BYLAWS

of

CREDENTIAL COUNSELORS AND ANALYSTS

OF CALIFORNIA

JULY 2015

(Reviewed September 2026)

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BYLAWS of
CREDENTIAL COUNSELORS AND ANALYSTS OF CALIFORNIA

ARTICLE I
PRINCIPAL OFFICE

The principal office of this corporation shall be located in California.

ARTICLE II
MEMBERSHIP

Section 1. Classification of Members. This corporation shall have one class of voting members. Voting members shall have the voting rights specified in these Bylaws and by the California Nonprofit Mutual Benefit Corporation Law. The Board of Directors may, by resolution, establish one or more additional categories of nonvoting associates of this corporation who may also be referred to as "members". The qualifications or eligibility requirements for membership and the rights and obligations of members shall be as provided in these Bylaws, in policies approved by the voting membership of this corporation, or, in the case of voting members, under applicable law. Membership in this corporation shall be limited to individuals and organizations meeting the qualifications set forth in Section 2 of this Article II, below, defined as "Regular Members". Regular Members shall have voting rights in this corporation, and are referred to as "voting members" or "voting membership" in these Bylaws. Voting members shall further have the rights set forth in Article III, below.

Section 2. Qualifications for Membership. Regular Membership shall be open to individuals currently employed by colleges, universities, county offices of education, and school districts whose official job responsibilities include providing teacher training programs, credential services and/or advice regarding credentialing to candidates for education-related credentials. Agencies must be accredited by the Commission on Teacher Credentialing or be a state agency having authority directly relating to credentialing located in the State of California, including California campuses of out-of-state institutions that are accredited in California.

Section 3. Admission of Members. Any application for membership must be made in writing and may be submitted to the Board of Directors at any time. The Board or a person or committee authorized by the Board will review each application and, if appropriate, certify that the applicant meets the qualifications for membership in

accordance with Section 2 above. The Board shall make the final determination regarding any question of interpretation, or construction of any membership criteria, in its sole discretion. Membership shall commence upon such certification and upon payment of any required dues.

Section 4. Membership Dues. Each member must pay to this corporation, within the time and on the conditions set by the Board, dues and fees in amounts to be fixed from time to time by the Board. Within each class of membership, dues and fees shall be equal for all members of that class. The Board may determine the conditions under which any payment of dues shall be refundable.

Section 5. No Assessments. Memberships in this corporation shall not be assessable.

Section 6. Good Standing. Those members who have paid the required dues, fees, and assessments, if any, and who are not suspended, shall be members in good standing of this corporation.

Section 7. Membership Roster. This corporation shall keep a membership roster containing the name of each member and the last address provided to this corporation, including electronic mail address, by the member for purposes of notice. The roster shall indicate whether a member is a voting member, and whether the member is in good standing from time to time.

Section 8. Nonliability of Members. No member of this corporation shall be personally liable for the debts, liabilities, or obligations of this corporation.

Section 9. No Transferability of Memberships. Memberships in this corporation, or any right arising therefrom, may not be transferred or assigned.

Section 10. Term and Termination of Membership. The term of all memberships shall be for one year. Within the applicable term, membership in this corporation shall continue until terminated as provided in this Section, or until the member dies or resigns in writing delivered to the Secretary or President of this corporation. No such resignation shall relieve the resigning member of any accrued but unpaid obligations of such member to this corporation.

A. Basis for Termination. Membership in this corporation shall terminate upon the occurrence of any of the following events or conditions:

i. Expiration. If a membership is issued for a period of time, such membership shall automatically terminate when such period of time has elapsed, unless the member elects to renew the membership.

ii. Nonpayment of Dues. A member's membership in this corporation shall automatically terminate thirty days after such member is sent written notice of the failure to pay dues or fees on or before their due date. A member may avoid such termination by paying the amount of delinquent dues or fees, together with any interest thereon, within such thirty-day period.

iii. Failure to Qualify. On a good faith finding by the Board of Directors, made in accordance with this Section, that a member no longer meets the qualifications set forth in Article II, Section 2, such member's membership in this corporation shall terminate.

iv. Interests of Corporation. On a good faith finding by the Board of Directors, made in accordance with this Section, that continued participation by the member in this corporation as a member is not in the best interests of this corporation and the furtherance of its purposes.

