

California Association of Judgment Professionals, a Non Profit Organization

BYLAWS
Amended August 31, 2015

TABLE OF CONTENTS

ARTICLE		PAGE
Article 1	Identification	
	Section 1. Name	3
	Section 2. Location of Principal Office	3
	Section 3. Purpose and Objectives	3
Article 2	Membership	
	Section 1. Classes	3
	Section 2. Types of Membership	3
	Section 3. Membership Qualification Standards	4
	Section 4. Dues	5
	Section 5. Membership Quorum	5
	Section 6. Proxies	5
Article 3	Directors	
	Section 1. Powers	6
	Section 2. Number and Qualification of Directors	6
	Section 3. Election, Term of Office	6
	Section 4. Quorum	7
	Section 5. Vacancies	7
	Section 6. Meetings	7
	Section 7. Reimbursement	9
Article 4	Officers	
	Section 1. Composition	9
	Section 2. Eligibility for Office	9
	Section 3. Duties and Powers	9
	Section 4. Resignations, Incapacities and Vacancies	11
	Section 5. Removal From Office	11
Article 5	Committees and Appointed Representatives	
	Section 1. Classes	11
	Section 2. Titles and Duties of Committees and Appointed Representatives	12

Article 6	Grievance Procedures	
Section 1	Method of Filing	13
Section 2	Response and Investigation	13
Section 3	Maintenance of Grievance Records	14
Article 7	Voting Procedures	
Section 1	Nominating Procedures	14
Section 2	Voting Procedures	14
Article 8	Rules of Order	
Section 1	General Conduct	14
Section 2	Sergeant at Arms	15
Article 9	Indemnification	
Section 1	Indemnification	15
Section 2	Insurance	15
Section 3	Advance Expenses	15
Section 4	Scope of Indemnification	15
Article 10	Amendment of Bylaws	
Section 1	Procedure	15
Article 11	Records	16
Article 12	Waiver	16

Article 1
IDENTIFICATION

Section 1. Name

- A. The name of the association shall be the CALIFORNIA ASSOCIATION OF JUDGMENT PROFESSIONALS, A Non-Profit Organization and shall be commonly known as the California Association of Judgment Professionals and/or the CAJP. All further references will be made to the Association.
- B. The Association is Incorporated as a California non-profit, mutual benefit corporation without capital stock.

Section 2. Location of Principal Office

601 Van Ness Ave., Suite E450, San Francisco, CA 94102, or as determined by the Board of Directors (“Board”)

Section 3. Purpose and Objectives

- A. To provide continuing education specific to judgment enforcement.
- B. To develop a member-driven Association of judgment enforcement professionals that is committed to the highest standards of ethics and professionalism.
- C. To seek and disseminate educational material relative to judgment enforcement to its members.
- D. To encourage and seek recognition that will promote and support the judgment enforcement industry.
- E. To encourage and seek affiliations with other professional organizations that will promote and support the judgment enforcement industry.
- F. To function under the standard regulations governing a California non-profit, mutual benefit corporation further defined by the Bylaws of the Association.

Article 2
MEMBERSHIP

Section 1. Classes

The Association shall be composed of two Classes of Membership: voting and non- voting. Voting members shall consist of Regular Members; non-voting shall consist of all other members.

Section 2. Types of Membership

The Association shall have the following types of membership:

- A. **REGULAR:** A member who personally and regularly enforces judgments in the State of California and has fulfilled the membership qualification standards as outlined in Section 3A of this Article. Regular Membership shall be the only type of membership with voting privileges.
- B. **PROVISIONAL:** All members join the Association as Provisional until they qualify for another type of membership. A member who fulfills the Provisional Membership qualification standards as outlined in Section 3B but who does not meet the requirements of any other membership type as outlined in Section 3 of this Article. Provisional Members shall not be listed on the Association website member roster and are not entitled to use any version of the CAJP name or logo in any of their marketing materials.

