

BY-LAWS OF THE
SANTA CLARA VALLEY CHAPTER OF THE
CALIFORNIA ASSOCIATION OF MARRIAGE AND FAMILY THERAPISTS

Article I--NAME

The name of this chapter of the California Association of Marriage and Family Therapists shall be Santa Clara Valley Chapter of the California Association of Marriage and Family Therapists.

Article II--AREA SERVED

The geographic area served by this chapter is Santa Clara County and San Mateo County.

Article III--OFFICE

The principal office shall be the home of the chapter President, for the transaction of chapter business within the geographic area served by the chapter, or may from time to time be designated as different places within the geographic area served by the chapter.

Article IV--OBJECTIVES AND PURPOSE

The purpose of the Santa Clara Valley Chapter of the California Association of Marriage and Family Therapists shall be:

1. To educate and inspire the membership to adhere to the highest ideals of professionalism.
2. To provide the membership with quality professional and personal support and connection.
3. To support the state CAMFT mission on public and private sector advocacy goals, and
4. To promote healthy human relationships in the community.

Article V--MEMBERSHIP

A. QUALIFICATIONS AND CATEGORIES OF MEMBERSHIP

Only CAMFT members in good standing shall be eligible for membership in this chapter. Loss of membership in CAFT shall result in loss of membership in this chapter. Categories of membership shall include; Clinical, Pre-licensed, and Associate. All members in good standing have voting rights.

B. MEMBERSHIP PROCEDURES

1. All chapter members shall pay dues in accordance with the dues schedule of the chapter and CAMFT and shall abide by the Bylaws of the chapter and the Bylaws and Ethical Standards of CAMFT.
2. Termination of Membership: Membership in the chapter shall terminate upon the occurrence of any of the following: Resignation, non-payment of dues, expulsion, or loss of eligibility.

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Article VI--MEETINGS OF MEMBERS

A. ANNUAL MEMBERSHIP MEETING

An annual meeting of members shall be held in the fall unless the chapter Board of Directors fixes another date and notifies members per "E" below.

B. FREQUENCY OF GENERAL MEETINGS

General membership meetings shall be regularly scheduled by the President in consultation with the chapter Board of Directors. Special meetings may be called by the President in consultation with the chapter Board of Directors or shall be called upon the request of five percent or more of the voting members.

C. PLACE OF MEETINGS

Meetings shall be held at a location within the area served by the chapter.

D. QUORUM

A quorum for any meeting of the membership of the chapter during which business is conducted shall be five (5) percent of the voting membership.

E. NOTICE OF MEETINGS

Notice of regularly scheduled general meetings shall be made in writing to members not less than ten (10) days prior to the meeting.

Article VII--BOARD OF DIRECTORS AND OFFICERS

A. POWERS

The activities and affairs of the chapter shall be conducted under the direction of a Board of Directors, all of whom shall be members of the chapter. Among other powers of the Board of Directors, the Board of Directors has the power to select and remove all agents, employees, and/or contractors of the chapter, fix compensation and secure faithful performance of duties prescribed.

B. COMPOSITION OF BOARD

The Board of Directors shall consist of the elected officers including President, President-Elect, Past-President, Secretary, Chief Financial Officer, and seven directors. No more than Two (2) directors shall be pre-licensed.

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C. DUTIES OF OFFICERS

1. President:

The president shall, subject to the control of the Board of Directors, generally supervise, direct and control the business of the chapter. He/she shall preside over all meetings of the chapter and at all meetings of the Board of Directors. He/she shall recommend to the Board of Directors for appointment standing committee chairpersons. He/she shall appoint standing committee members except as otherwise provided in these ByLaws.

The President shall be an ex-officio member of all committees, but shall have no right to vote when serving in an ex-officio capacity. He/she may have such other duties and powers as may be prescribed by the Board of Directors or these ByLaws.

2. President-Elect:

The President-Elect shall, succeed to the Presidency. He/she shall in the absence of the President, or in the President's inability to serve, perform the duties of the President. He/she shall also perform those duties assigned to him/her by the President and/or the Board of Directors and shall convene the nominating committee preceding the year in which he/she takes office as President of the association.

