

**BYLAWS OF THE GREATER LOS ANGELES CHAPTER  
NATIONAL SPEAKERS ASSOCIATION**

A California Nonprofit Mutual Benefit Corporation

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These bylaws were last amended by membership written ballot in December  
2002

**ARTICLE I**

**NAME**

The name of this Corporation is National Speakers Association, Greater Los Angeles Chapter.

**ARTICLE 11**

**OFFICES OF THE CORPORATION**

**SECTION 1. Principal Office:** The principal office for the transaction of the activities, affairs, and business of the corporation (principal office) is located in California. The board of directors (board) may change the principal office from one location to another.

**SECTION 2. Other Offices:** The board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

**ARTICLE III**

**PURPOSES AND LIMITATIONS**

**SECTION 1. Purposes:** The purposes of this corporation shall be to:

- (a) Increase the public awareness of, and encourage the advancement of, the speaking profession
- (b) Ensure and advance the integrity and visibility of the National Speakers Association, Greater Los Angeles Chapter.
- (c) Provide an environment for Chapter members to share ideas, assist and give support to each other.
- (d) Make the greater Los Angeles area a major focal point for professional speaking.
- (e) Encourage other speakers to become members of the National Speakers Association, Greater Los Angeles Chapter, and the National Speakers Association, Incorporated.
- (f) Help Chapter members to attain success in their chosen field of speaking.
- (g) Provide cooperation in achieving the objectives of the National Speakers Association.
- (h) Assist the National Speakers Association in implementation and carrying out of its various programs and activities.
- (i) Provide cooperation with the National Speakers Association in the development

of educational materials for those engaged in public speaking as a professional activity; and to encourage sound, proper, and ethical practices.

(j) Provide the necessary organization and leadership to facilitate the exchange of information and experience among members so as to advance and benefit the profession of public speaking.

(k) Organize and conduct courses of study for the public speaking profession and the general public under the direction of the Greater Los Angeles Chapter so long as such programs or activities do not conflict with programs or activities of the National Speakers Association.

(l) Do such other things to carry out these purposes and to maintain an exemption from the payment of income taxes by compliance with the pertinent federal and state revenue laws

## SECTION 2. Limitations:

(a) Conformance to National Speakers Association Bylaws, etc: All actions of this corporation shall be in accordance with the bylaws and policies, procedures, and regulations of the National Speakers Association and shall be consistent with all such policies, procedures, and regulations as may be adopted by the National Speakers Association

(b) Non-Liability of National Speakers Association: This corporation shall not obligate or otherwise make the National Speakers Association liable for any expenditures or commitments, unless the National Speakers Association shall have first approved such expenditures and commitments.

(c) Compliance with Tax Exemption Laws:

(1) No part of the net earnings of the corporation shall inure to the profit of any private shareholder or individual, as defined for purposes of Section 501 (c) (6) of the Internal Revenue and Taxation Code.

(2) This corporation shall not undertake any action or practice which would cause it to lose its eligibility for exemption from the payment of federal or state income taxes as a tax exempt organization as defined for purposes of Section 501 (c) (6) of the Internal Revenue Code of 1954 and Section 23701 (e) of the California Revenue and Taxation Code.

## ARTICLE IV QUALIFICATIONS AND RIGHTS OF MEMBERSHIP

SECTION 1. Class and Qualifications: This corporation shall have three classes of members, designated as Professional members, apprentices, and affiliate Vendors.

(a) Professional Members: Professional members are individuals who :

(1) Earn all or a portion of their income from at least twenty (20) professional speaking engagements for fee each year.

(2) Have a reputation for integrity and sound character, and

- (3) Agree to abide by the Bylaws, the Association's Code of Professional Ethics, and such other rules and regulations as may be adopted from time to time.
  - (4) Are members of National NSA
- (b) Apprentice Members: Apprentices are individuals who:
- (1) Earn a portion of their income from less than twenty (20) professional speaking engagements for fee each year.
  - (2) Have a reputation for integrity and sound character, and
  - (3) Agree to abide by the Bylaws, the Association's Code of Professional Ethics, and such other rules and regulations as may be adopted from time to time.
  - (4) Understand and accept that apprenticeship is available for a maximum of two (2) years.
- (c) Affiliate Vendors: Affiliate vendors are individuals who:
- (1) Supply materials, equipment or services to professional speakers.
  - (2) Have a reputation for integrity and sound character, and
  - (3) Agree to abide by the Bylaws, the Association's Code of Professional Ethics,  
and such other rules and regulations as may be adopted from time to time.