- C. ASSOCIATE: A judgment enforcement professional who fulfills the membership qualification standards as outlined in Section 3C of this Article and who could otherwise qualify as a Regular Member but for their geographical area of practice.
- D. AFFILIATE: An individual or business entity, not in judgment enforcement, which supports judgment enforcement by its business, such as: information provider, service of process, document preparation, etc.
- E. HONORARY: An individual nominated by any member and approved by the Board for their individual contribution to the profession. Membership fees and registration fees for Association educational events are waived for Honorary Members.

Section 3: Membership Qualification Standards

- A. Registrants for Regular Memberships shall:
 1. Complete a membership application, submit evidence of experience as a judgment enforcer in California as determined by Board policy and attend one (1) fundamentals of judgment enforcement class sponsored by the Association or have obtained equivalent education as determined by the Board.
 2. Provide evidence of their business operation, such as a business license, dba statement or Articles of Incorporation, that have been valid for at least one year in the judgment recovery business.
 3. Pass a basic certification exam with a score of 75% or better, unless the registrant is an attorney.
 4. Complete continuing education credits as determined by Board policy. Failure to complete continuing education credits may result in suspension or reversion to Provisional Member as determined by Board policy.
 5. Complete any other requirements, as determined by the Board, filed in the Policy Index of the Association.
 6. Submit evidence of court filed satisfactions of Judgment, as determined by Board policy.
 7. Maintain a current dues status as outlined in Section 4 of this Article.
- B. Registrants for Provisional Memberships shall:
 1. Complete a membership application.
 2. Complete any other requirements, as determined by the Board, filed in the Policy Index of the Association.
 3. All registrants for membership in the Association will join as a Provisional Member until the Membership Committee verifies all documentation and places the member into the proper type of membership.
 4. Maintain a current dues status as outlined in Section 4 of this Article.
- C. Registrants for Associate Memberships shall:
 1. Complete a membership application and submit evidence of experience as a judgment enforcer as determined by Board policy.
 2. Provide evidence of their business operation, such as a business license, dba statement or Articles of Incorporation., or affirm that there are no state specific requirements.
 3. Complete any other requirements, as determined by the Board, filed in the Policy Index of the Association.
 4. Submit evidence of court filed satisfactions of Judgment (or equivalent), as determined by Board policy.
 5. Maintain a current dues status as outlined in Section 4 of this Article.

Section 4. Dues

A. Financial Obligation

1. All members are to keep their dues current.
2. There will be no refund of dues for termination, resignation or suspension of membership.

B. Dues

1. All annual dues are due and payable on March 1.
2. All registrants shall remit the full amount of current annual dues upon submitting application.
3. Renewal shall be as follows:
 - a. Members will be sent a renewal notice a reasonable time prior to the renewal date of March 1 to the member's current email address on file with the Association.
 - b. If dues are not received by March 31, the member shall be removed from the email group.
 - c. If dues are still not received by April 15, the member shall be removed from the membership roster and lose all benefits of Association membership.
 - d. If any former member wishes to reinstate their membership after being removed from the membership roster, he/she may do so by paying the full annual membership fee.
4. Prorated schedule for first time renewals shall be as follows:
 - a. Membership applied for between January and March of previous year shall pay 100% of current dues.
 - b. Membership applied for between April and June of previous year shall pay 75% of current dues.
 - c. Membership applied for between July and September of previous year shall pay 50% of current dues.
 - d. Membership applied for between October and December of previous year shall pay 25% of current dues.
 - e. Membership applied for between January and March, inclusive, of current year will owe 100% of dues for the current year due on March 1st of the year joined.
 - f. There shall be no prorating of dues beyond the first renewal.

Section 5. Membership Quorum

- A. Total of all members voting in an election will constitute a quorum. A simple majority of this quorum will constitute a decision.
- B. Pursuant to Corporations Code section 7512, if the total of all members voting is less than one-third of the regular membership, then the only matters that may be voted upon at any regular meeting actually attended by, in person or by proxy, are matters of the general nature of which was given.