3. Secretary:

The Secretary shall keep or cause to be kept, at the office of the chapter or such other place as the Board of Directors may direct, a book of minutes of the proceedings of its members, board and committees of the board, with the time and place of holding, whether general or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the numbers of members present or represented at such members' meetings, and the proceedings of such meetings.

The Secretary shall give or cause to be given, notice of all meetings of the members and of the Board of Directors required by the ByLaws to be given. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the ByLaws. In the event of the Secretary's absence, his/her duties may be performed by any member appointed by the President.

4. Chief Financial Officer:

The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct book sand records of accounts of the properties and business transactions of the chapter, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and any other matters customarily included in financial statements. The books of account shall be open to inspection by any board member at all reasonable times.

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The chief Financial Officer shall direct the preparation of the Annual Report according to Article X, Section D.

The chief Financial Officer shall deposit, or shall cause to be deposited, all money and other valuables in the name and to the credit of the chapter with such depositories as may be designated by the Board of Directors; shall disburse, or cause to be disbursed, the funds of the chapter as may be ordered by the Board of Directors; shall render at such regular meeting of the board, or at such other times as directed by the board, an account of his/her transactions as chief Financial Officer and of the financial condition of the chapter, shall prepare or cause to be prepared a proposed annual budget to be presented to the Board of Directors prior to the annual membership meeting; and shall have such other powers and shall perform such other duties as may be prescribed by the Board of directors or the ByLaws.

If required by the Board of Directors, the Chief Financial Officer shall give the chapter a bond in the amount and with the surety or sureties specified by the board of faithful performance of the duties of his/her office and for restoration to the chapter of all its books, papers, vouchers, money, and other property of every kind in his/her possession, or under his/her control upon death, resignation, retirement, or removal from office.

5. Past-President:

The Past President shall be in charge of a special project, as determined by the Board of Directors.

D. DUTIES OF OTHER DIRECTORS AT LARGE

Duties of directors who are non-officers shall be determined by the President and described in written procedures.

E. VACANCIES

In the event that a vacancy occurs on the Board of Directors, other than the President, the Board of Directors shall elect, by a majority of the directors then in office, at the next regular Board of Directors meeting, any eligible member of the chapter to fill the unexpired term.

F. ORDER OF SUCCESSION

In the absence of the President from a meeting over which he/she should preside or in the permanent absence of the President, the order of succession shall be: President-Elect, Past-President, Secretary, Chief Financial Officer.

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G. MEETINGS

1. Number of meetings:

The Board of Directors shall meet at least eight (8) times during each fiscal year. Dates for these board meetings shall be established by the Board of Directors. Meetings of the Board of directors shall be held at any location within the area served by the chapter as designated from time to time by the board.

2. Notice of meetings:

Meetings of the Board of Directors shall be held upon not less than ten (10) days written notice.

3. Special meetings:

Special meetings of the Board of Directors shall be called by the President upon the written request of any three (3) board members, which may include the President. such specially-called meetings shall be held within thirty (30) days of the receipt of the written request.

4. Meetings held by conference or other electronic means:

Members of the board may participate in a meeting through use of conference telephone, electronic video screen communications, or other communications equipment. Participation in a meeting through use of conference telephone pursuant to this subdivision 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 video screen communication or other communications equipment (other than conference telephone) pursuant to this subdivision constitutes presence in person at the meeting if all 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 association;
- (c) The association adopts and implements some means of verifying both of the following:
 - (1) a person participating in the meeting is a director or other person entitled to participate in the board meeting, and
 - (2) all actions of, or votes by, the Board of Directors are cast only by the directors and not by persons who are not directors.

H. QUORUM

A majority of the number of directors authorized in these ByLaws shall constitute a quorum of the Board of directors for the transaction of business. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors.

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I. COMPENSATION

No compensation shall be paid to any member of the Board of Directors for performing the duties for which he or she was elected. Nothing in this section shall prevent board members from receiving reimbursement for expenses as may be determined by resolution of the Board of Directors to be just and reasonable.