B. Termination Procedures. In the case of proposed termination of either voting or nonvoting membership under subsection A. iii or iv above, the following procedures shall apply:

i. Notice. This corporation shall send a written notice to the member, setting forth the proposal for termination, the reasons for it, the date on which the proposed termination shall become effective, and the date, time, and place (if any) of the hearing described in the next subsection. Such notice shall be sent at least fifteen days before the proposed date of termination, and at least ten days before the date set for the hearing, by first-class or registered mail, to the last address provided by the member to this corporation for purposes of notice.

ii. Hearing. The member shall be given an opportunity to be heard, either orally or in writing, not less than five days before the effective date of the proposed termination, by the Board or the person or committee authorized by the Board to decide whether the proposed termination will take place. If the member does not appear and has not notified the Secretary of any adequate reason therefor, or chooses not to appear at the hearing, the termination shall be effective automatically on the proposed date of termination.

iii. Determination. Following the hearing date, the Board (or the person or committee authorized by the Board to decide whether the proposed termination will take place) shall decide whether or not the member should in fact be terminated, suspended, or sanctioned in some other way. That decision shall be final, and the member shall be promptly notified of it. If a member is terminated hereunder, all membership rights of such member in this corporation shall cease on the effective date of the termination stated in the notice given pursuant to subsection B.i above.

iv. Refund. The Board may determine whether any person whose membership has been terminated or suspended shall receive a refund of any dues already paid. Any refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

ARTICLE III
VOTING MEMBERSHIP RIGHTS

Section 1. Voting Rights. Subject to these Bylaws and the California Nonprofit Mutual Benefit Corporation Law, the voting membership shall have the right to vote on the following:

A. All voting members shall have the right to vote on:

i. all amendments to the Articles of Incorporation of this corporation, except for amendments permitted to be adopted by the Board of Directors alone under Section 7812(b) of the California Nonprofit Mutual Benefit Corporation Law;

ii. the disposition of all or substantially all of the assets of this corporation;

iii. any merger of this corporation;

iv. any dissolution of this corporation;

v. the election of officers, as provided in these Bylaws; and

vi. any other matters that may properly be presented to voting members for a vote, pursuant to this corporation's Articles, Bylaws, or action of the Board of Directors, or by operation of law.

B. If this corporation establishes more than one class of voting members, each class of voting members shall have the right to vote on any amendment to these Bylaws for which the approval of that class of members is required under Section 7813 of the California Nonprofit Mutual Benefit Corporation Law due to the effect of the proposed amendment on the rights, privileges, preferences, restrictions or conditions of that class or of another class, a decrease in the number of authorized memberships for that class or an increase in the number of authorized memberships for any class, an exchange, reclassification or cancellation of all or part of the memberships of that class, or the authorization of a new class of memberships;

Section 2. Inspection Rights.

A. Articles and Bylaws. This corporation shall keep at its principal office in California current copies of the Articles of Incorporation and Bylaws of this corporation, which shall be open to inspection by voting members at all reasonable times. If this corporation has no principal office in California, the Secretary shall furnish such copies to any voting member on written request therefor.

B. Accounting Records; Minutes. On written request, any voting member (in person or through an agent or attorney) may inspect and copy the accounting books and records of this corporation and the minutes of the proceedings of the members, the Board, or any Board Committee, at any reasonable time and for a purpose reasonably related to the voting member's interests as a voting member.

C. Membership Records. The right of voting members to have access to the membership records of this corporation shall be governed by Sections 8330 through 8332 of the California Nonprofit Mutual Benefit Corporation Law.

Section 3. Right to Attend Board Meetings. Voting members as well as nonvoting members shall have the right to attend meetings of the Board of Directors; provided, that the Board may at any time and without notice convene an Executive Session which shall be attended only by directors and persons whose attendance is requested by the Board.

Section 4. Other Rights. In addition to the rights described in these Bylaws, voting members of this corporation shall have any other rights afforded voting members under the California Nonprofit Mutual Benefit Corporation Law.

ARTICLE IV
VOTING MEMBER MEETINGS AND VOTING

Section 1. Member Voting. Each voting member in good standing shall have one vote on each matter on which the voting membership class is entitled to vote.

Section 2. Annual Member Meetings. An annual meeting of the membership will be held at a date, place, and time determined by the Board of Directors, for transacting such business as may come before the meeting. Prior to the meeting, the President shall prepare the agenda for the meeting and present it to the Board for review and approval by the Board.