Section 6. Proxies

- A. A proxy may be given to any Regular Member who may represent a Regular Member in both discussion and vote. All proxies must be in writing and given to the President and Secretary prior to any relevant discussion or vote. Proxies can be given for all votes other than those where only a Director can vote.

Article 3
DIRECTORS

Section 1. Powers

- A. Subject to the provisions of the Articles of Incorporation, these Bylaws, and the California Non-Profit Mutual Benefit Corporation Law, the business and affairs of the Association shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors (“Board”). Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:
1. To prescribe the powers and duties for officers, agents and employees as may not be inconsistent with law or with the Articles or these Bylaws, fix their compensation, and require from them security for faithful service.
 2. To conduct, manage and control the affairs and business of the Association and to make such rules and regulations therefore not inconsistent with law or with the Articles or these Bylaws, as they may deem best.
 3. Adopt, make and use a corporate seal and alter the form of the seal.
 4. Borrow money and incur indebtedness on behalf of the Association and cause to be executed and delivered for the Association’s purposes, in the Association’s name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities;
 5. To the extent permitted by the exempt status of the organization, to carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may legally engage.

Section 2. Number and Qualification of Directors

- A. The number of Directors shall be not less than seven (7) or more than thirteen (13), with the exact number of Directors to be fixed by a majority of the current authorized and acting Directors.
- B. In compliance with Corporations Code section 7220, the Directors serving on the Board shall be elected to the following groups:
1. “Group 1” shall consist of three Directors
 2. “Group 2” shall consist of two Directors
 3. “Group 3” shall consist of one Director
 4. “Group 4” shall consist of one Director
 5. “Group 5” shall consist of any Directors added following the adoption of this amendment.
- C. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of said Director’s term of office, unless a Director is affirmatively removed as hereinafter provided.
- D. Directors need not be residents of the State of California; but must be a Regular Member in good standing and have been a member of the Association for a minimum of one year at the commencement of the proposed term.

Section 3. Election, Term of Office

- A. In compliance with Corporations Code section 7220, a Director’s term of office on the Board shall be staggered so that elections occur in the following manner:
1. “Group 1”: Each incoming Director shall serve a three-year term and elections shall be staggered so that every year a Director term expires and a new Director is elected to this group;
 2. “Group 2”: Each Director shall serve a two-year term and elections shall be staggered so that every year a Director term expires and a new Director is elected to this group;

3. "Group 3": The Director shall serve a one-year term;
 4. "Group 4": The Director shall serve a one-year term;
 5. "Group 5": The Director shall serve a one-year term;
- B. All terms commence January 1st and terminate December 31st.

Section 4: Quorum

- A. A majority of the Directors then in office, including one Director from Group 1, described in Sections 2 and 3 of this Article, constitute a quorum of the Board for the transaction of business except to adjourn, as hereinafter provided. Every act or decision done or made by the majority of the Directors present, at a meeting duly held at which a quorum is present, shall be regarded as the act of the Board, subject to the provisions of law or the articles of incorporation.
- B. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the departure of Director(s), if any action taken is approved by at least a majority of the required quorum for such meetings.
- C. Notwithstanding any provisions contrary to law, or provided in these Bylaws or the Articles of Incorporation of this Association, no business shall be considered by the Directors at any meeting at which a quorum is not present (subject to subsection B). The only Motion which the Chair shall entertain at such meeting is a Motion to adjourn.

Section 5. Vacancies

- A. Events Causing Vacancy. A vacancy or vacancies in the Board shall be deemed to exist on the occurrence of any of the following:
 1. Removal from the Board by a majority vote of the Regular Members;
 2. The death, resignation, or legally declared incompetency of any Director;
 3. The increase in the authorized number of Directors;
 4. The declaration by resolution of the Board of a vacancy of the office of a Director who has been declared of unsound mind by a final order of a court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Section 7230 and following of the California Nonprofit Mutual Benefit Corporation Law;
 5. The vote of a majority of the Directors then in office to remove a Director; or
 6. The failure to elect the number of Directors to be elected at a meeting at which any Director or Directors are to be elected.
- B. Resignations. Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except upon notice to the Attorney General, no Director may resign when the Association would then be left without a duly elected Director or Directors in charge of its affairs.

