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**Bylaws of the
California State Psychological Association Foundation
A California Nonprofit Public Benefit Corporation**

(Revised January 16, 2016)

Table of Contents

ARTICLE I ORGANIZATION	4
Section 1 Name	4
Section 2 Principal Office	4
Section 3 Mission	4
Section 4 Diversity Statement	4
ARTICLE II MEMBERSHIP	4
Section 1 Members	4
ARTICLE III BOARD OF DIRECTORS	5
Section 1 Powers	5
Section 2 Chief Executive Officer	5
Section 3 Number of Directors	5
Section 4 Membership	5
Section 5 Selection and Term of Office	5
Section 6 Vacancies	5
Section 7 Place of Meeting	5
Section 8 Annual Meetings	6
Section 9 Regular Meetings	6
Section 10 Special Meetings	6
Section 11 Quorum	6
Section 12 Participation in Meetings by Conference Telephone	6
Section 13 Action without Meeting	6
Section 14 Rights of Inspection	6
Section 15 Committees	6
Section 16 Fees and Compensation	7
ARTICLE IV OFFICERS	7
Section 1 Election of Officers	7
Section 2 Removal	7
Section 3 Vacancies	7
Section 4 Chair of the Board	7
Section 5 Vice-Chair	7
Section 6 Secretary	8
Section 7 Treasurer	8

ARTICLE V	OTHER PROVISIONS	8
Section 1	Endorsement of Documents; Contracts	8
Section 2	Construction and Definitions	8
Section 3	Amendments	8

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ARTICLE I ORGANIZATION

Section 1 Name

This organization shall be known as “The California Psychological Association Foundation,” hereafter referred to in these bylaws as “CPA-F.”

Section 2 Principal Office

The Corporation’s principal office is fixed and located at 1231 I Street, Suite 204, Sacramento, California. The Board of Directors (herein called the “Board”) is granted full power and authority to change said principal office from one location to another. Any such change shall be noted on the Bylaws opposite this section, or this section may be amended to state the new location.

Other Offices. Other business offices may at any time be established by the Board at any place or places where CPA-F is qualified to do business.

Section 3 Mission

The CPA Foundation (CPA-F) was established in 1987 as a 501 (c) (3) non-profit organization. The Foundation is a charitable and educational organization committed to improving the health and psychological wellbeing of individuals and communities throughout California. The Foundation holds cultural competence to be a core value and an emphasis in all its activities.

Section 4 Diversity Statement

In Principal and in practice, CPA-F values and seeks participation of everyone. CPA-F treats all people with respect and without discrimination and promotes full participation irrespective of gender, gender identity, race, religion, ethnicity, culture, national origin, age, sexual orientation, disability, language, or socioeconomic status. CPA-F implements and adheres to policies and procedures that discourage harassment and other behaviors that infringe upon the freedom and respect that every individual deserves.

ARTICLE II MEMBERSHIP

Section 1 Members

The Corporation shall have no members. Any action for which there is no specific provision in the Nonprofit Public Benefit Corporation Law applicable to a corporation which has no members and which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the directors.

ARTICLE II BOARD OF DIRECTORS

Section 1 Powers

The Board of Directors shall be the governing body of the CPA-F. Subject to any limitations of law, the Articles of Incorporation or these Bylaws, 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. The Board may delegate the management of the activities of the Corporation to Officers, committees, and agents, 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.

Section 2 Chief Executive Officer

The CEO of CPA shall serve as the Chief Executive Officer of the Foundation and serves at the direction of the Board. The CEO shall have access to all meetings of the Board and Board Committees.

Section 3 Number of Directors

The authorized number of directors shall not be less than three (4) nor more than ten (10), with the exact number of Directors to be fixed, within the limits specified, by approval of the Board. At least a majority of the Directors shall be members of the California Psychological Association, and at least two officers shall be members of CPA. The composition of the Board shall reasonably reflect the ethnic diversity of the State of California.

Section 4 Membership

The Board of Directors shall consist of: (1) all officers of the Corporation as set forth below in Article IV, Section 1; and (2) all duly elected Directors as set forth below in Article III, Section 4.

Section 5 Selection and Term of Office

Directors shall be elected at each annual meeting of the Board. Directors shall serve for terms of two (2) years. Membership on the board shall be limited to three consecutive terms unless otherwise agreed to by at least a two-thirds vote of the Board of Directors.