Section 3. Special Meetings of Members.

A. Who May Call. Special meetings of the members may be called (a) by the Board of Directors or the President, or (b) on the written request of five percent of the voting membership.

B. Procedures for Calling Special Meetings Requested by Voting Members. If a special meeting is called by voting members, the requesting voting members shall deliver a written notice specifying the general nature of the business proposed to be transacted personally, by registered mail, or facsimile transmission, to the President, any Vice-President, or the Secretary of this corporation. The requested meeting will be held not less than thirty-five, nor more than ninety, days following the receipt of the request. If appropriate notice of such a meeting is not given within twenty days after delivery of the request, the requesting voting members may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time of any meeting of members called by the Board of Directors, the Chairman, or the President.

Section 4. Record Dates. For any notice, vote (at a meeting or by written ballot), or exercise of rights, the Board of Directors may, in advance, by resolution, fix a record date, and only voting members of record on the date so fixed shall be entitled to notice, vote, or exercise rights, as the case may be, notwithstanding any transfer of any voting membership on the books of this corporation after the record date, except as otherwise required by law. For this purpose, a person holding a voting membership as of the close of business on the record date shall be deemed a voting member of record.

A. Notice of Meetings. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which voting members are entitled to notice of any members' meeting, shall be the business day preceding the date on which notice for that

meeting is given. If the Board, by resolution, fixes a record date for notice, the record date shall be not less than ten, nor more than ninety, days before the date of the meeting.

B. Voting at Meetings. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which voting members are entitled to vote at any members' meeting, shall be the day of that meeting. If the Board, by resolution, fixes a record date for voting, the record date shall be not more than sixty days before the date of the meeting.

C. Voting by Written Ballot. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which voting members are entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited. If the Board, by resolution, fixes a record date for voting, the record date shall be not more than sixty days before the day on which the first written ballot is mailed or solicited.

D. Other Lawful Action. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which voting members are entitled to exercise any rights in respect to any other lawful action, shall be the date on which the Board adopts the resolution relating thereto or the sixtieth day before the date of such other action, whichever is later. If the Board, by resolution, fixes a record date for determining entitlements, the record date shall be not more than sixty days before the date of such other action.

Section 5. Time and Manner of Notice of Meetings. The Secretary shall give written notice of each members' meeting to each voting member who, as of the record date for notice of the meeting, would be entitled to vote at such meeting. The notice shall be delivered to the last address provided by the voting member to this corporation for purposes of notice, either personally or by telegram, facsimile transmission, electronic mail, or first-class, registered, or certified mail not less than ten nor more than ninety days before the date of such meeting, or by other mail not less than twenty nor more than ninety days before the date of such meeting.

Section 6. Contents of Notice. The notice shall state the place, date, and time of the meeting and in the case of special meetings, the general nature of the business to be transacted, and no other business may be transacted; or, in the case of the annual meeting, those matters which the Board, as of the date of the notice, intends to present for action by the voting members, but any proper matter may be presented at the annual meeting for such action.

Section 7. Notice of Certain Actions Required. Unless the vote of the voting membership shall be unanimous, any of the following votes shall be valid only if the general nature of

the action approved was stated in the notice of the meeting at which the vote occurred: (a) to remove a director without cause, (b) to fill a vacancy on the Board, (c) to amend this corporation's Articles of Incorporation, (d) to approve a transaction between this corporation and one or more of its directors, or between this corporation and any entity in which one or more of its directors has a material financial interest, (e) on winding up of the affairs of this corporation, to approve a plan of distribution of the assets of this corporation (other than money) not in accordance with any liquidation rights specified in the Articles of Incorporation of this corporation or these Bylaws, or (f) to voluntarily dissolve this corporation.

Section 8. Member Quorum. Thirty (30) voting members shall constitute a quorum for the transaction of business at a membership meeting. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of enough voting members to leave less than a quorum, so long as any action taken thereafter is approved by at least a majority of the required quorum.

Section 9. Act of the Members. Every decision or act made or done by a majority of voting members present and voting at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws, require a greater number.

Section 10. Manner of Voting.

A. Voting at Meetings. Voting at meetings may be by voice or by secret ballot, provided that any election of officers, and any other vote designated by the chairman of the meeting, in his or her discretion, or requested by ten percent of the voting power present at the meeting, shall be conducted by secret ballot.