Section 6. Meetings

- A. Location (was previously in Article 5 – meetings)
 1. The January meeting will be held in conjunction with the Annual Meeting and must be held in a physical location. If there is a second meeting held in a physical location then one of the meetings will be held in the northern part of California and the other in the southern part of California. The meeting locations will be chosen by the Director also serving as the President.
 2. One meeting will float and be held in conjunction with the Annual Conference.

3. One meeting will be held at a location decided by the President.
- B. Participation by Telephonic Conference. Except for the floating meetings held in conjunction with the Annual Conference and Annual Meeting, described in Section 6(A)(1) and (2) of this Article, Directors may participate in a meeting through the use of conference telephone, electronic video screen communications, or other communication equipment, as long as all members participating in the meeting can communicate with all of the other members concurrently, each member is provided the means of participation in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken, and the Association adopts and implements some means of verifying that the person communicating by telephone, electronic video screen, or other communications equipment is a Director entitled to participate in the board meeting, and that all statements, questions, actions or votes were made by that Director and not by another person not permitted to participate as a Director.
- C. Dates
1. Board meetings will be either Saturday or Sunday on the second weekend of the first month of every quarter with the exception of the quarter in which the conference is scheduled. That quarter's meeting will coincide with the annual conference and be held on Friday night before the conference.
 2. The Annual Meeting, will be held either Saturday or Sunday on the 2nd weekend of January each year. New Directors will be installed at the Annual Meeting.
 3. The Board may, for good cause, change a Board meeting date by a majority vote.
- D. Closed Sessions
1. A meeting or portion of a meeting of the Board may be closed to persons not serving on the Board at the request of the Director also serving as President or Immediate Past President.
 2. Closed sessions will only be used to discuss issues of a sensitive nature, such as the budget, personnel issues, legal actions, and proprietary practices or materials.
 3. At the discretion of the Director also serving as President or Immediate Past President, advisors and/or standing committee chairs may be invited to serve in an advisory capacity.
 4. Minutes shall not be taken during these sessions unless the Director also serving as President directs otherwise.
- E. Emergency Meetings
1. Emergency meetings may be called at the discretion of the Director also serving as President.
 2. Emergency meetings may only be called to handle business that cannot be deferred until the next regularly scheduled meeting and shall be conducted in the most economical and expeditious manner possible.
- F. Notice
1. In accordance with Corporations Code section 20 and 7211, the Association may send meeting notices, annual reports, and all other materials ("Records") to officers and Directors by electronic transmission at the e-mail address or facsimile number on record for each officer and Director pursuant to a Consent to Electronic Notice executed by, and provided by each officer and Director. Notice of location and time of regular Board meetings shall be published to the general membership not less than 14 days prior to the meeting.
 2. In the event of the calling of an emergency Board meeting, notice to the Board and membership shall be no less than 48 hours.

Section 7. Board Reimbursement

- A. Board Members will be reimbursed for reasonable expenses incurred to attend Board meetings in the following manner:
 - 1. Reimbursement policy will be determined by the Budget and Planning Committee and approved by the Board on an annual basis.
- B. Committee Chairpersons, Directors, and others requested to appear at a Board meeting will be reimbursed at the same rate as Directors.
- C. The Budget and Planning Committee may adjust the reimbursement allowance as necessitated by any change in revenue or projected revenue.

Article 4 OFFICERS

Section 1. Composition

- A. The Officers of the Association shall be composed of: Immediate Past President, President, Vice- President/President Elect, Secretary, Treasurer and two Directors at Large.