SECTION 2. Application for Membership:

- (a) Application: Prospective members shall make application to the Chapter on the National Speakers Association's current "Application for Chapter Membership" form. The application shall be accompanied by payment of the first year's dues and an application fee, both as set by the board.
- (b) Rejection of Application: In the event the board rejects an application for membership, the applicant and the Executive Vice President of the National Speakers Association shall be notified immediately and the first year's dues paid by the applicant shall be refunded to him or her. The application fee shall be retained by the chapter for processing the application.

SECTION 3. Voting Members: Members shall have the right to vote, as set forth in these bylaws, which vote must be cast by the member personally, on the election of directors, on the disposition of all or substantially all of the assets of the corporation, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law. If the corporation is dissolved, those members shall receive a prorated distribution of all assets, exclusive of those held in charitable

trust, remaining after payment or provision for payment of the obligations and debts of the corporation and provision for any other payment requires under applicable law.

SECTION 4. Dues and Fees: Each member must pay, within the time and on the conditions set by the board, annual membership dues. The Chapter dues shall be as defined in the Chapter Operating Rules. The aforementioned dues are entirely for use by the local Chapter and are collected and disbursed by the local Chapter treasurer. The individual member is responsible for submitting his/her dues to the National Speakers Association for membership in the National Speakers Association. It is understood that the National Speakers Association reserves the right to change this policy in the future based on the vote of the Board of Directors of the National Speakers Association.

SECTION 5. Good Standing: Those members who meet the requirements of Section I of this Article IV, and who have paid the required dues and fees in accordance with these bylaws, and who are not terminated or expelled, shall be members in good standing.

SECTION 6. Termination and Suspension:

(a) Causes of Termination: A membership shall terminate on occurrence of any of the following events:

- (1) Resignation of a member, on reasonable notice to the corporation, in which event the member shall not be entitled to any refund of dues or fees. Such resignation shall not become effective until accepted by the board and all obligations to the corporation have been paid in full.
- (2) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board.
- (3) Failure of a member to pay dues, fees, or assessments as set by the board within sixty (60) days after they become due and payable.
- (4) Suspension or termination of a member, for any reason, from membership in the National Speakers Association.
- (5) Occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications.
- (6) Expulsion of the member under Section 6(c) of this Article IV, based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

(b) Suspension of Membership: A member may be suspended, under Section 6(c) of this Article IV, based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

A person whose membership is suspended shall not be a member during the period of suspension.

(c) Procedure for Expulsion or Suspension: If grounds appear to exist for expulsion or suspension of a member under Section 6(b) and (c) of this Article IV, the procedure set forth below shall be followed:

(1) The member shall be given fifteen (15) days' prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent first-class or registered mail to the member's last address as shown on the corporation's records.

(2) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion. The hearing shall be held, or the written statement considered, by the board or by a committee or person authorized by the board to determine whether the expulsion or suspension should take place.

(3) The board, committee, or person shall decide whether or not the member should be expelled, suspended, or sanctioned in some other way.

(4) The decision of the board, committee, or person so authorized by the board may be overturned by a vote of two-thirds (2/3) of the regular members present at a regular meeting.

(5) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

**SECTION 7. Transfer of Membership**: A member may not transfer or assign his or her membership to another person.

## ARTICLE V MEETING OF MEMBERS

**SECTION 1. Place of Meetings**: Meetings of the members shall be held at any place within or outside California designated by the board or by written consent of all persons entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the corporation's principal office.