B. Proxy Voting Prohibited. Proxy voting shall not be permitted on any matter put to the vote of the voting members.

C. Cumulative Voting Prohibited. Cumulative voting shall not be permitted.

D. Action by Written Ballot Without a Meeting.

i. Generally. Any action required or permitted to be taken by voting members at a meeting may be submitted for a vote by written ballot pursuant to this Section without a meeting.

ii. Content of Written Ballots. Any written ballot distributed to the voting members to vote on a matter shall set forth the proposed action and provide an opportunity to specify

approval or disapproval of the proposal.

iii Time for Return of Ballots. All written ballots shall provide a reasonable time within which to return them to this corporation and each ballot shall state on its face or in an accompanying notice the date by which it must be returned in order to be counted.

iv. Requirements for Valid Action. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the required quorum set forth in these Bylaws, and the number of approvals equals or exceeds the number of votes that would be required to approve the action if the vote were taken at a meeting of the members.

v. Solicitation Rules. Written ballots shall be solicited in a manner consistent with the requirements for notice of members' meetings. The ballot shall be delivered to the last address provided by the voting member to this corporation for purposes of notice, either personally or by telegram, facsimile transmission, electronic mail, or first-class, registered, or certified mail not less than ten nor more than ninety days before the date of such meeting, or by other mail not less than twenty nor more than ninety days before the date of the vote. All solicitations of written ballots shall indicate the number of responses needed to meet the quorum requirement for valid action and shall state the percentage of affirmative votes necessary to approve the measure submitted for membership approval.

vi. Revocation of Written Ballots. If a voting member who has cast a written ballot desires to change his or her vote, the voting member may do so provided he or she so notifies the Secretary of this corporation in writing prior to close of the balloting period and casts a new ballot within the balloting period.

E. Election Ballots. Any ballot used in the election of officers shall set forth the names of the candidates who have been properly nominated at the time the ballot is issued. The ballot shall also provide a space for voting members to designate a vote for a candidate not on the ballot.

Section 11. Waiver of Notice or Consent by Members.

A. Generally. Any action of the members taken at a meeting where a quorum is present but for which proper notice was not given, will be valid if, either before or after the meeting, each voting member entitled to vote who was not present at the meeting signs (i) a written waiver of notice, (ii) a consent to holding the meeting, or (iii) an approval of the minutes. The waiver of notice need not specify the purpose or general nature of business to be transacted at such meeting unless action is taken or proposed to be taken

on matters specified in Section 7 of this Article, in which case the waiver of notice must state the general nature of the matter. All such waivers, consents or approvals shall be filed with the minutes of the meeting.

B. Effect of Attendance at Meeting. Attendance by a voting member at a meeting shall also constitute a waiver of notice of that meeting, unless the voting member attends for the sole purpose of objecting at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting which are required to be described therein pursuant to Section 7 of this Article, if that objection is expressly made at the meeting.

Section 12. Action by Unanimous Written Consent. Any action required or permitted to be taken by the members at a meeting, may be taken without a meeting if all voting members shall individually or collectively consent in writing to the action. If action is taken by written consent, the consent(s) shall be filed with the corporate minutes.

ARTICLE V
BOARD OF DIRECTORS

Section 1. Corporate Powers; Exercise by Board. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

Section 2. Duties of the Board. The Board of Directors shall ensure that the business of this corporation is properly conducted and that it is responsive to the needs of the membership. In addition to all obligations the Board may have under law, the Board shall meet at least twice a year; establish policy, including a dues policy; adopt an annual budget; approve all non-travel expenditures in an amount over $1,500 and all individual travel expenses over $3,000; establish committees as necessary or desirable; and represent the position of this corporation on issues and ensure that the views of this corporation are communicated as necessary or desirable. The Board shall further require that a representative of this corporation attend and report on the meetings of the California Commission on Teacher Credentialing or any other state agency which may have authority that directly relates to credentialing and that this corporation conduct conferences consistent with its exempt purposes.

Section 3. Number and Qualification of Directors. The officers of this corporation shall serve *ex officio* as the directors of this corporation. The authorized number of directors shall be six (6).

Section 4. Term of Office of Directors. Each director shall continue to serve as a director only so long as he or she holds the officer position by virtue of which he or she serves as a director of this corporation.

