

BYLAWS
OF THE
CALIFORNIA ASSESSORS' ASSOCIATION

ADOPTED OCTOBER 9, 2024

Article I. NAME, PRINCIPAL OFFICE, PURPOSE, AND RESTRICTIONS

1.01 Name. The name of the Association is California Assessors' Association ("Association" or "CAA"), a California nonprofit mutual benefit corporation.

1.02 Principal Office. The Board of Directors ("Board") shall determine the location of the principal office of the Association.

1.03 Mission. The mission of the Association is to promote the interests of California Assessors.

1.04 Restrictions. All policies and activities of the Association shall be consistent with applicable federal, state, and local antitrust, trade regulation laws and other legal requirements, including the California Nonprofit Corporation Law under which the Association is organized and operated, and applicable tax-exemption requirements.

Article II. MEMBERS

2.01 Membership Qualifications. Membership in the Association is extended to persons who meet the requirements set forth by the Board of Directors.

2.02 Regular Membership. There shall be a class of members called Regular Members. A member is anyone who, by operation of law, is performing the duties as a California Assessor in one of the 58 counties. Additional qualifications regarding eligibility for status as a Regular Member may be established by the Board of Directors.

2.03 Retired Membership. There shall be a class of members called Retired Members. Any individual who is a former California Assessor, for any length of time, may be eligible for status as a Retired Member.

2.04 Honorary Membership. There shall be a class of members called Honorary Members. Persons who have made distinctive contributions to the advancement of the Association, as determined by the Board of Directors, may be considered for and granted honorary member status.

2.05 Membership Restrictions. [Reserved].

2.06 Member in Good Standing. A member in good standing is one who has paid current dues and assessments, has no other outstanding obligations to the Association, and who has not been found by the Association to be in violation of membership conditions and requirements established by the Association.

2.07 Member Obligation to Follow Association Rules. Each member of this Association agrees to be bound by these Bylaws and any amendments thereto, and by the lawful actions of the Board and/or duly constituted committees of the Association.

2.08 Termination. A membership shall be considered terminated whenever the Board, or a committee or person authorized by the Board, in good faith determines that any of the following events have occurred: (a) resignation of member, on reasonable notice to the Association; and (b) a member is no longer performing the duties as an elected or appointed California Assessor in one of the 58 counties.

2.09 Discipline. A member may be publicly reprimanded, fined, suspended, or terminated for cause by the Board. Cause shall include a failure, in serious degree, to (1) observe the Association's rules of conduct as prescribed by the Board in these Bylaws or otherwise, (2) to comply with applicable law, or (3) to engage in any conduct which is deemed by the Board contrary or prejudicial to the interests and/or purposes of the Association. The discipline shall occur only after the member has been given a fifteen-day prior written notice of the proposed discipline and the reasons therefor. The notice shall also advise the member of the member's opportunity to be heard, orally or in writing, not less than five days before the effective date of the discipline by the Board. The Board shall determine whether cause exists and the appropriate discipline, if any. The Board may adopt procedures regarding the consideration and review of any proposed discipline.

The Board is not required to follow the above procedure when imposing lesser discipline such as private reprimand.

2.10 Member Liability. No member of the Association shall be personally or otherwise liable for any of the debts or obligations of the Association.

Article III. DUES

3.01 Dues. The Board shall set dues and fees, make assessments, and set the terms of payment.

3.02 Delinquency. Any member of the Association who is delinquent in dues, fees or assessments may not vote at a regular or special meeting of the members.

3.03 Refunds. No dues will be refunded except as approved by a two-thirds vote of the Board of Directors or its designee, in its sole and final discretion.

Article IV. MEMBERSHIP MEETINGS

4.01 Annual Membership Meeting. The Association shall hold an annual meeting of the Membership at the place and on the date that the Board determines. At the annual meeting, Directors shall be elected, the Board shall report the activities of the Association to the members, and other business shall be transacted as may be properly brought before the meeting.

