

# California Community Colleges Chief Information Systems Officers Association, Inc.

## BYLAWS

### ARTICLE I - NAME

The name of this corporation shall be the California Community Colleges Chief Information Systems Officers Association, Inc., herein referred to as the *Corporation*.

### ARTICLE II - PURPOSE

#### SECTION A

1. This organization is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law. The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

#### SECTION B. THE SPECIFIC PURPOSE OF THE CORPORATION IS:

1. To promote the efficient and effective operation of information system offices, departments and divisions of California community colleges, and promote the common interests of information system offices, departments and divisions of California community colleges through research and communication relating to issues of mutual interest and concern.
2. To provide an efficient vehicle for communicating among information systems offices, departments and divisions of California community colleges and state agencies, to the benefit of the California community colleges and the public they serve.
3. To provide for professional growth and development of personnel serving the Corporation's members, *including the hosting of an annual conference*.
4. To increase recognition of the value and necessity of information systems for effective planning and management of individual districts and the California community colleges as a whole, to the benefit of the public.

### ARTICLE III - STATEMENT OF ACTIVITIES

1. Notwithstanding any of the above statements of purpose and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this Corporation; and shall not engage in any activities which threaten its status as a not for profit corporation under IRS section 501(c)(3) or such other tax laws as apply.

## **ARTICLE IV - MEMBERSHIP**

### **SECTION A. QUALIFICATIONS FOR MEMBERSHIP:**

1. Regular Membership shall be open to any California community college district herein referred to as "Regular Member".
2. The Chief Information System Officer / Chief Technology Officer / Chief Information Officer (herein known as the Chief Information Systems Officer) of each Regular Member shall act on behalf of his or her Regular Member in all matters relating to the rights, privileges and duties of his or her Regular Member, including but not limited to acting on behalf of and otherwise representing his or her Regular Member at all membership meetings of the Corporation. The Chief Information Systems Officer is that person in a district who has primary responsibility for the operational management of the district's administrative information systems, as designated by the district's Chief Executive Officer and may be referred to herein as a "Member Representative."
3. The Chief Information Systems Officer may nominate a person to serve as an *Associate Representative*. The Corporation's Board of Directors shall decide to either accept or reject each nomination for Associate Representative.
4. Associate Representatives shall be persons having an interest in the purposes and activities of the Corporation, but who could not otherwise qualify as Member Representatives.
5. The Chief Information Systems Officer may appoint an Associate Representative, who is an employee of their Regular Member, to serve as their Member Representative, in place of the Chief Information Systems Officer, with all the rights and privileges of the Member Representative.
6. The Member Representative may nominate persons for Honorary Life Membership . Honorary Life Membership shall be granted only by the Corporation's Board of Directors and shall include rights and responsibilities as determined by the Board of Directors.
7. The Board may from time to time establish criteria for all classes of membership in addition to those set forth in the bylaws, and the Board shall establish procedures by which it will review and accept applications for membership.

### **SECTION B. VOTING RIGHTS:**

1. Each Regular Member, through their Member Representative, shall have one vote in matters pertaining to election of Officers to the Corporation Board of Directors or Amendments to existing Corporation Bylaws.
2. Each elected member of the Corporation Board of Directors shall have one vote on matters brought before the Board of Directors for consideration or action.

## **ARTICLE V - BOARD OF DIRECTORS**

### **SECTION A. COMPOSITION**

1. The twelve to thirteen (12 to 13) member Board of Directors shall consist of the following:
  - a) Six (6) Officers of the Corporation as defined in Article VI. (There are seven officer positions specified in Article VI, but only six positions will be filled at any one time.)
  - b) Six (6) Regional Representatives as defined in Article VI.
  - c) One (1) Conference and Business Meeting Chair who will be appointed and serve in alternate years as specified in Article VI.