Section 5. Resignation and Removal of Directors. Resignations shall be effective upon receipt in writing by the President, the Secretary, or the Board of Directors of this corporation, unless a later effective date is specified in the resignation. The voting members may remove any director at any time, with or without cause. If there are fewer than fifty voting members, the vote of a majority of all voting members shall be required to remove a director. Resignation or removal as a director shall automatically constitute resignation or removal, respectively, as an officer of this corporation.

Section 6. Annual Board Meetings. A meeting of the Board of Directors shall be held at least twice a year. Annual meetings shall be called by the President or any two directors, and noticed in accordance with Section 8 of this Article.

Section 7. Special Board Meetings. Special meetings of the Board of Directors may be called by the President or any two directors, and noticed in accordance with Section 8 of this Article.

Section 8. Notice. Notice of the annual meeting and any special meetings of the Board of Directors shall be given to each director at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means, and shall state the date, place, and time of the meeting.

Section 9. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 10. Quorum. A majority of the total number of directors then in office shall constitute a quorum, provided that in no event shall the required quorum be less than one-fifth of the authorized number of directors or two directors, whichever is larger. The

act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in Article V, Section 11 (taking Board action without a meeting); Article VI, Section 1 (appointing Board Committees); Article VIII, Sections 1 and 2 (approving loans and self dealing transactions); and Article X, Section 4 (amending bylaws), of these Bylaws or in the California Nonprofit Mutual Benefit Corporation Law. 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 11. Action without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board (other than any director interested in any transaction so approved) shall individually or collectively consent to such action. Such written consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such directors. Written consent shall include any communication transmitted or received by electronic means that creates a record that is capable of retention, retrieval and review, including electronic mail transmitted by a director to, and received by, the corporation's electronic mail address, provided that each director then in office has first consented in writing (in a form other than an electronic transmission) to accept such electronic means as a form of written consent under this Section and has not revoked such consent, and provided that the corporation has placed in effect reasonable measures to verify that the sender is the director purporting to send the transmission.

Section 12. Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment so long as all of the following apply:
(a) each director participating in the meeting can communicate with all of the other directors concurrently;

(b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and

(c) this corporation verifies that (i) a person communicating by telephone, electronic video screen, or other communications equipment is entitled to participate in the Board meeting as a director, or by invitation of the Board or otherwise, *and* (ii) all motions, votes, or other actions required to be made by a director are actually made by a director and not by someone who is not entitled to participate as a director.

Section 13. Standard of Care.

A. General. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(i) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;

(ii) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(iii) a Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence; so long as, in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article VIII below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

B. Assets Held in Charitable Trust. If this corporation shall hold any assets in charitable trust (because, for example, such assets were donated to this corporation for use in furthering charitable purposes), the conduct of the directors of this corporation in connection with such assets shall be governed by any applicable stricter requirements of the California Nonprofit Public Benefit Corporation Law.

Section 14. Director Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

Section 15. Compensation of Directors. The Board of Directors may authorize, by

resolution, the payment to a director of reasonable compensation for services as a director. The Board, or a person or committee authorized by the Board, may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director, such as for attending meetings of the Board and Board Committees.

ARTICLE VI
COMMITTEES

Section 1. Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, and only of directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office; provided, that candidates may, at the discretion of the Board, be nominated by one or more officers selected for that task by the Board and approved by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

(a) set the number of directors within a range specified in these Bylaws;
(b) fill vacancies on the Board of Directors or on any Board Committee;
(c) fix compensation of directors for serving on the Board or any Board Committee;
(d) amend or repeal these Bylaws or adopt new Bylaws;

(e) approve amendments to the Articles of Incorporation of this corporation;

(f) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;

(g) create any other Board Committees or appoint the members of any Board Committees;

(h) spend corporate funds to support a nominee for officer after there are more nominees than can be elected; or

(i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

Section 2. Standing Committees. The Board shall annually appoint to its Standing Committees a Chair and sufficient directors to carry out such duties as may be assigned by the Board. The term of each Chair and committee member shall begin on November 1 and end on October 31. Each Chair shall hold office until expiration of the term and until

a successor has been appointed.

Section 3. Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors and/or non-directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 4. Meetings.

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article V of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

B. Of Advisory Committees. Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

Section 5. Annual Conference Committees.