4.02 Special Meetings. The President or a majority of the Board may call special meetings of the Regular Membership.

4.03 Notice. The Board must give Association members reasonable notice of all annual and special meetings. The notice shall include a description of the business to be discussed and shall be given at least 10 days (but not more than 90 days) before the meeting. Under special circumstances, 48-hour notice is permitted when 100% of members waive the notice requirement.

4.04 Quorum, Voting. The Members present at a properly noticed Membership Meeting constitutes a quorum. Whenever a quorum is present, an act or decision made by a majority of the members is a valid act or decision. Proxy voting is not permitted at any meeting.

4.05 Action Without a Meeting: Written Ballot. Any action which may be taken at a meeting of the members may be taken by conforming to the mail balloting procedure specified in the California Nonprofit Corporation Law.

Article V. BOARD OF DIRECTORS

5.01 Board of Directors. The Board is the governing body of the Association and has authority and is responsible for the supervision, control, and direction of the Association.

5.02 Eligibility and Number of Directors. The authorized number of Directors of the Association shall be thirteen (13) until changed by an amendment of the Bylaws, by the vote or written assent of members entitled to exercise a majority of the voting power of the Association, or by the vote of a majority of a quorum at a meeting of members duly called pursuant to the Bylaws. All Directors must be members of the Association.

The Board shall consist of the President, President-Elect, Vice-President, Treasurer, Secretary, Immediate Past President, four (4) assessors appointed by the President and one (1) assessor selected by and from each of the Regions, hereinafter known as Regionally-Selected Directors. In the event the position of Immediate Past President is not filled by the prior year's President, the number of Presidential appointments shall be five (5) assessors.

5.03 Compensation. Directors and other volunteer leaders shall receive no financial compensation for their services but shall be eligible for reimbursement of reasonable and necessary expenses incurred on behalf of this Association by that volunteer leader in accordance with rules and procedures established by the Board.

5.04 Election and Term of Office. At each annual meeting of the Association an election is held to elect new members of the Board to replace those whose terms are expiring. The Board of Directors may establish written rules and procedures for nominating candidates for officer and director positions.

Only the President-Elect, Vice-President, Treasurer, Secretary, and Regionally-Selected Directors shall be elected. The President-Elect, Vice-President, Secretary, and Treasurer shall be elected by a majority of the members at the Annual Membership Meeting. The Regionally-Selected Directors shall be elected by a majority vote of the members within a Region.

The President of the Association shall be filled automatically by the President-Elect after serving to the end of the year as President-Elect. If the President-Elect Office is vacant, the office of the President shall be elected by a majority of the members at the Annual Membership Meeting. The Immediate Past President Office shall be filled automatically by the President after serving to the end of the year as President. If the Immediate Past President Office is vacant, for any reason, the Board may fill the Office in accordance with these Bylaws.

The newly elected Directors shall take office on the first day of the following calendar year and serve up to and including the last day of the same calendar year, or until their respective successor is elected and installed.

5.05 Vacancies. If a vacancy occurs on the Board for any reason, the Board may fill the unexpired portion of the term.

5.06 Meetings. The President, President-Elect, Vice-President, Treasurer, Secretary or any two Directors may call meetings of the Board. The Board shall hold its annual meeting at the time and place it selects and shall hold other meetings each year at the time and place it selects.

5.07 Notice. The Board may hold regular meetings without notice if the time and place of such meetings is fixed by the Board. The Board may hold special meetings upon four days' notice by first class mail or 48 hours' notice delivered personally or by telephone, email, facsimile, or similar electronic communication. Notice may be waived if approved in writing by all Members of the Board of Directors, for a meeting with less notice than required by these Bylaws.

5.08 Quorum, Voting. A majority of the directors then in office shall be necessary to constitute a quorum of the Board. Proxy voting is not permitted at any meeting.

5.09 Board Action. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board. The Board may adopt rules and regulations which may supplement and interpret these Bylaws and shall be binding and enforceable as to members, Directors, and officers.

5.10 Meeting Attendance. The office of any elected Director, who shall be absent without excuse (an unexcused absence shall be defined as any absence for any reason other than for death in the family or participation in Association business) from three regular meetings of the Board of Directors per year, may be declared vacant by the Board of Directors.