**SECTION 2. Annual Meeting**: An annual members' meeting shall be held during the month of May, unless the board fixes another date and so notifies members as provided in Section 6(c) and (d) of this Article V. At this meeting, directors shall be elected, annual reports received, and any other proper business may be transacted, subject to Sections 6(b) and 7(a) of this Article V.

**SECTION 3. Regular Meeting**: Regular meetings of the members may be called at any time and place as selected and determined by the board or the chairman of the board.

**SECTION 4. Special Meetings**:

(a) Persons Authorized to Call: A special meeting of the members for any lawful purpose may be called at any time by the board or the chairman of the board, if any, or by the president or agreement of 10 or more of the members.

(b) Calling Meetings: A special meeting called by any person (other than the board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the chairman of the board, if any, or the president or any vice president or the secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Section 6 of this Article V, stating that a meeting will be held at a specified time and date fixed by the board, provided, however, that the meeting date shall be at least thirty-five (35) but not more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the person or persons requesting the meeting may give notice. Nothing in this section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the board.

(c) Proper Business of Special Meeting: No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

SECTION 5. Rules of Order: Robert's Rules of Order, as may be amended from time to time, shall govern the meetings of the members insofar as such Rules are not in conflict or inconsistent with these bylaws or the standing policies, procedures, or regulations of the corporation.

SECTION 6. Notice Requirements for Members' Meetings:

(a) General Notice Requirements: Whenever members are required or permitted to take any action at a meeting, written notice of the meeting shall be given, in accordance with Section 6(c) of this Article V, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and,

(1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or

(2) for the annual meeting, those matters that the board, at the time notice is given, intends to present for action by the members, but any proper matter may be presented at the meeting. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

(b) Notice of Certain Agenda Items: Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

(1) Removing a director without cause.

(2) Filling vacancies on the board.

(3) Amending the Articles of Incorporation.

(4) Approving a contract or transaction between the corporation and one or more directors, or between the corporation and any entity in which a director has a

material financial interest.

(5) Electing to wind up and dissolve the corporation.

(c) Manner of Giving Notice: Notice of any meeting of members shall be in writing and shall be given at least ten (10) but not more than ninety (90) days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either

(1) notice is sent to that member by first-class mail, electronic, or telegraphic or other written communication to the corporation's principal office.

SECTION 7. Quorum: Twenty-five (25) members of the voting power shall constitute a quorum for the transaction of business at any meeting of members, provided, however, that if any regular or annual meeting is actually attended in person or by proxy by less than twenty-five (25) of the voting power, the only matters that may be voted on are those of which notice of their general nature was given under the first and second sentences of Section 6 (a) of this Article V.

SECTION 8. Adjournment and Notice of Adjourned Meeting: Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than forty-five (45) days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

SECTION 9. Voting:

(a). Eligibility to Vote: Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, members entitled to vote at any meeting of members shall be members in good standing as of the record date determined under Section 12(a) and (b) of this Article V. Only Professional Members in good standing are permitted to vote.

(b). Manner of Casting Votes: Voting may be by voice or ballot, except that any election of directors must be by ballot if demanded by any member at the meeting before the voting begins.

(c). Voting: Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.

(d). Approval by Majority Vote: Unless required by the California Nonprofit Mutual Benefit Corporation Law or by the Articles of Incorporation, if a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting and entitled to vote shall represent the act of the members.

SECTION 10. Waiver of Notice or Consent:

(a). Written Waiver or Consent: The transaction of any members' meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if

- (1) a quorum is present either in person or by proxy, and
- (2) either before or after the meeting, each member entitled to vote, who is not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 6(b) of this Article V, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes.

(b). Waiver by Attendance: A member attendance at a meeting shall also constitute a waiver of notice of and presence at the meeting, unless the member objects at the beginning of the meeting to transaction of any business because the meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

SECTION 11. Action Without a Meeting:

(a). Action by Unanimous Written Consent: Any action required or permitted to be taken may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

(b). Action by Written Ballot Without a Meeting: Any action that may be taken at any meeting of members may be taken without a meeting by complying with Section 1 (c), (d), and (e) of this Article V.