A. The Board shall establish and maintain a Conference Steering Committee as an Advisory Committee, chaired by the Vice-President Programs, within sixty days of the beginning of the membership year. The Committee shall include one or more members from the Regular, the County Office and District membership. The Steering Committee will assist the Vice-President Programs in setting the strategic goals of the Fall Conference. Members of the Steering Committee are also members of the Annual Conference Committee.

B. The Board shall establish and maintain an Annual Conference Committee as an Advisory Committee with the Vice-President Programs as Chair. The Committee shall include one or more members from the Regular, the County Office and District membership. In appointing and working with members of the Committee, the Board shall strive to identify and develop future leaders for the corporation that are able and willing to serve actively and effectively on the Committee. The Committee shall prepare for and

conduct activities of the corporation for the benefit of all classes of membership, both voting and non-voting, including but not limited to the Fall Conference. The Committee will meet at least once a year with the staff of the California Commission on Teacher Credentialing or any other state agency which may have authority that relates directly to credentialing to coordinate Fall Conference participation.

Section 6. Elections Committee. The Board shall establish and maintain an Elections Committee as an Advisory Committee, with the following duties, to be carried out in accordance with a schedule to be established by the Board of Directors:

(a) preparation of a slate of nominees for each officer position of this corporation;

(b) issuance of calls for nominations to the voting members, setting forth deadlines for receipt of nominations, and acceptance of nominations directly from the members at any meeting of the members;

(c) all nominations that meet the qualifications for office, including self nominations, are acceptable and after ascertaining that those nominated are willing to run, the Elections Committee will list all those accepting nomination on the ballot;

(d) appointment of at least two voting members who are not nominees to tally ballots, certify the election, and report on the results to the Board and to the membership;

(e) distribution of a voting packet to each voting member after the slate of nominees has been established by the Elections Committee. The voting packet shall be delivered together with a ballot as provided in Article IV, Sections 10.D.v. and E. The voting packet shall contain the slate of candidates for each office, and the ballot. The ballot shall be returned in an envelope addressed to a voting member designated by the Committee who is not a nominee in an envelope provided by the voter, which the voter has also signed on the back. In case of a tie, the Committee shall distribute to each voting member a second ballot;

(f) preparation, distribution, and receipt of ballots for special elections; and

(g) announcement of election results at this corporation's annual Fall Conference.

Section 7. Presidential Advisory Committee. The Board shall establish and maintain a

Presidential Advisory Committee, which shall advise the Board regarding issues that are of importance to the voting and nonvoting members and to the field of credentialing advice. The Committee shall be chaired by the President and composed of six representatives. Two representatives each shall be elected by the Regular members, the County Office members and the District members. The Committee shall meet in conjunction with the Board of Directors and no less than twice annually.

ARTICLE VII
OFFICERS

Section 1. Officers. The officers of this corporation shall be a President, a Vice-President Membership, a Vice-President Programs, the Past President, a Secretary, and a Treasurer. This corporation may also have, at the discretion of the Board of Directors, such other officers as may be appointed by the Board.

Section 2. Eligibility Requirements. Any Regular Members in good standing shall be eligible to hold any office except the office of President. Only Regular Members with a minimum of two years of experience on the Board of Directors, or on the Executive Committee prior to September 13, 2004, shall be eligible to hold the office of President. Any officer may serve for any number of consecutive terms.

Section 3. Nomination. Officers shall be nominated as set forth in Article VI, Section 6. Regular Members shall be solicited for nominations to every elected officer position of this corporation.

Section 4. Election. Except for the Past President, the officers of this corporation shall be elected by the voting members by written ballot, to terms of one year, and until their successors have been elected.

Section 5. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the voting members entitled to vote in elections to such office, or with cause by the Board of Directors or an officer on whom such power of removal may be conferred by the Board.

Section 6. Resignation. Any officer may resign at any time by giving written notice to this corporation. Any resignation shall take effect on receipt of that notice by such officer or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 7. Vacancies. A vacancy in any office for any reason, including a vacancy created by the removal of a director by the members, shall be filled for the remainder of the term by the Board of Directors, or by the unanimous written consent of the directors. The eligibility requirements of Section 2 of this Article VII, above, shall apply to filling a vacancy in any given office.