5.11 Conduct of Meetings. The Board shall adopt and adhere to an appropriate parliamentary procedure in the conduct of its meetings.

5.12 Meeting by Conference Call or Other Electronic Means. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communication equipment if all of the following apply: (1) each member can communicate with all of the other members concurrently; (2) each member is provided with a 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; (3) a means of verification is adopted and implemented by the corporation as to both of the following: (a) the person communicating by electronic means is entitled to participate in the Board meeting and (b) all statements, questions, actions, or votes were made by that person and not by another not entitled to participate.

5.13 Action by Unanimous Written Consent Without a Meeting. Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in the manner specified in the California Nonprofit Corporation Law.

Article VI. OFFICERS

6.01 Officers. The officers of the Association shall be a President, President-Elect, Vice President, Treasurer, Secretary and, if applicable, an Executive Director.

6.02 Qualifications. With the exception of the Executive Director, each officer shall be a Regular Member.

6.03 Election and Term of Office. With the exception of the Executive Director, President, and immediate past president, the officers shall be elected by the Members at the Annual Membership Meeting.

6.04 Duties. The officers perform those duties that are usual to their positions and that are assigned to them by the Board, including those duties that are set forth in the position descriptions for each officer as adopted by the Board from time to time. In addition, the President acts as Chair of the Board; and the President-Elect acts in place of the President when the President is not available.

Article VII. EXECUTIVE COMMITTEE

7.01 Composition. The Executive Committee shall consist of the Officers. The President shall serve as Chair of the Executive Committee. The Executive Director shall not have voting rights on the Executive Committee and is not a member of the Board of Directors.

7.02 Authority. The Executive Committee shall act in the place and stead of the Board between Board meetings on all matters except those specifically reserved by the Board. The

Executive Committee shall report its actions to the Board no later than the next meeting of the Board.

Article VIII. OTHER COMMITTEES

8.01 Other Committees. The Board may form, revise, or terminate other committees on such terms and conditions as it deems to be appropriate.

Article IX. REGIONS AND AFFILIATES

9.01 Regions. Regions are a compilation of California Assessors within a specific geographic area within California. The Board may establish, modify, or terminate Regions, and create written rules and criteria for the establishment and maintenance of a Region.

9.02 Affiliates. Affiliates are authorized subsidiary, but separately incorporated, organizations of CAA. The Board may establish, modify, or terminate Affiliates, and create written rules and criteria for the establishment and maintenance of an Affiliate.

Article X. INDEMNIFICATION AND INSURANCE

10.01 Indemnification. To the fullest extent permitted by the law, the Association shall defend, indemnify, and hold harmless any agent against any claim arising out of any alleged or actual action or inaction in the performance of duties performed in good faith on the Association's behalf. "Agent" for this purpose shall include representatives, Directors, officers, and employees.

10.02 Insurance. The Association may purchase and maintain insurance to the full extent permitted by the law on behalf of its agents against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such.

Article XI. EMERGENCY ACTION

11.01 Emergency Action. The Board of Directors or Executive Committee of this Association may, to the full extent of and in the manner permitted by Corporations Code Sections 7140 and 7151, take actions and conduct business as may be necessary to protect the interests of the Association and its membership in the event of an emergency. A written record of all actions taken will be maintained during the emergency period, and all such actions shall be subject to review by the Association, in its sole discretion, upon conclusion of the emergency.

Article XII. AMENDMENT OF BYLAWS

12.01 Amendment of Bylaws. These Bylaws may be amended by a two-thirds vote of the Board, provided that certain amendments to the Bylaws specified in the California Nonprofit Corporation Law, including those that materially and adversely affect the rights of members or

change the authorized number of Directors, must be approved by a majority vote of the members.

12.02 Membership Voting. Proposed amendments that materially and adversely affect the rights of members or change the authorized number of Directors must be delivered to the members at least thirty (30) days prior to the vote by membership, either by ballot or at a meeting.