## **SECTION B. THE RESPONSIBILITIES OF THE BOARD OF DIRECTORS SHALL INCLUDE:**

1. The conduct of on-going business of the Corporation as directed by the membership.
2. Representation of Corporation positions and interests at meetings, hearings, committees, conferences, discussions or other forums where the interests of the Corporation and its members are involved.
3. Interpretation and implementation of the provisions of these Bylaws.
4. Authorization of all expenditures of Corporation funds.
5. Managing the nomination and election process of candidates for the Corporation's Board of Directors.
6. Appointment of the Conference and Business Meeting Chair in a year without a President-Elect, and appointment of replacements to complete terms of vacant offices.
7. Establishment of all dues and fees of the Corporation with a two-thirds (2 / 3) vote of the entire Board of Directors.
8. Promotion of communication within the membership.

## **ARTICLE VI - OFFICERS AND REGION REPRESENTATIVES**

### **SECTION A. QUALIFICATIONS:**

1. A Member Representative of a current Regular Member of the Corporation may serve as an officer or a region representative.
2. An Associate Representative, who is not a Member Representative, may serve as a region representative.

### **SECTION B. OFFICERS OF THE CORPORATION:**

1. The *elected officers* of the Corporation shall be: President, President-Elect, Immediate Past-President, Secretary, Treasurer, Vice President - North, and Vice President - South.
2. All *elected officers* shall be elected at the annual business meeting with the exception of appointees who are appointed to complete terms of office due to the resignation of elected officers. Provided, however, that the incorporator(s) shall appoint the initial group of officers who shall serve until officers are elected in the manner described herein.
3. The Conference and Business Meeting Chair shall be an *appointed officer* who is appointed to serve during the years when the Board of Directors does not have a President-Elect.

### **SECTION C. TERMS OF OFFICERS:**

1. The President-Elect will serve a one-year term beginning at the conclusion of the annual business meeting in which they are elected and ending at the conclusion of the next annual business meeting.
2. The Immediate Past-President will serve a one-year term beginning at the end of their term as President and continue until the conclusion of the next annual business meeting.
3. The President, Treasurer, and Secretary will serve a two-year term beginning at the conclusion of the annual business meeting in which he / she is elected and ending at the conclusion of the annual business meeting two years hence.
4. The Vice Presidents (North and South) will be elected to serve overlapping two-year terms beginning at the conclusion of the annual business meeting in which they are elected and ending at the conclusion of the annual business meeting two years hence.
5. The Conference and Business Meeting Chair will be appointed at the annual business meeting for a one-year term in those years when the Board of Directors does not have a President-Elect.

6. At the conclusion of the term of the President-Elect he / she will serve the normal term as President.
7. At the conclusion of the term of the President, he / she and serve the normal term of the Immediate Past-President.
8. If an officer's status changes after being elected or appointed to the Board (e.g. is no longer a Member Representative) before his or her term expires, the President of the Board of Directors may (1) let the officer finish his or her term, (2) appoint another qualified representative to replace the officer and finish the term, or (3) let the position go vacant until the next election.
9. Any officer or other person who is appointed to a vacancy for a partial term of an office that is normally elected, specifically the President-Elect, Secretary, Vice-President, Region Representative or Treasurer, must stand for election if they wish to continue in that office beyond the partial term of appointment. In the event that the vacancy is for the President-Elect office, the President, with Board approval, may continue as President for a second term.
10. The terms of Vice Presidents will be two years with overlapping terms of office. The Vice President-North election will occur in odd numbered years and the Vice President-South election will occur in even numbered years.
11. The Vice President must be a current Corporation member representing a district from the respective North or South Region of the state. The list of colleges and districts as included into the North or South Region is provided on the Corporation's Website.

#### **SECTION D. REGION REPRESENTATIVES:**

1. Region Representatives shall be elected at the annual business meeting: totaling three from the North Region and three from the South Region, to serve two-year terms.
2. One representative from the North Region and two from the South Region shall be elected in odd numbered years and two representatives from the North Region and one from the South Region shall be elected in even numbered years.