Section 8. President. The President shall be the chief executive officer of this corporation and shall, subject to control of the Board, generally supervise, direct and control the business and other officers of this corporation. The duties of the President shall include but not be limited to preparing the agenda at the direction of and for the Board of Directors; presiding at all meetings of the members and of the Board of Directors; serving as official spokesperson for the corporation; monitoring the overall financial performance of the corporation; supervising the maintenance of the corporation's archives, and approving with the Treasurer all orders or checks for disbursement of funds. The President shall have the general powers and duties of management usually vested in the office of President of a corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

If the office of the President becomes vacant, the Vice-President Membership, or if the Vice-President Membership is unwilling or unable to serve, the Vice-President Programs will serve as President until the position is filled pursuant to Section 7, above.

Section 9. Vice-President Membership. The Vice-President Membership shall be responsible for coordinating the membership recruiting activities of this corporation, shall create and maintain current membership records of the corporation, and shall provide copies of such records to the Secretary at the close of each year and as necessary to other directors throughout the year, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 10. Vice-President Programs. The Vice-President Programs shall be responsible for coordination and management of programs, including the annual Fall Conference, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 11. Past President. The Past President shall be the most recent former president of this corporation who is a Regular Member and who is willing and able to hold office and to serve as a member of the Board of Directors. The Past President shall assist the President and Vice-Presidents in the performance of their duties and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 12. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the members and the Board of Directors and its committees, if any, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books, copies of the membership records and all other non-financial records, reports and documents of this corporation, shall provide copies of the minutes to the membership, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 13. Treasurer. The Treasurer shall be the chief financial officer and shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, the disbursal of funds for authorized organizational expenses, the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, and the keeping of all other financial records, reports and documents of this corporation, shall prepare and render all financial reports and accountings as required, shall approve with the President and the Vice-President Programs all orders or checks for disbursement of funds, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

ARTICLE VIII
CERTAIN TRANSACTIONS

Section 1. Loans. This corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance. This corporation may loan money or property to, or guarantee the obligation of, any director or officer of this corporation or any parent, affiliate, or subsidiary, if:

(a) the Board determines that the loan or guaranty may reasonably be expected to benefit this corporation; and

(b) before the transaction occurs, it has been approved either by (i) the members (without the vote of such director or officer, if a member) or (ii) a majority of the directors then in office (without the vote of such director).

Section 2. Self-Dealing Transactions.

A. Transactions with Directors or Their Companies. A transaction between this corporation and one or more of its directors, or between this corporation and any organization in which one or more of its directors has a material financial interest, must

be approved or ratified (i) by the members, or (ii) by the Board or a duly authorized Board Committee after finding that such transaction is just and reasonable to this corporation at the time; in either case without counting the vote, if any, of the interested directors thereon. Such approval must be given in good faith, with full knowledge of the material facts concerning the transaction and the director's interest in the transaction.

B. Transactions with Organizations Sharing Directors. A transaction between this corporation and any organization of which one or more of its directors are directors may be void or voidable because of the presence of such director(s) at the meeting of the Board or a Board Committee that authorized, approved, or ratified the transaction, unless (i) it was approved or ratified in good faith (a) by the Board or a duly authorized Board Committee, with full knowledge of the material facts concerning the transaction and such directors' other directorships and without counting the vote of the common directors thereon, or (b) by the members; or (ii) the transaction was just and reasonable as to this corporation at the time of authorization, approval, or ratification. This subsection shall not apply to transactions covered by subsection A of this Section.

C. Interested or Common Directors in Quorum. Interested or common directors may be counted in determining whether a quorum is present at any meeting of the Board or a Board Committee that approves or ratifies a transaction under this Section.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the foregoing requirements.

ARTICLE IX
INDEMNIFICATION

Section 1. Right of Indemnity. This corporation shall indemnify its agents to the fullest extent allowed under Section 7237 of the California Nonprofit Mutual Benefit Corporation Law.

Section 2. Approval of Indemnity. On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 7237(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 7237(b) or Section 7237(c), and, if so, shall authorize indemnification to the extent permitted thereby. If the Board cannot do so because there is no quorum of

directors who are not party to the proceeding for which indemnification is sought, the Board shall promptly call a meeting of the members. At that meeting, the members shall determine whether, in the specific case, the applicable standard of conduct stated in such Section has been met, and, if so, the members shall authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses. The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

(a) the requested advances are reasonable in amount under the circumstances; and

(b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

The Board shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 4. Insurance. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

ARTICLE X
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this corporation shall end each year on December 31.