Section 6 Vacancies

Any Director may resign by giving written notice to the Chair of the Board. Any vacancy occurring shall be filled in the same manner as the original appointment with the new appointee serving the remainder of the unexpired term of his or her predecessor.

Section 7 Place of Meeting

Meetings of the Board may be held at any place within the State of California, as agreed to by the Board. Meetings may also be conducted via electronic means.

Section 8 Annual Meetings

The Board shall hold at least one annual meeting for the purpose of organization, selection of directors and officers, and the transaction of other business.

Section 9 Regular Meetings

In addition to the Annual Meeting, the Board shall hold at least two other meetings each year. These may be electronic meetings, and shall be held on such dates and at such times as decided by the Board.

Section 10 Special Meetings

Special meetings of the Board for any purpose or purposes may be called at any time by the Chair of the Board, or any three (3) directors. Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice given personally, by telephone, or other electronic means of communication.

Section 11 Quorum

A majority of the authorized number of directors constitutes a quorum of the Board for the transaction of business. 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.

Section 12 Participation in Meetings by Conference Telephone

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 13 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 or via e-mail to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 14 Rights of Inspection

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation of which such a person is a director.

Section 15 Committees

The Board may appoint committees, task forces, work groups and ad hoc committees to support its mission. Leaders of and appointees to these groups will be determined by the Board of Directors. Each group shall have at least one member who is a member of the Board of Directors, but leaders and other appointees to these groups need not be members of the Board of Directors.

Section 16 Fees and Compensation

Directors and members of committees shall serve without compensation except that they shall be allowed and paid for reasonable out-of-pocket expenses incurred by them in the performance of their duties as Directors.

ARTICLE IV OFFICERS

Section 1 Election of Officers

At the annual meeting of the Board of Directors during each fiscal year, the Directors shall elect a Chair, a Vice-Chair, a Secretary, and a Treasurer. All such officers will serve for two (2) years or until their successors are duly-elected. An Officer may serve a maximum of three consecutive terms in any one position.

Section 2 Removal

Any officer elected or appointed by the board of Directors may be removed by the Board of Directors, by two-thirds vote, whenever in its judgment the interests of CPA-F would be best served. Any Director missing three consecutive Board meetings shall be considered to have resigned from the Board.

Section 3 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 4 Chair of the Board

The Chair of the Board shall preside at all meetings of the Board of Directors. The Chair shall make a report at the Annual Meeting of the Board of Directors stating the condition of the Corporation, and shall make such suggestions and recommendations, as he/she shall deem proper for the best interests of the Corporation. The Chair shall serve as the liaison to the CPA Board of Directors and is responsible for communication between CPA-F and the CPA Board of Directors. The Chair shall have the power to call the regular and any special meetings of the Board of Directors.

Section 5 Vice-Chair

In the absence or disability of the Chair of the Board, the Vice Chair shall perform all the duties of the Chair of the Board and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair of the Board. The Vice Chair shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 6 Secretary

The Secretary shall keep minutes of all meetings of the Board, and provide draft minutes to the CPA staff assigned to maintain the records of the Foundation.

Section 7 Treasurer

The Treasurer shall Chair the meetings of CPA-F in the absence of both the Chair and the Vice-Chair and present financial reports at each meeting of the Board of Directors. The Treasurer shall alert the Board of Directors to any financial concerns at any time, assure that the financial policies of the Board of Directors are followed, and shall have such other powers and perform such other duties as may be prescribed by the Board.

ARTICLE V OTHER PROVISIONS

Section 1 Endorsement of Documents; Contracts

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, when signed by the CEO, shall be valid and binding on the Corporation. No other officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 2 Construction and Definitions

Unless the Context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 3 Amendments

These Bylaws may be amended or repealed by two-thirds approval of the Board.

CERTIFICATE OF SECRETARY OF CALIFORNIA PSYCHOLOGICAL ASSOCIATION FOUNDATION

I hereby certify that I am the duly elected and acting Secretary of this Corporation and that this document, consisting of eight (8) pages, constitutes the Bylaws of this Corporation as duly adopted at a meeting of the Board of Directors held on January 16, 2016.

Dated: January 16, 2016. April Fernando, PhD, Secretary