Section 2. Eligibility for Office

- A. One person may not hold more than one elective office in the Association at the same time.
- B. Candidates for office must be a Regular Member in good standing and have been a member of the Association for a minimum of one year at the commencement of their proposed term.
- C. Notwithstanding any other provision of these Bylaws, only members elected to the Board of Directors shall serve as Officers. The Officers shall be drawn from the groups described in Section 2 and 3 of Article 3 in the following manner:
 - 1. From "Group 1", the Director in the third and final year of his/her term shall serve as Immediate Past President.
 - 2. From "Group 1", the Director in the second year of his/her term shall serve as President.
 - 3. From "Group 1", the Director in the first year of his/her term shall serve as Vice President/President-Elect.
 - 4. From "Group 2", the Director shall serve as Director at Large.
 - 5. From "Group 3", the Director shall serve as Secretary.
 - 6. From "Group 4", the Director shall serve as Treasurer.

Section 3. Duties and Powers

- A. The President shall:
 - 1. Preside at all meetings of the Association and appoint a delegate or personally represent the Association on proper occasions and business contacts.
 - 2. Have general supervision over the affairs of the Association.
 - 3. Have full voting rights on issues before the Board.
 - 4. Chair the Budget and Planning Committee.
 - 5. Along with the Secretary and/or Treasurer, sign contracts and/or other instruments, which the Board has authorized to be executed and otherwise, authorize expenditures of the Association funds.

6. Be an authorized signatory on the Association checking account at Board's discretion.
7. Create committees as required to promote the interests of the Association. Such committees shall serve until the next annual meeting of the Association and may be reappointed at the discretion of the serving President.
8. Make appointments, unless otherwise provided in these Bylaws, to fill vacancies on Standing and Special Committees.
9. Serve as an ex officio member of all committees unless a President's delegate is appointed to serve in this capacity.
10. To assist other Board members in their records, correspondence and other duties when necessary.
11. Promote the interests of the Association and participation by members of the Association.

B. The Vice-President shall:

1. Be the President Elect.
2. Perform the duties of the President in his/her absence or whenever that person is unable to act.
3. Be a member of the Budget and Planning Committee.
4. Have full voting rights on issues before the Board.
5. Update the historical CAJP Policy Index after each quarterly Board Meeting and submit to Secretary for inclusion with Minutes of the Annual Meeting in January.

C. The Immediate Past President shall:

1. Preside over Board meetings in the absence of the President and Vice President.
2. Act as senior officer of the Board to provide necessary links to the tradition and history of the Association.
3. Be a member of the Budget and Planning Committee.
4. Be an authorized signatory on the Association checking account, at Board's discretion.
5. Hold the title of President Emeritus for life and be exempt from paying membership dues.
6. Preside over all electronic voting.
7. Be the chair of the Nominations Committee.
8. Have full voting rights on issues before the Board.

D. The Secretary shall:

1. Keep a record of all meetings of the Association.
2. Provide proper notification of regular or special meetings.
3. Handle all Association correspondence.
4. Place an updated member roster, obtained from the Membership Chairman, in the record book at each meeting of the Board.
5. Place all Association legal papers, all reports, minutes, rosters and pertinent correspondence in a record book.
6. Provide an agenda for all Board meetings.
7. Perform such other duties as normally fall to that office.
8. Have full voting rights on issues before the Board.
9. Keep a record of all online motions and votes.

E. The Treasurer shall:

1. Keep the Association financial records.
2. File the financial documents required by governmental agencies.
3. Provide a signed financial report at each Board meeting.

4. Be an authorized signatory on the Association checking account.
 5. Be a member of the Budget and Planning Committee.
 6. Have the Association receipts, disbursements and bank records and all accounting records made available for review for the review committee.
 7. Have full voting rights on issues before the Board.
 8. Performs such other duties as normally fall to that office.
- F. The Directors at Large shall:
1. Gather member input on issues of concern and provide this information to the Board.
 2. Perform such other duties are assigned to them by the President.
 3. Have full voting rights on issues before the Board.