#### **SECTION E. RESPONSIBILITIES OF THE OFFICERS:**

1. President:
  - a) The President shall be the Chief Executive Officer of the Corporation and Chair of the Board of Directors.
2. President-Elect:
  - a) The President-Elect shall serve in the absence of the President.
  - b) The President-Elect assumes the office of President for two years at the conclusion of the term of the President or whenever the office is vacated.
  - c) The President-Elect serves as the annual Conference Chair.
3. Immediate Past-President:
  - a) The Immediate Past-President of the Corporation shall serve in an advisory capacity (with the power to vote) to the President and other members of the Board of Directors.
4. Secretary:
  - a) The Secretary shall be responsible for maintaining records and coordinating communications of the Corporation. This shall include the production of Corporation letterhead and the maintenance of the Corporation's online presence..
5. Treasurer:
  - a) The Treasurer shall be the Chief Fiscal Officer of the Corporation.
6. Vice President:

- a) The Vice-President who is in the first year of his / her current term will serve as Conference Program Chair under the President-Elect or the Conference and Business Meeting Chair.
  - b) The Vice-President who is in the second year of his / her current term will serve as the Conference Vendor Liaison under the President-Elect or the Conference and Business Meeting Chair.
  - c) During the year that the Corporation does not have a President-Elect, the Vice-President who is in the second year of his / her current term shall serve in the absence of the President and the Vice-President who is in the first year of his / her current term shall serve in the absence of the Vice-President who is in the second year of his / her current term.
7. Conference and Business Meeting Chair:
- a) The Conference and Business Meeting Chair serves as the coordinator of the annual CISOA conference during the term in which the Conference and Business Meeting Chair is appointed.

**SECTION F. DUTIES OF THE OFFICERS:**

- 1. The duties of the President shall include the following:
  - a) Provide overall leadership and direction for the Corporation.
  - b) Serve as chairperson of the Board of Directors.
  - c) Call the Annual Conference and Business Meeting and special meetings as required to carry out the purposes of the Corporation.
  - d) Preside over the Annual Conference and Business Meeting. He / she shall act at the direction of the Board of Directors.
  - e) Maintain close contact with the Board of Directors and the System Office regarding the business of the Corporation.
  - f) Provide direct input to the System Office and other state agencies regarding the needs, priorities and value of information services in the community college system.
  - g) Represent Corporation positions and perspectives at meetings, seminars, hearings or other forums established throughout the state.
  - h) With the concurrence of the Board of Directors, fill all interim vacancies.
  - i) Call and hold a meeting, of incumbent and newly elected officers, to facilitate the proper transition of the responsibilities and duties of the officers.
  - j) Appoint member representatives (or other persons) to serve on committees that support the goals and activities of the Corporation.
- 2. The duties of the President-Elect shall include the following:
  - a) At the request of the President, represent Corporation position and perspectives at meetings, seminars, hearings or other forums established throughout the state.
  - b) Solicit input from the Board of Directors, CISOA membership, and the System Office regarding the agenda, location, speakers, and facilities for the Annual Conference and Business Meeting.
  - c) Negotiate and arrange for all facilities for the Annual Conference and Business Meeting, working with vendors as appropriate.
  - d) Arrange for early notification to the membership regarding the time, place and agenda for the Annual Conference and Business Meeting.
  - e) Contact individuals, groups and organizations for service as speakers or facilitators at the Annual Conference and Business Meeting.
  - f) Develop a budget for the Annual Conference and Business Meeting and present it to the Board of Directors.

