

Proposed Bylaw Changes for Affiliate Groups

The CDSA Board has voted to recommend to the membership of CDSA changes in the bylaws to allow formation of affiliate membership groups. These changes will allow CDSA to offer affiliate membership to respite care provider organizations and would make it possible to form other affiliate groups in the future.

The bylaw amendments will be voted on during the membership meeting on March 18, during the Legislative Affairs Conference. Please review the changes and be prepared to debate and vote on them. If you have any questions about the amendments, please contact Chris Rice, 916-441-5844, ext. 106 or crice@cal-dsa.org.

The changes below are presented in the context of significant sections of the bylaws, to provide full context. If you wish to have a complete set of the current bylaws, please contact Chris Rice.

Changes are in **red**. ~~Strike-through~~ indicates removal, underlining indicates addition.

Bylaws	Comments
ARTICLE I MEMBERSHIP	
<p>Section 1. Members of the Corporation. The Members of this Corporation shall include and be limited to organizations and individuals providing services for persons with developmental disabilities, and whose principal place of business is located in California. The various classes of membership shall be as described in Article IV, Section 1, below.</p>	
<p>Section 2. Term of Membership. Each Member shall remain a Member until he or she or it no longer qualifies as such under Section 1 above or whose membership has been terminated in accordance with Section 4 below.</p>	
<p>Section 3. Membership Rights. A Member that is an organization or other business-type of entity (“member organization”) shall be represented by an officially designated person (the “member delegate”). Member organizations may also designate one or more alternate representatives (the “alternate member delegates”) Subject to these Bylaws and the Corporation’s rules and regulations, the Member shall have the following rights:</p>	

<p>(A). The exercise of one vote per member organization in the election of officers, the Board of Directors, or on any matter of business coming before the membership of the Corporation.</p>	
<p>(B). Any individual The member delegate or alternate delegate; and in the case of a member organization the member delegate or alternate delegate, may stand for election to the Board of Directors, and hold office or serve as a director. Only one individual from a member organization, including the member organization's affiliates or units (if a multi-unit corporation), may serve on the Board at any one time.</p>	<p>Eliminates a vestigial reference to individual members to avoid confusion.</p>
<p>(C). Any member delegate, or alternate delegate, may serve as Chair or member of a committee or task force of the Corporation.</p>	
<p>(D). Receive selected mailings and publications, and have access to the member-only section of the Corporation's website</p>	
<p>(E). Participate on members-only listservs and other online forums sponsored by the Corporation</p>	
<p>(F). Attend and participate in programs sponsored by the Corporation</p>	
<p>(G). Attend and participate in regular and special meetings of the membership</p>	
<p>(H). Receive services provided by the Corporation</p>	
<p>Section 4. Members in Good Standing. Members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not terminated or suspended shall be Members in good standing.</p>	
<p>Section 5. Termination or Suspension of Membership.</p>	
<p>(A) Events of Termination. A membership shall terminate on occurrence of any of the following events:</p>	
<p>(i) Resignation of the Member;</p>	
<p>(ii) Expiration of the period of membership (including for failure to pay membership dues), unless the Membership is renewed on the renewal terms fixed by the Board;</p>	

<p>(iii) <u>Elimination of an affiliate group by the Board of Directors</u></p>	<p>Makes explicit that eliminating an affiliate group would eliminate a membership.</p>
<p>(iv) Any event that renders the Member ineligible for Membership, or failure to satisfy membership qualifications; or</p>	
<p>(v) Termination of membership under paragraph (C) of this Section, based on the good faith determination by the Board or a committee authorized by the Board to make such a determination, that the Member or its delegates have 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 Corporation's purposes and interests.</p>	
<p>(B) Events Causing Suspension of Membership. A Member <u>or member of an affiliate group</u> may be suspended under paragraph (C) of this Section, based on the good faith determination by the Board or a committee authorized by the Board to make such a determination, that the Member or its delegates have failed in a material and serious degree to observe the Corporation's rules of conduct, has not maintained standards or behavior that would reasonably and prudently be expected of a professional of his, her, or its station in the industry, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests. A person or member organization whose membership is suspended shall not be a Member during the period of suspension.</p>	<p>Specifies that a member of an affiliate group can be suspended as any other member can.</p>
<p>(C) Procedure for Termination or Suspension of Membership. If grounds appear to exist for suspending or terminating a Member under paragraphs (A) or (B) of this Section, the following procedure shall be followed:</p>	
<p>(i) The Board shall give the Member at least 15 days' prior written notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the Member's last address as shown on the Corporation's records.</p>	
<p>(ii) The Member shall be given an</p>	

<p>opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board or by a committee authorized by the Board to determine whether the suspension or termination should occur.</p>	
<p>(iii) The Board or committee shall decide whether the Member should be suspended or the membership terminated. The decision of the Board or committee shall be binding. In the case of suspension, criteria for re-instatement shall be clearly stated in the Board’s decision.</p>	
<p>(iv) Any action challenging a suspension or termination of membership, including a claim alleging defective notice, must be commenced within one (1) year after the date of the suspension or termination.</p>	
<p>(D) No Transfer of Membership. No membership or right arising from membership shall be transferred to another person, entity, or organization. All membership rights cease on the Member’s resignation, suspension, termination, or sale to or merger with another organization.</p>	
<p>ARTICLE IV MEMBERSHIP VOTING</p>	
<p>Section 1. Classes of Membership. The Corporation shall have two one <u>classes</u> of voting membership consisting of those organizations and their delegates identified in Article III, Section 1, above. <u>The first class of membership shall be organizations that join directly, as individual members. The second class of membership shall be affiliate groups, with all participants in an affiliate group functioning as one member of the Corporation. Affiliate groups shall be defined by the Board of Directors.</u> The Corporation shall have a non-voting class of <u>affiliate-supporting</u> membership, consisting of organizations and individuals that provide services to voting members. The Board of Directors may name honorary members, which shall be a lifetime designation and for which there shall be no dues.</p>	<p>Specifies first class of membership so that we can specify the second (and new) class of affiliate membership. Changes the identifying term for non-voting members from affiliates to supporters.</p>
<p>Section 2. Member Voting Rights. On each matter submitted to a vote of the Members, whether at a meeting of the</p>	

membership called and held pursuant to the provisions of these Bylaws or otherwise, each Member shall be entitled to cast one vote.	
Section 3. Eligibility to Vote. The persons or entities entitled to vote at any meeting of Members shall be those persons who are Members in good standing as of the record date determined in accordance with Section 9 of Article V hereof.	