Section 4. Resignations, Incapacities and Vacancies

Resignations, incapacities or vacancies shall be filled as follows:

- A. President or Vice President
 1. If the Presidency becomes vacant, the Vice President will serve the remainder of the term as acting President and then accede to the Presidency the following year.
 2. If the remaining term is less than 90 days, no election will be held until the next regular election.
 3. If the remaining term is greater than 90 days, a special election shall be held to replace the Vice President.
- B. If the Immediate Past President vacates or is vacated from his/her position, the previous Immediate Past President will be appointed to fill the remaining term.
- C. When the Immediate Past President or Vice President is acting as the President, they will have no voting rights except those normally held by the President.
- D. Other Board vacancies will be filled by appointment by the Board for the balance of the term.

Section 5. Removal from Office

Officers may be removed from office by a majority vote of the Regular Members.

Article 5

COMMITTEES AND APPOINTED REPRESENTATIVES

Section 1. Classes

- A. Standing Committees
 1. Standing Committees created by these Bylaws shall be considered permanent committees created to accomplish objectives determined by the Board.
 2. Chairpersons shall be considered permanent and will serve until resignation or replacement by the Board.
- B. Special Committees
 1. Shall be formed by consent of the Board for a specified purpose.
 2. Members shall serve until the specified purpose is accomplished or until replaced or reinstated by the incoming Board.
- C. Advisor(s) to the Board
 1. One or more may be appointed by the President and confirmed by the Board.
 2. Shall serve a term of ending that calendar year.

Section 2. Titles and Duties of Committees and Appointed Representatives

A. Titles

1. Standing committees: Ethics and Grievance, Budget and Planning, Education, Membership, Nominations and Legislative.
2. Special committees: Conference Committee and other committees as deemed necessary by the Board.

B. Duties and Responsibilities

1. The Ethics and Grievance Committee shall:
 - a. Develop a grievance procedure that will establish parameters of authority and methods of enforcement.
 - b. Appoint members to serve on a panel to hear grievance complaints and make recommendations for resolution of these complaints.
 - c. Present panel recommendations to the Board.
 - d. Grievances will be between members only and the Association will not become involved in its member's business affairs by entertaining grievances from non-members.
2. The Budget, Planning and Finance Review Committee shall:
 - a. Consist of the President, Vice President, Immediate Past President and the Treasurer.
 - b. Develop an annual budget for the Association.
 - c. Plan for the direction and future of the Association.
 - d. Propose major activities and Association involvements.
3. The Education Chair shall:
 - a. Oversee the planning and execution of all Association sponsored educational events.
 - b. Approve the educational events of other organizations that meet the standards to qualify as continuing education courses.
 - c. Appoint the Conference Committee Chairperson and act as liaison to the Board for this committee.
 - d. Oversee the development and administration of the certification examination administered to registrants. The Association will maintain sole proprietary interest in the certification examination.
 - e. Coordinate with the Membership Chair to record and verify continuing education compliance.
 - f. Post all Educational events on the Association website and oversee the proper registration and credit for attendees of each event and confirm with Treasurer.
 - g. Oversee the Webinar portion of the Education Committee.
4. The Membership Chair shall:
 - a. Be appointed by the Board of Directors.
 - b. Maintain a current roster of all members.
 - c. Process all applications for memberships and place each registrant into the proper type of membership once all documentation is obtained.
 - d. Maintain proof of business entity submitted by applicants.
 - e. Administer basic certification examination.
 - f. Notify members of dues renewal and forward all dues to the Treasurer.
 - g. Coordinate with the Education Chair to track all continuing education requirements and monitor that all members are in compliance with