- g) Within two months of the closing of the Annual Conference and Business Meeting, develop and present an income and expense report of the event to the Board of Directors.
3. The duties of the Secretary shall be as follows:
    - a) Keep the minutes of all business meetings of the Corporation and meetings of the Board of Directors.
    - b) Distribute a summary of minutes to all members of the Corporation.
    - c) Maintain all records of the Corporation including minutes and membership lists.
    - d) Coordinate official correspondence of the Corporation.
    - e) Coordinate and ensure that the Corporation's web page is accurate and up to date with all information as directed by the Board of Directors.
  4. The duties of the Treasurer shall be as follows:
    - a) Keep the books of account of the Corporation.
    - b) Collect all funds due and payable to the Corporation, including dues for membership, and deposit them in the Corporation Treasury.
    - c) Issue payment on all Corporation expenditures authorized by the Board of Directors.
    - d) Present a full accounting of all funds of the Corporation at the Annual Conference and Business Meeting and all Board of Directors meetings.
    - e) Complete and file all necessary paperwork with local, state, and federal agencies related to the Corporation's financials.
  5. The duties of the Vice-Presidents, North and South, shall be as follows:
    - a) Coordinate Corporation activities in their regions. This includes the scheduling of regional meetings as directed by the President, Board of Directors or membership of their region. Maintain contact with the regional representatives in their area.
    - b) Organize and coordinate regional meetings as requested, arrange for the agenda, location and speakers, and ensure that minutes are kept.
    - c) Represent the Corporation at various meetings as requested by the President.
  6. The duties of the appointed Conference and Business Meeting Chair shall include the following:
    - a) Solicit input from the Board of Directors, CISOA membership, and the System Office regarding the agenda, location, speakers, and facilities for the Annual Conference and Business Meeting.
    - b) Negotiate and arrange for all facilities for the Annual Conference and Business Meeting, working with vendors as appropriate.
    - c) Arrange for early notification to the membership regarding the time, place and agenda for the Annual Conference and Business Meeting.
    - d) Contact individuals, groups and organizations for service as speakers or facilitators at the Annual Conference and Business Meeting.
    - e) Develop a budget for the Annual Conference and Business Meeting and present it to the Board of Directors.
    - f) Within two months of the closing of the Annual Conference and Business Meeting, develop and present an income and expense report of the Conference to the Board of Directors.

**SECTION G. RESPONSIBILITIES OF THE REGION REPRESENTATIVES:**

1. The Region Representatives shall be responsible for the dissemination of information and the coordination of Corporation activities in each of two regions: North and South.
2. The region representatives who are in the second year of their current term will serve as Conference Track Chairs under the Conference Program Chair.

## **SECTION H. DUTIES OF THE REGION REPRESENTATIVES:**

1. Coordinate and present input from all districts in the region regarding district positions on topics of state reporting and the impact and implementation of technology to the Corporation.
2. Advise the Corporation and System Office staff on problems, concerns and issues raised in the regions regarding information systems and reporting.
3. Meet with System Office staff as necessary.
4. Assist the Corporation and System Office in communicating information systems policies, requirements and reporting procedures to regional members.
5. Serve as the chair for Corporation regional meetings as needed. Arrange for agenda, locations and speakers, and ensure that minutes are kept.
6. Consult with region members for the nomination of personnel to serve on committees, task forces or groups established by the Corporation, the System Office or other agencies, which affect information systems.
7. Assist the Corporation in identifying staff development opportunities, which will improve the performance of Corporation members.
8. Solicit presentation topics for the Annual Conference and Business Meeting from the community college districts and submit them for consideration to the committee / designee(s) who are planning the conference program.
9. At the request of the President, represent the Corporation position and perspectives at meetings, seminars, hearings or other forums established throughout the state.

## **SECTION I. DUTIES OF COMMITTEE MEMBERS**

1. Any Member Representative of a Regular Member of the Corporation, or appointee representing the Corporation, to a state-wide committee shall represent the interest of the Corporation at all committee meetings. Committee Members shall provide a written or oral report on committee activities to the Board of Directors in a timely manner and receive direction from the Board of Directors on upcoming items for discussion or action at committee meetings.