(c). Solicitation of Written Ballots: The corporation shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Section 6(c) of this Article V. All solicitations of votes by written ballot shall:

- (1) indicate the number of responses needed to meet the quorum requirements,
- (2) with respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure or measures, and
- (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall

(3.1). set forth the proposed action,

(3.2). provide the members an opportunity to specify approval or disapproval of each proposal, and

(3.3). provide a reasonable time in which to return the ballot to the corporation. If the corporation has one hundred (100) or more members, any written ballot distributed to ten (10) or more members shall provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification.

(d). In any election of directors, a written ballot that a member marks "withhold" or otherwise marks in a manner indicating that authority to vote is withheld shall not be voted either for or against the election of a director.

(e). Number of Votes and Approvals Required: Approval by written ballot shall be valid only when:

(1) the number of votes cast by ballot (including those ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and

(2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(f). Revocation: A written ballot may not be revoked.

(g). Filing: All written ballots shall be filed with the secretary of the corporation and maintained in the corporate records for at least two years.

## SECTION 12. Record Date for Notice, Voting, Written Ballots, and Other Actions:

(a). Record Date Determined by the Board: For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the board may fix, in advance, a record date. The record date so fixed:

(1) For notice of a meeting shall not be more than ninety (90) nor less than ten (10) days before the date of the meeting.

(2) For voting at a meeting shall not be more than sixty (60) days before the date of the meeting.

(3) For voting by written ballot shall not be more than sixty (60) days before the day on which the first written ballot is mailed or solicited.

(4) For any other action shall not be more than sixty (60) days before that action.

(b). Record Date Not Determined by the Board:

(1) Record Date for Notice of Voting: If not otherwise fixed by the board, the record date for determining members entitled:

(1.1) to receive notice of a meeting of members shall be the business day next preceding the day on which notice is given—or, if notice is waived, the business day next preceding the day on which the meeting is held, and

(1.2) to vote at the meeting shall be the day on which the meeting is held.

(2) Record Date for Action By Written Ballot: If not otherwise fixed by the board, the record date for determining members entitled to vote by written ballot shall be the day on which the first ballot is mailed or solicited.

(3) Record Date for Other Actions: If not otherwise fixed by the board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

(c). Members of Record: For purposes of Section 12(a) and (b) of this Article V, a person holding a membership at the close of business on the record date shall be a member of record.

ARTICLE VI  
BOARD OF DIRECTORS

SECTION 1. Powers:

(a). General Corporate Powers: Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporations Law and any other applicable laws, and subject to any limitations in the articles of incorporation and bylaws regarding actions that require the approval of the members, the corporation's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the board's direction.

(b). Specific Powers: Without prejudice to the general powers set forth in Section 1 (a) of this Article VI, but subject to the same limitations, the directors shall have the power to:

(1) Appoint and remove at the pleasure of the board all the corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with the law, with the articles of incorporation, and with these bylaws; and require from them security for faithful performance of their duties.

(2) Change the principal office or the principal business office in California from one location to another; conduct its activities within or outside California; and designate any place within or outside California for holding any meeting of members.

(3) Adopt and use a corporate seal; prescribe the forms of membership certificates consistent with the provisions of Section 7313 of the California Corporations Code; and after the forms of the seal and certificates.

(4) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

## SECTION 2. Number, Compensation and Eligibility of Directors:

(a). The authorized number of directors shall be a minimum of nine (9) and a maximum of eleven (11). The board shall consist of the corporation's President, President Elect, Vice President, Secretary, Treasurer, Immediate Past President and three (3) directors elected from the membership at large. The President shall have appointment powers for two additional directors at large. These appointments will be confirmed with two-thirds (2/3) vote of the Board

(b). To be eligible for election and to hold office, a member must:

- (1) Be a member in good standing in the local chapter for at least one (1) year.
- (2) Be a member of National Speakers Association.
- (3) Have demonstrated involvement, i.e., seventy (70) percent attendance at chapter meetings, and committee involvement in the past six (6) months.
- (4) Submit a written resume to the nominating committee.