J. ELECTIONS

1. Nominations:

The board of Directors shall appoint, upon recommendation of the President, a Nominating Committee consisting of a chair, who shall be a member of the Board of Directors, and at least two (2) licensed members of the chapter. the Nominating Committee's function is to nominate qualified members and certify the eligibility of the candidates for election to the Board of Directors. The committee in selecting its nominees shall seek diversity of representation and shall take into account the geographical, ethnic and gender composition of the membership. The committee shall inform all nominees of the duties of the office for which they have been nominated and secure their consent to serve. Limitations: No person shall be placed on the ballot or appointed to the Board of Directors, if such person, in serving out his or her present elected or appointed term, will have served on the Board of directors for six (6) consecutive years or more, whether by appointment or election. This provision shall be inapplicable to a person who is placed on the ballot for the office of President-Elect/President.

2. Election Procedures:

Election of the Board of Directors will occur at the annual meeting, with newly-elected or appointed board members to assume office on January 1 of each. The Nominating Committee shall prepare a ballot consisting of a slate of nominees. The ballot may be presented for voting at the annual meeting or may be mailed to all voting members of the chapter. Nominations from the floor will be accepted with the prior consent of the nominee. The candidate receiving the largest number of votes in each position shall be elected.

3. Rotation and Term of Office:

All board members shall serve for two (2) years, except the President-Elect, who shall serve for three (3) years; the first year as President-Elect, the second year as President, and the third year as Past-President.

Article VIII--STANDING COMMITTEES

A. BYLAWS COMMITTEE

The ByLaws Committee shall consider the advisability of ByLaw amendments, hear or review all proposed amendments and make recommendations to the Board of Directors regarding amendments to the ByLaws.

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B. PROGRAM PLANNING AND EVALUATION COMMITTEE

The Program Planning and Evaluation Committee shall provide leadership for an ongoing process of evaluating the work of the chapter and recommending general guidelines for planning the chapter's activities to fulfill current goals and objectives.

C. FINANCE COMMITTEE

The finance Committee shall evaluate the financial status of the chapter, and in conjunction with the Chief Financial Officer, recommend to the Board of Directors changes in dues and assessments and make such other recommendations as may be necessary to provide income for the chapter to carry out its activities.

D. MEMBERSHIP COMMITTEE

The Membership Committee shall promote membership in the chapter and CAMFT and publish a directory of chapter members. The Membership Committee will assist in verifying eligibility of prospective members for membership in the chapter.

E. ETHICS COMMITTEE

The Ethics Committee shall inform chapter members of the CAMFT Ethical Standards for marriage and Family Therapists. The Ethics Committee shall serve in an educational capacity for the members and the public regarding ethical standards and practice and shall promote compliance with such standards.

F. SPECIAL COMMITTEES

Such other committees, subcommittees, commissions, or task forces may be created and appointed by the Board of Directors as in its judgment may be necessary. The duties and terms of any such special committees shall be prescribed by the Board of Directors upon formation.

G. APPOINTMENT OF STANDING COMMITTEE CHAIRPERSONS AND MEMBERS

Standing committee chairpersons shall be appointed by the President in consultation with the Board of Directors. Standing committee members shall be appointed by the President in consultation with the chairperson.

H. COMPOSITION OF COMMITTEES

Committees shall consist of at least three (3) members.

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Article IX--FINANCES

A. FISCAL YEAR

The fiscal year shall begin January 1 of each year and end December 31 of each year.

B. SETTING OF DUES

The annual dues of the chapter shall be determined by the Board of Directors.

C. BUDGET

The proposed budget for each year shall be presented to the Board of Directors by the chief Financial Officer prior to the annual membership meeting. The proposed budget shall be approved by a majority vote of the board of Directors. The Board of directors is empowered to make any changes in the budget necessitated by circumstances and consistent with the priorities of the chapter.

D. DEPOSITORY

The Board of Directors, upon recommendation from the Finance Committee, shall select and designate such bank or trust company as they deem advisable as official depository of the funds of the chapter and prescribe the manner in which such funds shall be withdrawn.

Article X--RECORDS AND REPORTS, INSPECTION

A. INSPECTION

The Minutes and the accounting books and records shall be kept in written or typed form. The Minutes, accounting books and records shall be open to inspection on the written demand of any member, at any reasonable time for a purpose reasonably related to the member's interests as a member. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts.