## **ARTICLE VII - AMENDMENTS**

1. Amendments to this Constitution and Bylaws may be adopted by a two-thirds (2/3) vote of the Member Representatives in attendance at the Annual Conference and Business Meeting of the Corporation and acting on behalf of the Regular Members.
2. Amendments to this Constitution and Bylaws may also be adopted by a plurality of votes of the Regular Members conducted via written ballot, email, the CISOA web site, or other electronic means.
3. Any proposed amendments must be distributed to all members at least 30 days in advance of a vote of the members

## **ARTICLE VIII - RULES OF ORDER**

1. The Annual Conference and Business Meeting and any special meetings as are called by the Board of Directors, as well as meetings of the Board of Directors, shall be governed by "Robert's Rules of Order, Revised."

## **ARTICLE IX - MEETINGS**

### **SECTION A. ANNUAL CONFERENCE AND BUSINESS MEETING:**

1. The Corporation shall hold an Annual Conference and Business Meeting once each year. The specific location and date shall be determined by the Board of Directors with the expressed preferences of the members regarding date and location being taken into consideration. Sites will be alternated between North and South Regions.
2. Retiree privileges: If a person is retired from the position of CTO or CISO of a California Community College, they are eligible to attend the conference at a reduced rate established annually by the conference committee for retirees. If, however, they have retired from service but are consulting, working for another company and/or doing business in the IT arena, they shall be classified as vendors and subject to the vendor guidelines until such time as they conclude those business interests.

### **SECTION B. REGION MEETINGS:**

1. Region meetings (North and South) shall be held as necessary to conduct the business of the Corporation and facilitate communications. Region meetings shall be coordinated by the respective Vice President.

### **SECTION C. CALLING MEETINGS:**

1. The President shall call all meetings of the Board of Directors and the Annual Conference and Business Meeting at least 30 days in advance via written, telephonic, or electronic notification.
2. The appropriate Vice President, North or South shall call any necessary Regional Meeting at least 30 days in advance via written, telephonic, or electronic notification.

### **SECTION D. ESTABLISHING QUORUM AND TAKING ACTION:**

1. Unless specified elsewhere in these Bylaws, the Corporation and its Board of Directors may take action (including the election of officers) according to the following rules:
  - a) Board of Directors
    - 1) For purposes of conducting business, a quorum exists if the majority of the then elected Board of Directors are in attendance.
    - 2) Action may be taken by agreement from a majority of directors in attendance at a meeting of the Board of Directors in which a quorum has been established.
    - 3) Action can also be taken by obtaining unanimous written consent or unanimous consent through the use of email or other electronic means from the Board of Directors.
  - b) General Membership
    - 1) For purposes of conducting business in person, a quorum exists if more than thirty Member Representatives of Regular Members are in attendance at a general membership meeting of the Corporation
    - 2) Action may be taken by agreement from a majority of the Member Representatives of Regular Members in attendance at a general membership meeting of the Corporation in which a quorum exists.
    - 3) Action can also be taken by obtaining written consent or consent through the use of email or other electronic means from two-thirds (2/3) of the regular member representatives of the Corporation.



# ARTICLE X – CONFLICTS OF INTEREST POLICY

## SECTION A. PURPOSE.

1. The purpose of this conflict of interests' policy is to protect this Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## SECTION B. DEFINITIONS.

1. Interested Person.
  - a) Any director, officer, or member of a committee with powers delegated by the board, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest.
  - a) A person has a financial interest if the person has, directly or indirectly, through business, investment, or family, or has a family who has:
    - 1) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
    - 2) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
    - 3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation may be negotiating a transaction or arrangement. Compensation includes but is not limited to direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section C below, a person who has a financial interest may have a conflict of interest only if the board or committee decides that a conflict of interest exists.