- requirements.
- h. Be responsible to upload all documentation for each member onto the administration portion of the Association's website.
- i. Deactivate members for non-payment.
- 5. Nominating Committee Chair shall:
 - a. Be the Immediate Past President
 - b. Present a slate of officers to the membership.
 - c. Manage the election procedures.
- 6. Legislative Committee Chair shall:
 - a. Monitor proposed changes in California and national law to the mission of the Association.
 - b. Develop new White Papers and amend existing White Papers on topics of importance to our membership. Papers must be reviewed for accuracy by a licensed attorney member before publication. Papers must include a disclaimer.
 - c. Shall be appointed by the President and confirmed by the Board.
 - d. Upon a report to the Board by the Legislative Chair, and upon the Board approval, may solicit money from members of the Association, and non-members, for the purpose of donating money to issues germane to the mission of the Association, so long as political activity shall not become the primary activity of the Association.
 - e. Shall not use funds from membership dues for lobbying or political purposes and activities. Funds to be used for lobbying or political purposes shall be held in a bank account that is separate from funds held for other purposes and shall be managed by the Treasurer. Funds for lobbying or political purposes can come from Association activities which are not mandated fees to members of the Association.

Article 6 GRIEVANCE PROCEDURES

Section 1. Method of Filing

- A. Grievances shall be made to the Grievance Chairperson directly in writing.
- B. The Grievance Chairperson will advise the President of the Association.

Section 2. Response and Investigation

The Grievance Chairperson shall, if requested by the President, do the following:

- 1. Investigate the basis of the complaint.
- 2. Form an Investigative Committee consisting of one Board member and two Regular members.
- 3. Forward a copy of the complaint to the subject in question.
- 4. Forward any response from the subject in question to the President.
- 5. Present investigation findings to the Board if necessary.
- 6. Initiate appropriate disciplinary procedures as outlined in the Grievance Protocol.

Section 3. Maintenance of Grievance Records

The Grievance Chairperson shall:

1. Allow no examination of a grievance file except by the Grievance Committee and the President, except upon written authorization by the Board.
2. Keep all records in connection to a grievance in their confidential possession for the duration of their term.
3. Upon the completion of their term, they shall place grievance records in a sealed envelope with the permanent Association records.

Article 7
VOTING PROCEDURES

Section 1. Nominating Procedures

- A. The nomination procedure shall take place on the Association email group.
- B. All regular members in good standing are eligible for nomination to office.
- C. To nominate someone to office, the permission of the nominee must first be obtained.
- D. All nominees shall publish a short biography/introduction on the Association email group at the close of nominations.
- E. The nomination period will be November 10th through November 30th each year.

Section 2. Voting Procedures

- A. All voting will be done electronically.
- B. The Immediate Past President shall conduct all elections.
- C. The Association vote shall be by secret ballot.
- D. The voting period will be from December 1st through December 15th each year.
- E. The candidate receiving the majority of the votes cast for the Board position will be elected.
- F. Results will be published on the Association email group within 3 days of the close of the polls.
- G. In the event that no candidate receives a majority of the votes, a run-off election will be held the following week between the two candidates receiving the most votes.
- H. In the event a position is unopposed, an election for that position need not take place.
- I. All Regular members in good standing are eligible to vote.

Article 8
RULES OF ORDER

Section 1. General Conduct

- A. Proceedings at meetings shall be conducted in such manner as is established by the President.
- B. In the event of a dispute or question as to the manner of proceeding, the meeting shall proceed in accordance with the Parliamentary Procedures as set forth in the latest edition of "Robert's Rules of Order."
- C. The Association will comply with all American with Disability Act requirements regarding Service Animals at all Association functions.

Section 2. Sergeant at Arms

- A. The President, at his/her discretion, may appoint a meeting attendee to act in the capacity Of Sergeant at Arms.
- B. The Sergeant at Arms will insure that business is conducted in an orderly manner.

Article 9
INDEMNIFICATION

Section 1. Indemnification

- A. To the fullest extent permitted by then applicable law, the Association shall indemnify, reimburse and hold harmless its “agents” as defined in Section 7237 of the California Nonprofit Mutual Benefit Corporation Law or such other section which may hereafter replace such section, to the fullest extent permitted by Section 7237 and applicable law.