Section 2. Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized by the Board of Directors. Except as otherwise provided by law, the issuance of every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation in an amount that is less than the amounts noted in Article V, Section 2, shall be reviewed and approved by the President, the Vice-President Programs, and the Treasurer, and each such instrument shall be signed by the President or by the Treasurer.

Section 3. Annual Reports to Voting Members and Directors.

A. Financial Report. Unless this corporation receives less than $10,000 in gross revenues or receipts during the fiscal year, within 120 days after the end of this corporation's fiscal year the Board shall furnish a written report to all of the directors of this corporation and any voting members so requesting in writing, containing the following information:

(i) a balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year;

(ii) a statement of the place where the names and addresses of current voting members are located; and

(iii) any information required by subsection B below.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation.

B. Report of Certain Transactions. Unless this corporation furnishes the report required by subsection A above, within 120 days after the end of this corporation's fiscal year, the Board shall furnish a written report to all of the voting members and directors of this corporation containing the following:

(i) a description of any transaction during the previous fiscal year involving $50,000 or more between this corporation (or its parent or subsidiary, if any) and any of its directors or officers (or those of its parent or subsidiary, if any) or any holder of more than ten percent of the voting power of this corporation (or its parent or subsidiary, if any), including the names of the interested persons, their relationship to this corporation, the nature of their interest in the transaction and, where practicable, the value of such interest; and

(ii) the amount and circumstances of any indemnifications or advances aggregating more than $10,000 that were paid during the fiscal year to any director or officer of this corporation, and that were not approved by the voting members of this corporation.

If no transaction required to be reported has occurred during the fiscal year, no report is required for that fiscal year.

Section 4. Amendments. Except as provided in Article III, Section 1, above, amendments

to these Bylaws may be adopted by the Board of Directors or the voting members. Amendments may be proposed by the Board of Directors, or by any group of no less than thirty (30) voting members by signed petition.

A. Notice of Amendment. The Board must be given notice of any amendment proposed by the members. Notice of any proposed amendment must be given to all voting members that have the right to approve the amendment, including rights of approval under Section 7813 of the California Nonprofit Mutual Benefit Corporation Law due to the effect of the proposed amendment on the rights, privileges, preferences, restrictions or conditions of a class of members, a decrease in the number of authorized memberships for a class or an increase in the number of authorized memberships for any class, an exchange, reclassification or cancellation of all or part of the memberships of a class, or the authorization of a new class of memberships. Written notice shall include any communication transmitted or received by electronic means that creates a record that is capable of retention, retrieval and review, including electronic mail transmitted to a director from the corporation's electronic mail address; provided that each director then in office has first consented in writing (in a form other than an electronic transmission) to accept such electronic means as a form of written notice under this Section and has not revoked such consent. Notice shall be given no less than thirty (30) days before any member vote by mail-in ballot on the amendment, and no less than ten (10) days before either a Board or member vote at a meeting or the initial circulation of a form for unanimous written consent by the Board.

B. Approval of Amendment. Any member vote on a Bylaws amendment shall be by mail-in sealed ballots requiring the signature of the voting member, or at the annual meeting of the members. Adoption of any amendment by the Board shall require approval by a majority of the directors then in office or the unanimous written consent of the Board.

Section 5. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Mutual Benefit Corporation Law as then in effect shall apply.

Section 6. Rules of Order. Roberts' Rules of Order, Newly Revised, shall apply to all membership meetings, except when in conflict with these Bylaws or with the California Nonprofit Corporation Law.

Section 7. Distribution of Assets on Dissolution. Upon dissolution, the assets of this corporation shall be distributed in compliance with Sections 8715 and 8716 of the California Nonprofit Mutual Benefit Corporation Law, and, unless otherwise determined by the Board of Directors of this corporation, to a nonprofit fund, foundation, or

corporation that has established its tax-exempt status under the Internal Revenue Code and whose programs include promoting the interests of individuals providing education related credentialing services.

I, Tina Torres, certify that I am presently the duly elected and acting Secretary of Credential Counselors and Analysts of California, a California nonprofit mutual benefit corporation, and that the above Bylaws, consisting of 25 pages, are the Bylaws of this corporation as adopted by the voting members, effective July 13, 2015.

DATED: June 8, 2016 Signature on file