## SECTION 3. Election and Terms of Office:

(a). One (1) director shall be elected at each annual meeting for a term of three (3) years; however, if any such directors are not elected at any annual meeting, they may be elected at any special members' meeting held for that purpose or by written ballot. Each such director, including a director elected to fill a vacancy or elected at a special members' meeting or by written ballot, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. Directors cannot succeed themselves in office three years unless such a Director becomes an officer.

(b). Directors appointed by the President shall serve a one-year term.

## SECTION 4. Vacancies on Board:

(a). Events Causing Vacancy: A vacancy or vacancies on the board shall exist on the occurrence of the following:

- (1) The death or resignation of any director.
- (2) The declaration by resolution of the board of a vacancy in the office of a director who has been declared of unsound mind by an order of court or convicted of a felony, or if the corporation holds assets in charitable trust, have been found

by a final order or judgment of any court to have breached a duty arising under Section 7238 of the California Corporation Code.

- (3) The increase of the authorized number of directors.
- (4) The failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors required to be elected at that meeting.
- (5) The failure of any director to attend two (2) consecutive board meetings without notice.

(b). Notice Requirements for Removal of Directors: Removal of any director by a vote of the members shall be preceded by written notice to the director stating the reasons and grounds therefor, mailed to such director at his or her last known address at least ten (10) days prior to the date of such meeting.

(c). Resignations: Except as provided below, any director may resign by giving written notice to the chairman of the board, if any, or to the president or the secretary of the board. The resignation shall be effective at a later time; the board may elect a successor to take office when the resignation becomes effective.

(d). Filling Vacancies: Except for vacancies created by removal of a director by the members, vacancies on the board may be filled by a majority of the Board of directors then in office, whether or not less than a quorum, or by a sole remaining director. The members may fill any vacancy or vacancies not filled by the directors.

(e). No Vacancy on Reduction of Number of Directors: No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

#### SECTION 5. Directors' Meetings:

(a). Place of Meetings: Meetings of the board shall be held at any place within or outside California that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

(b). Meetings by Telephones: Any meeting may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

(c). Other Regular Meeting: Other regular meetings of the board may be held without notice at such time and place as the board may fix from time to time.

(d). Special Meetings:

(1) Authority to Call: Special meetings of the board for any purpose may be called at any time by the chairman of the board, if any, the president or any vice president, or any three (3) directors.

(2) Notice:

(2.1) Manner of Giving Notice: Notice of the time and place of special meetings shall be given to each director by one of the following methods:

(2.1a) by personal delivery of written notice

(2.1b) by first-class mail, postage prepaid

(2.1c) by telephone, either to the directors or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director

(2.1d) by telegram, charges prepaid

(2.1e) by electronic communication

All such notices shall be given or sent to the director's address, telephone, or e-mail address number as shown on the records of the corporation.

(2.2) Time Requirements: Notice sent by first-class mail shall be deposited in the United States mails at least five (5) days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.

(2.3) Notice Contents: The notice shall state the time of the meeting, and the place of the meeting if it is other than the principal office of the corporation. It need not specify the purpose of the meeting.

(e). Quorum: A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, those provisions relating to:

(1) Approval of contracts or transactions between the corporation and one or more directors or between the corporation and any entity in which a director has a material financial interest.

(2) Creation of, and appointments to, committees of the board.

(3) Indemnification of directors.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

(f). Waiver of Notice: Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of

notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

(g). Adjournment: A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(h). Notice of Adjourned Meeting: Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

SECTION 6. Action Without a Meeting: Any action that the board is required or permitted to take may be taken without a meeting if all members of the board consent in writing to that action. Such action by written consent shall have the same force and effect as any validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

SECTION 7. Compensation and Reimbursement: Directors shall not receive any compensation for their services as directors, but may be reimbursed for their expenses as determined by board resolution to be just and reasonable as to the corporation at the time the resolution is adopted.

## ARTICLE VII COMMITTEES

SECTION 1. Committees of the Board: The board, by resolution adopted by a majority of the directors present, provided a quorum is present, may create one or more committees, each consisting of one or more directors and may include other chapter members, said committee to serve at the pleasure of the Board. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the board resolution, shall have all the authority of the board except that no committee, regardless of board resolution, may:

(a). Take any final action on any matter that, under the California Nonprofit Mutual Benefit Corporation Law, also requires approval of the members or approval of a majority of all members.