Section 2. Insurance

- A. The Association shall have the power to purchase and maintain insurance on behalf of any agent of the Association against any liability asserted against or incurred by the agent in such capacity or arising out of the agents status as such, whether or not the Association would have the power to indemnify the agent against such liability under the provisions of this Article.

Section 3. Advance of Expenses

- A. The Association shall advance funds to be used for expenses incurred in defending any proceeding, prior to the final disposition of such proceeding, upon approval by a majority of the authorized number of Directors and upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it shall be determined ultimately that he/she is entitled to be indemnified as authorized in this Article or by applicable law.

Section 4. Scope of Indemnification

- A. The right of indemnification provided in this Article shall inure to the Directors and each person referred to in this Article and, in the event of such person’s death, shall extend to such person’s legal representatives. The right of indemnification provided in this Article shall not be exclusive of any other rights to which any such person, or any other individual, may be entitled as a matter of law, or under any agreement, vote of the Directors of otherwise.

Article 10
AMENDMENT OF BYLAWS

Section 1. Procedure

- A. Proposed Amendments shall be presented to the Board for consideration 21 days prior to a Board vote of approval.
- B. The Board shall vote to recommend approval or non-approval of the proposed Bylaw change, and shall then pass on to the Regular Membership the proposed Amendments with the Board’s recommendation.
- C. The proposed Amendments shall be presented to the Regular Membership 60 days before the date of voting for Regular Membership approval.

D. A simple majority vote of the of Regular Membership, or a quorum that meets the requirements of Section 5(B) of Article 2, is required to amend the Bylaws; however, such adoption, amendment or repeal also requires approval by the members of a class of the members if such action would:

1. Materially and adversely affect the rights, privileges, preferences, restrictions or conditions of that class as to voting, dissolution, redemption, or transfer in a manner different than such action affects another class;
2. Materially and adversely affect such class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions or conditions of another class;
3. Increase or decrease the number of memberships authorized for such class;
4. Increase the number of memberships authorized for another class;
5. Effect an exchange, reclassification or cancellation of all or part of the memberships of such class; or
6. Authorize a new class of memberships, or the minimum required amount to establish a quorum, established by California Corporation Code.

Article 11
RECORDS

The Association shall maintain adequate and correct accounts, books and records of its business and properties. All these books, records, and accounts shall be kept at its principle place of business in the State of California, as fixed by the Board of Directors from time to time.

Article 12
WAIVER

No waiver by the Association of any violation of these Bylaws by a Member, Director, or officer, or requirement of obtaining Association's consent shall be deemed a waiver of any other provision of these Bylaws or any subsequent breach of the same provision or a waiver of any necessity for further consent.

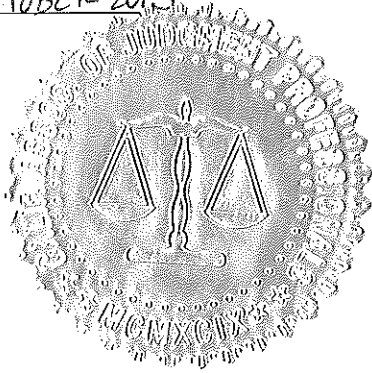
CERTIFICATE OF SECRETARY

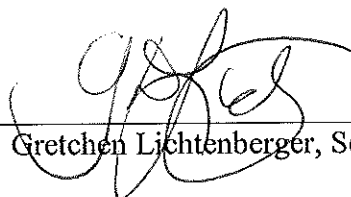
I, the undersigned, do hereby certify:

1. That I am the Secretary of the California Association of Judgment Professionals, a California non-profit, mutual benefit corporation; and
2. That the foregoing Bylaws constitute the Bylaws of said Association as adopted by a vote of the membership of the Association on August 31, 2015.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the Association as of

10 OCTOBER 2015





Gretchen Lichtenberger, Secretary