B. ANNUAL REPORT TO MEMBERS

An annual financial report shall be prepared not later than one hundred twenty (120) days after the close of the chapter's fiscal year. Such a report shall contain a balance sheet as of the end of the fiscal year, an income and expense statement, and a statement of change in financial position for such fiscal year. Such report shall be published in the newsletter to the membership.

Article XI--USE OF NAME

No Member shall speak in the name of the chapter without authorization from the President or Board of Directors.

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Article XII--STAFF

The chapter Board of Directors may employ staff whose term and conditions of employment shall be specified by the Board of Directors. Such staff may manage and direct the activities of the chapter as prescribed by the Board of Directors and shall be responsible to the board.

Article XIII--AMENDMENTS TO THE BYLAWS

A. INITIAL OF AMENDMENTS

Amendments to the ByLaws may be initiated in either of two ways:

the Board of Directors, either alone or upon recommendation of the ByLaws cCommittee, may initiate a ByLaw amendment, or

Ten (10) members of the chapter may, by a written petition addressed to the Secretary of the chapter, initiate an amendment.

B. ADOPTION OF AMENDMENTS

Proposed amendments which have received a two-thirds (2/3) vote of the Board of Directors present shall be recommended to the membership for ratification by mail ballot. A written copy of the proposed amendment or amendments shall be sent to all voting members of the chapter at least three (3) weeks prior to the time of voting. There shall be specified on the ballot a deadline of return of the mailed ballot. A majority of the ballots returned shall be required for ratification of the proposed amendment.

Article XIV--DISSOLUTION

Dissolution of the chapter, whether voluntary or involuntary, shall be conducted in accordance with applicable law. In the event of the dissolution of the chapter, all assets and funds of the chapter shall, after debts and/or obligations are paid, be distributed to a charitable organization or foundation as determined by the Board of Directors.

Article XV-RULES OF ORDER

Robert's Rules of Order, Revised, shall govern all meetings of the chapter in which they are applicable and in which they are not inconsistent with these ByLaws unless modified by the majority of the voting members present.

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CHANGES TO BYLAWS

Article IV--OBJECTIVES AND PURPOSE

Changed to include text from Policy and Procedure Manual #102 Vision and Mission Statement voted by the Board of Directors July 29, 2006.

Article V--MEMBERSHIP

A. QUALIFICATIONS AND CATEGORIES OF MEMBERSHIP

Change is required by state CAMFT so that the chapter has at least the three same and basic categories of membership as state CAMFT.

Article VI--MEETINGS OF MEMBERS

D. QUORUM

Adding a Past-President position reduces the President's commitment from 4 years to 3 years, widening the field of interested presidential candidates and puts us more in line with national board standards. Reducing the President's term by one year and adding a Past-President will create the need to vote for a new President-elect every year. With approximately 730 chapter members, we need approximately 73 individual votes at the membership meeting to confirm the incoming board on even years and the President-elect every year. With low turnout this can be a problem, so this change would reduce the requirement by 50% to needing approximately 36 votes at each annual meeting.

Article VII--BOARD OF DIRECTORS AND OFFICERS

COMPOSITION OF BOARD:

- 1) Limiting the board to 2 pre-licensed members ensures more state of the field presence on the board.
- 2) Changing Treasurer to Chief Financial Officer puts us more in line with national board standards.
- 3) Past-President is added for the above reasons.

G. MEETINGS:

Adding telephone conference calls as a means of attending a board meeting allows the board to obtain a quorum through electronic means in case of illnesses.

J. ELECTIONS:

This change clarifies the reduction of term for the Past-President.

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K. FISCAL YEAR:

The board changed the dates many years ago so it is officially added here to notify the federal government as required.

Article XIII--AMENDMENTS TO THE BYLAWS

A. INITIATION OF AMENDMENTS:

This number is being reduced to a majority to ensure ease of ByLaw modifications (so they can be changed more frequently than every 14 years if needed).

CERTIFICATION OF SECRETARY

I, the undersigned, certify that I am presently elected and acting Secretary of the Santa Clara Valley Chapter of the California Association of Marriage and Family Therapists, a California nonprofit corporation. These ByLaws consisting of 11 pages (less the inserted deletions and additions listed on pages 9 and 10), are the Bylaws of this corporation as adopted at a meeting of the Board of directors held April 16, 1993.

Dated: November 24, 2013

Debra D. Rojas, Secretary