(b). Fill vacancies on the board or on any committee that has the authority of the board.

(c). Amend or repeal bylaws or adopt new bylaws.

(d). Amend or repeal any board resolution that by its express terms is not so amendable or repealable.

(e). Create any other committees of the board or appoint the members of committees of the board.

(g). With respect to any assets held in charitable trust, approve any contract or transaction between the corporation and one or more of its directors or between the corporation and an entity in which one or more of its directors have a material financial interest, subject to the special approval provisions of Section 5233(d)(3) of the California Corporations Code.

SECTION 2. Meetings and Action of Committee: Meetings and actions of committees of the board shall be governed by, held, and taken in accordance with the provisions of those bylaws concerning meetings and other board actions except that the time for regular meetings of such committees and calling of special meetings of such committees may be determined either by board resolution, or if there is none, by resolution of the committee. Minutes of each meeting of any committee of the board shall be kept and shall be filed with the corporate records. The board may adopt rules for the government of any committee that are consistent with these bylaws or, in the absence of rules adopted by the board, the committee may adopt such rules.

SECTION 3. Particular or Standing Committees:

(a). Executive Committee: The executive Committee shall consist of the President as Chairman, President-Elect, Vice President, Secretary, and Treasurer. They may exercise the powers of the board when the board is not in session, reporting to the board at its next meeting any action it has taken. Four (4) members of the committee shall constitute a quorum for the transaction of business. The Chairman or three (3) members may call meetings of the Executive Committee.

The Executive Committee shall also act as the Budget and Finance Committee and shall prepare the proposed yearly budget for presentation to the board.

(b). Nomination Committee: The Immediate Past President shall chair a Nominating Committee of not less than three (3) members, to be appointed by the Immediate Past President, subject to approval of the Board. The Committee will submit a slate of nominees for the offices of director, Vice President and President-elect, to be voted upon at the annual meeting of members of the Association.

(c). Audit Committee: Each year the President shall appoint an Audit Committee consisting of three (3) members who are not members of the board. This committee shall submit a written audit of the financial records of the corporation to the board within forty-five (45) days after the end of the corporation's fiscal year.

ARTICLE VIII  
OFFICERS

SECTION 1. Officers of the Corporation:. The officers of the corporation shall be the President, President-Elect, Vice President, Secretary, and a Treasurer. The corporation may also have, at the board's discretion, additional vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with Section 3 of this Article VIII. The President-Elect shall automatically become president at the completion of the outgoing President's term June 30<sup>th</sup>.

SECTION 2. Election of Officers and Directors: The officers and directors of the corporation,

except those appointed under Section 3 of this Article VIII, shall be elected annually by the members at the regular meeting in May. Election shall be by ballot and a majority of votes cast shall elect each officer. Officers and directors shall assume their respective offices on the first day of July.

SECTION 3. Other Officers: The President shall, with approval of the board, appoint the Secretary, Treasurer, and any other officers that the corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined by the board.

SECTION 4. Removal of Officers: Any officer may be removed with cause by the board.

SECTION 5. Resignation of Officers: Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

SECTION 6. Vacancies in Office: A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the directors at any regular or special meeting.

SECTION 7. Responsibilities of Officers:

(a). President: Subject to the control of the board, the President shall preside at all meetings of the board. The President shall appoint, subject to the approval of the board, such standing and special committees as are prescribed by these bylaws or the board, and shall be a member ex officio of all committees, except the President shall not serve on the Nominating Committee. The President shall also have such other powers and duties as the board or bylaws may prescribe. The President shall not be elected to successive terms.

(b). President-Elect and Vice President:

(1) In the absence or disability of the President, the President-Elect and Vice President, in the order of their rank shall perform all duties of the President. When so acting, they shall have all powers of and be subject to all restrictions on the President. The President-Elect and Vice President shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

(2) The President-Elect shall act as the Chairman of the Membership Committee.

