties as usually belong to this office.
2. The Chair shall be an ex-officio nonvoting member of all Committees, except the Nominating Committee, and exercise general supervision over their work and that of other officers in order to insure that the aims and purposes of 4CSD are being met.
3. The chair shall present a written annual program report on or before the conclusion of the Chair's term of office, which will be a part of the official minutes.

B. Vice Chair

1. The Vice Chair shall assist at all the Membership and Executive Board meetings and preside in the absence of the Chair.
2. The Vice Chair shall develop, distribute and analyze an annual needs assessment survey. The results will be published and distributed to the Membership.

C. Secretary

1. The Secretary shall act as the custodian of all documents of 4CSD and will produce these promptly when called upon to do so by the Chair.
2. The Secretary shall record minutes of all the Executive Board meetings and distribute to the board within 30 days after the meeting.
3. The Secretary shall take minutes of the annual Membership meeting and distribute to the membership.

D. Treasurer

1. The Treasurer shall keep an accurate account of all funds received and disbursed. The Treasurer shall render a statement to the Executive Board and 4CSD at all regular meetings of the Executive Board and Membership.
2. The Treasurer shall have custody of all financial documents of 4CSD and shall make these available to the Chair and the Executive Board on demand. The Treasurer shall render a complete yearly inventory of all such documents in his/her possession, which shall be properly filed, and shall render a complete report at the annual meeting.

E. Elections Coordinator

1. The Elections Coordinator presides over the Executive Board election process.
2. The Elections Coordinator shall not be held by a board member who is up for re-election.

F. Membership Coordinator

1. The Membership Coordinator sends out the annual membership invoice to all California community colleges.
2. The Membership Coordinator maintains records of all past and current memberships.

G. Conference Coordinator

1. Facilitates all aspects of Conference planning in conjunction with Conference Committee

H. Technology Coordinator

1. Updates and maintains the 4CSD website.
2. Assists with technology as appropriate.

ARTICLE VI: EXECUTIVE BOARD

Section 1. Composition. Number of Executive Board members shall not be more than ten (10) members and not fewer than five (5) members with equal members being from both Northern and Southern California.

Section 2. Qualifications. No person shall be a Board Member of 4CSD who is not a member of 4CSD.

Section 3. Term of Office. The term of office shall be two (2) years, with one-half (1/2) of the directors elected each year. Term of office shall begin on July 1 of the year elected. Executive Board members may be reelected for any number of terms.

Section 4. Powers. The Executive Board shall have all authority over the affairs of 4CSD during its tenure of office, and they shall be responsible for carrying out the policies for the conduct of its business and provided that they do not conflict in any manner with these bylaws. Current members of the 4CSD Executive Board are not eligible to nominate or receive awards.

Section 5. Quorum. A quorum of the Executive Board shall be fifty (50) percent.

Section 6. Filling a Vacancy. Should a vacancy occur before a Board member has served his/her complete term, the Executive Board shall appoint an interim member from the region of the vacancy to serve until the next regularly scheduled election.

ARTICLE VII: ANNUAL ELECTION OF THE EXECUTIVE BOARD

Section 1. Election Committee. The Chair shall appoint an Election Committee sixty (60) days prior to the 4CSD elections.

- A. Call For Nominations. The Election Committee shall distribute a call for nominations to the Membership asking for names in writing.
- B. Nominations. All nominees must be members of the organization, Institutional or Individual, and provide written authorization of support from their college or district office.

Section 2. Duties. Election Committee shall render a report to the Membership of a slate of nominees for each vacancy.

Section 3. Elections. Elections for those positions becoming vacant as prescribed in these bylaws shall be by ballot during the spring. There shall be one vote per Institution or Individual Membership. The contact person for the institution casts the ballot for the institution. The nominees receiving the highest number of votes are elected.

ARTICLE VIII: COMMITTEES

Special Committees and Representatives. The Chair may appoint from time to time such special committees and representatives as the Chair deems necessary and proper to the function of 4CSD.

ARTICLE IX: ADMINISTRATION

Section 1. Compensation of Officers and Executive Board. No salary shall be paid to any officer or board member for any services or special duty rendered to 4CSD.

Section 2. Compensation for Other. No salary or other monies may be paid to any person or firm to accomplish the duties herein without consensus of the Executive Board.

Section 3. Acts of Corporation. No person shall act in the name of 4CSD except as authorized in these bylaws or by the Executive Board or the Chair. No person shall, without prior approval of the Chair of Executive Board, send any letter, notice or written communication in the name 4CSD.

Section 4. Fiscal Year. The fiscal year end of 4CSD shall be June 30.

ARTICLE X: DISSOLUTION

The property of 4CSD is irrevocably dedicated to charitable and educational purposes. On the dissolution of 4CSD, after paying or adequately providing for the debts, obligations and liabilities of 4CSD, the remaining assets of 4CSD shall be distributed on a pro rata basis to the Institutional Members at the time of the dissolution that are California Community Colleges or their foundations established as tax-exempt organizations under Internal Revenue Code §501 ©(3) and under California Revenue and Taxation Code §23701d (or the corresponding section of any future California revenue and tax law).

ARTICLE XI: AMENDMENTS

Amendments to these bylaws may be proposed by written request of any Member. Such proposed amendment shall be presented to the Executive Board that shall consider such proposed amendment, and then submit amendment in writing with recommendation to all Members at least thirty (30) days prior to consideration by 4CSD. Each proposed amendment will be presented and discussed at the regular meeting, and will be considered approved upon official recording of the consensus reached by the Executive Board and by the Members at a regular special meeting at which a quorum was present.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the California Community College Council for Staff Development, Inc., a California nonprofit public benefit corporation, and the above Bylaws, consisting of eleven (11) pages are the Bylaws of 4CSD as consented to by the Membership by ballot in December, 1992. Executed at _____, California, this ____ day of _____ (month & year).

Secretary