## SECTION C. PROCEDURES.

1. Duty to Disclose
  - a) In connection with any actual or potential conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the board and committees considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists.
  - a) After disclosure of the financial interest and all material facts, and after any discussion with the interested person, s/he shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest.
  - a) Any interested person may make a presentation at the board or committee meeting, but after the presentation, s/he shall leave the meeting during the discussion of, and the vote upon, the transaction or arrangement involving the potential conflict of interest.
  - b) The board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - c) After exercising due diligence, the board or committee shall determine whether the Corporation can obtain with reasonable effort a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **SECTION D. VIOLATIONS OF THE CONFLICT OF INTEREST POLICY.**

1. If the board or committee has reasonable cause to believe an individual has failed to disclose actual or potential conflict of interest, it shall inform the individual of the basis for such belief and afford the individual an opportunity to explain the alleged failure to disclose.
2. If, after hearing the individual's response and after making further investigation as warranted by the circumstances, the governing board or committee determines that the individual has failed to disclose an actual or potential conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **SECTION E. RECORDS OF PROCEEDINGS.**

1. The minutes of the board and committees shall contain:
  - a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or potential conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict or interest was present, and the board or committee's decision as to whether a conflict of interest in fact existed; and
  - b) the names of the persons who were present for discussion and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **SECTION F. COMPENSATION.**

1. A member of the board or committee who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that individual's compensation.
2. No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **SECTION G. ANNUAL STATEMENTS.**

1. Each director, officer and member of a committee shall annually sign a statement which affirms that such person:
  - a) has received a copy of the conflicts of interest policy;
  - b) has read and understands the policy;
  - c) has agreed to comply with the policy; and
  - d) understands that the Corporation is charitable and in order to maintain its federal tax exemption must engage primarily in activities that accomplish one or more of its tax exempt purposes.

#### **SECTION H. PERIODIC REVIEWS.**

1. To ensure that the Corporation operates in a manner consistent with its tax exempt purposes and does not engage in activities that could jeopardize its tax exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a) whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arms' length bargaining; and
- b) whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in prohibited private inurnment, impermissible private benefit, or in an excess benefit transaction.

#### **SECTION I. USE OF OUTSIDE EXPERTS.**

1. When conducting the periodic reviews as provided for hereinabove, the Corporation may use outside experts. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

### **ARTICLE XI – INSURANCE POLICY**

#### **SECTION A. OFFICERS OF THE CORPORATION AND REGIONAL REPRESENTATIVES ERRORS AND OMISSIONS:**

1. The Corporation shall obtain and keep in effect all Officers of the Corporation and Regional Representatives Errors and Omissions insurance policy.

### **ARTICLE XII - INDEMNIFICATION**

#### **SECTION A. DIRECTORS AND OFFICERS:**

1. The Corporation indemnifies all Officers of the Corporation and Regional Representatives who are sued for their acts and omissions on behalf of the Corporation.

# CERTIFICATION

I, \_\_\_\_\_, President of California Community Colleges Chief Information Systems Officers Association, Inc. (the "Corporation"), a California Public Benefit corporation, DO HEREBY CERTIFY that the foregoing is a true and correct copy of the Corporation's bylaws as adopted by the Board of Directors by unanimous written consent in lieu of the organizational meeting of the board of directors, which bylaws are current as of the date hereof.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed the corporate seal of the Corporation this \_\_\_\_\_ day of \_\_\_\_\_, 2016.

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President

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[1] 1. California's Nonprofit Law, Generally. The California Corporations Code contains a completely separate law for nonprofit corporations (the California Nonprofit Corporation Law; Cal. Corp. Code e 5000, et seq.) which is divided into three parts, namely the Nonprofit Public Benefit Corporation Law (Cal. Corp. Code ee 5110-6815), the Nonprofit Mutual Benefit Corporation Law (Cal. Corp. Code ee 7110-8817), and the Nonprofit Religious Corporation Law (Cal. Corp Code ee 9110-9690). The Nonprofit Public Benefit Corporation Law regulates corporations formed for any public or charitable purpose. The Nonprofit Religious Corporation Law applies to corporations formed primarily or exclusively for religious purposes and the Nonprofit Mutual Benefit Corporation Law applies to corporations formed to pursue a nonprofit purpose which is not charitable, religious or public in nature, but which is of common interest to the members such as a social club, a trade association or a community association.

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