(3) The President-Elect shall assume the Office of President on the first day of July of the new Chapter Year or upon the death, resignation, or removal of the President.

(c). Secretary:

(1) Book of Minutes: The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board, and of members' meetings. The minutes of meetings shall include the time and

place of holding; whether the meeting was annual, regular, or special; and, if special, how authorized, the notice given, the names of those present at board and committee meetings, and the number of members present or represented at members' meetings.

The secretary shall keep or cause to be kept, at the principal office in California, a copy of the articles of incorporation and bylaws, as amended to date.

(2) Membership Records: The secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by board resolution, a record of the corporation's members, showing each members name, address, and class of membership.

(3) Notices, Seal, and Other Duties: The secretary shall give, or cause to be given, notice of all meetings of members, of the board, and of committees of the board required by these bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the board or the bylaws prescribe.

(d). Treasurer

(1) Books and Accounts: The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

(2) Deposit and Disbursement of Money and Valuables: The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate, shall disburse the corporation's funds as the board may order, shall render to the President, and the board, when requested, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such duties as the board or the bylaws may prescribe.

(3) Bond: If required by the board, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

(e). Immediate Past President: The immediate Past President shall meet with the board and shall counsel and serve as an advisor to the President.

SECTION 8. Management: The board may employ an Executive Director and staff as the board may determine. The board shall prescribe the duties and responsibilities of the Executive Director. The board may delegate the management of the day-today activities of the corporation to a management company or other person provided that the activities and affairs of the corporation shall be managed and all powers shall be exercised under the ultimate direction of the board.

ARTICLE IX  
INDEMNIFICATION AND INSURANCE

To the fullest extent permitted by law, the Corporation shall indemnify its directors, officers, and employees, both past and current, engaged by the Corporation against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in defense of any action, suit or proceeding in which they or any of them are made parties by reason of having been directors, officers or employees engaged by the Corporation, except in relation to matters as to which such person shall be adjudged, or settled by agreement, to be liable for gross negligence or misconduct in the performance of her/his duty.

ARTICLE X  
RECORDS AND REPORTS

SECTION 1. Maintenance of Corporate Records: The corporation shall keep:

- (a). Adequate and correct books and records of account.
- (b). Written minutes of the proceedings of its members, board, and committees of the board.
- (c). A record of each member's name and address.

SECTION 2. Membership Records: Subject to Division 2, Part 3, Chapter 13, Article 3, (Commencing at Section 8338) of the California Corporation Code and unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for the purpose reasonably related to the member's interest as a member:

- (a). Inspect and copy the records of members' names, addresses, and voting rights during usual business hours on five day's prior written demand on the corporation, which demand must state the purpose for which the inspection rights are requested.
- (b). Obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for the election of directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the member on or before the later of ten (10) days after
  - (1) the demand is received, or
  - (2) the date specified in the demand as the date as of which the list is to be compiled.

The corporation may, within ten (10) business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to, or a copy of, the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand.

If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, the corporation may deny the member access to the membership list.

Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of any subsidiary of the corporation.

(c). Accounting Records and Minutes: On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the board, and committees of the board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. Any right of inspection extends to the records of any subsidiary of the corporation.

SECTION 3. Maintenance and Inspection of Articles and Bylaws: The corporation shall keep at its principal office, or if its principal office is not in California, at its principal business office in this state, the original or a copy of the articles of incorporation and bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal office of the corporation is outside California and the corporation has no principal business office in this state, the secretary shall, on the written request of any member, furnish to that member a copy of the articles of incorporation and bylaws as amended to date.

SECTION 4. Inspection by Directors: Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

SECTION 5. Annual Report:

(a). An annual report shall be prepared within one hundred twenty (120) days after the end of the corporation's fiscal year. That report shall contain the following information in appropriate detail:

(1) A balance sheet as of the end of the fiscal year, and an income statement of changes in financial position for the fiscal year, accompanied by any report on them by independent accountants, or an authorized officer of the corporation that they were prepared without audit from the books and records of the corporation.

(2) A statement of the place where the names and addresses of current members are located.

(3) Any information that is required by Section 6 of this Article X.

(b). The corporation shall notify each member annually of the member's right to receive a financial report under this Section. Except as provided in subsection (3) of this bylaw, on written request by a member, the board shall promptly cause the most recent

annual report to be sent to the requesting member.

(c). This Section shall not apply if the corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year.

SECTION 6. Annual Statement of Certain Transactions. As part of its annual report for the fiscal year to members, or separately, at the discretion of the Board of Directors, the Board shall issue a statement of all transactions in which members, or any entity controlled by a member ("member"), of the corporation was a party with the corporation in which the member received, in aggregate, more than \$10,000 cash or value of benefits during the corporation's fiscal year. The statement shall include a brief description of the amounts and circumstances of each transaction totaling the aggregate benefits received

## ARTICLE XI MISCELLANEOUS

SECTION 1. Construction and Definitions: Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

SECTION 2. Amendments:

(a). These bylaws may be amended only by a two-thirds (2/3) vote of eligible voting members present at a regularly scheduled meeting, providing a quorum exists at such meeting.

(b). Any changes to the bylaws shall not be in conflict with the requirements set forth by the National Speakers Association.

(c). Proposed Amendments must be submitted in writing to the secretary at least two (2) weeks before the next regular meeting. The proposal shall be read at the next meeting and voted upon at the following meeting unless an emergency is declared by the Board of Directors requiring immediate approval.

Greater Los Angeles Chapter - National Speakers Association  
**CHAPTER OPERATING RULES**

A. GENERAL:

Chapter Operating Rules: Chapter OPERATING RULES, also known as "Standing Rules," include those procedural rules adopted to administer the chapter activities typically by a majority vote. They are previously adopted main motions which have continuing effect until amended, modified or rescinded.

NSA Policies, Procedures and Regulations: Policy, Procedure, Regulation and other Criteria requirements adopted by NSA that affect Chapter operations are included here for reference, implementation, and compliance as required by chapter bylaw Article 111, Section 2(a).

B. CHAPTER OFFICERS:

The following criteria for Chapter President and President-Elect positions were adopted by the NSA Board of Directors 07-08 February '91:

1. President-Elect Nominee must be a regular member of NSA for at least one year prior to nomination.
2. President must have been an NSA member and served on the Board of Directors for at least one year prior to nomination.
3. President must have attended the Chapter Leadership Program at a National Convention.

**C. MEMBERSHIP:**

1 . All chapter membership categories are the same as national membership categories which are:

- 1.1 Professional Member (Full time Speaker)
- 1.2 Apprentice (Part Time Speaker)
- 1.3 Affiliate Vendor (Provides support to Speakers)

**D. FEES:**

- 1. Annual Chapter dues are due every September first.
- 2. Chapter fees and dues are as follows:

|                     |           |
|---------------------|-----------|
| (1) Application Fee | \$ 30.00  |
| (2) Annual Dues:    |           |
| Professional        | \$ 140.00 |
| Apprentice          | \$ 180.00 |
| Affiliate Vendor    | \$ 249.00 |

- 3. Chapter Meeting Pricing is as follows:

(1) In Advance:

|                       |          |
|-----------------------|----------|
| Member                | \$ 50.00 |
| Spouse/staff/platinum | \$ 25.00 |
| Non-Members           | \$ 75.00 |

(2) At the door:

|                       |          |
|-----------------------|----------|
| Member                | \$ 60.00 |
| Spouse/Staff/Platinum | \$ 35.00 |
| Non-Members           | \$ 85.00 |

**E. PUBLICATIONS:**

- 1. Chapter will print and distribute a Mini-Directory to all Chapter members.
- 2. Produce NSA business cards with the names and phone numbers of the President and Executive Director.
- 3. The Chapter will print and distribute a 2-sided, single-sheet announcement of the monthly meeting, which includes the program and a registration form

The NSA Board of Directors has ruled that local chapter directories are prohibited from listing non-members of NSA.

F. STANDING COMMITTEES:

Each Standing Committee shall be chaired by a member of the Board of Directors.