



Bylaws

The following Bylaws shall govern the California Staffing Professionals.

Where practical, duties and responsibilities of the Chapters of the State Association have been distinguished in bold typeface.

ARTICLE I

NAME

The name of this association shall be "California Staffing Professionals," hereinafter referred to as CSP.

ARTICLE II

MISSION STATEMENT AND OBJECTIVES

Mission Statement – CSP is a non-profit membership organization that provides programs, products and services to its members in the areas of:

- Education
- Ethics
- Legislative Advocacy
- Public Relations
- Accreditation and
- Networking

Within the personnel staffing services industry.

Objectives:

EDUCATION - To provide ongoing and current education to meet the continuing needs of the CSP membership.

ETHICS - To promote and maintain high standards of service and business integrity through the dissemination, application and enforcement of the CSP Code of Ethics and Standards of Professional Responsibility.

LEGISLATIVE ADVOCACY - To represent the staffing and recruiting industry by exerting collective influence in matters of concern and by advocating beneficial legislation.

PUBLIC RELATIONS - To raise the visibility of CSP to employer clients and the public as a reliable source of information and thereby increase their understanding of the roles of staffing industry professionals.

CERTIFICATION/ACCREDITATION - To foster professional standards of education and experience among those persons engaged in the staffing and recruiting industry.

CSP prohibits recruitment by attendees (members & non-members) at or during a CSP sponsored event.

ARTICLE III

MEMBERSHIP

Section 1. Classification. Membership in California Staffing Professionals shall be of five (5) classes: Corporate, Associate, Honorary, Presidential and Out-Of-State.

Section 2. Corporate Members. Any corporation, partnership or sole proprietorship which (1) subscribes to the purposes and standards of CSP, (2) is engaged for profit in staffing and recruiting services, and (3) maintains a business address in California shall be eligible for Corporate Membership. Eligibility shall apply to those firms which conduct business in the staffing and recruiting industry.

Corporate Membership is held in the name of the firm. An Office or Offices of a larger Corporation may join as a "Corporate Member" at the exclusion of the Corporation's other offices. Other branch offices

may be added to the Corporate Member's roster by paying the difference for the additional member of full time employees.

Each Corporate Member firm shall select an owner, partner, or employee of that firm as its Designated Voting Representative. The Designated Representative shall have one vote to cast on matters regarding state issues. Further, the Designated Representative may seek an appointed or elected office on the State Board of Directors. Any Representative from each Corporate Member may seek and be appointed or elected as a Chapter Director or Officer on each Chapter Board.

All principals and employees of a Corporate Member shall be eligible to participate in all programs and functions of the Association at Member rates.

Corporate Members in good standing shall be eligible to use CSP's name, logo and other membership materials for the purpose of promoting their business.

- Section 3. Change of Ownership.** In the event of a change in majority ownership of a firm holding Corporate Membership in the Association, the firm must apply for membership as a new member.
- Section 4. Industry Partners.** Any corporation, partnership or sole proprietorship not otherwise eligible for Corporate Membership, which supports the purposes and standards of California Staffing Professionals, shall be eligible for Industry Partner Membership. Industry Partner Members shall not be eligible to vote, hold office or serve on the state board. They shall have such privileges as may be determined by the State Board of Directors.
- Section 5. Honorary Members.** Honorary Membership shall only be conferred on an individual, and only at the discretion of the State Board of Directors. Chapters may recommend candidates for Honorary Membership to the State Board of Directors. Honorary Members shall be entitled to all privileges of membership except they shall not be eligible to vote or to hold office unless deemed appropriate by the State Board of Directors
- Section 6. Presidential Members.** Past Presidents of the State Board of Directors who have completed their elected term shall be Presidential Members. Presidential Members shall have the same standing as Corporate Members except that they shall not be required to pay Association dues. Prior to 1995, all Past Presidents who are majority owners of their firm received a lifetime Corporate Membership. Subsequent to January 1, 1995, Past Presidents of the State Board of Directors who maintain a majority ownership of their firm shall be granted an exemption from dues payment for four years after their presidential term has expired. Past Presidents may serve on the State Board with a vote for a period of 2 (two) years with a maximum board expense budget of \$300 per meeting not to exceed \$1,500 in any given fiscal year.
- Section 7. Out-of-State Members.** Any person who would otherwise be eligible for Corporate Member status but does not maintain a corporate or branch address in California shall be eligible for out-of-state membership.
- Out-of-state Members shall not be eligible to vote or hold office. They shall have such privileges as may be determined by the CSP State Board of Directors.
- Section 8. Membership through Chapters.** Except as otherwise provided in Section 9 of this article, it shall be mandatory that all Corporate Members hold membership through the Chapter in whose geographic area the Corporate Member has their primary corporate office.
- Section 9. This section intentionally left blank.**
- Section 10. This section intentionally left blank.**
- Section 11. Application for Membership.** All applications for membership shall be submitted to the Executive Director or, in the absence of an Executive Director, any Officer, Director or through the CSP web site. Applications shall be accompanied by payment for the CSP required dues, also pledging to adhere to the

CSP Code of Ethics and Standards of Professional Responsibility and to cooperate fully with the Board of Ethics and Professional Responsibility.

Section 12. Censure, Suspension or Termination of Membership

- (a) CSP membership shall be terminated by the State Board of Directors for the following causes, provided written notice shall have been given thirty (30) calendar days before the date of termination, and a copy of the notice sent to the President of the Chapter where membership is held.
 - (1) Conviction of a misdemeanor or felony which adversely reflects upon the staffing and recruiting industry as determined by a two-thirds (2/3) vote of the duly convened State Board of Directors.
 - (2) Failure to pay dues as provided in Article VI.
 - (3) Gross or repeated violation of the Code of Ethics and Standards of Professional Responsibility.
 - (4) Ethical Violations.
- (b) The State Board of Directors, by a two-thirds (2/3) vote of the entire Board, after a hearing as provided in this subsection (b), may censure, suspend or terminate a member for conduct of actions deemed by the Board of Directors to be detrimental to the best interests of the Association. The Executive Director or the President shall give written notice to said member regarding the date, time and place of said hearing before the Board at least thirty (30) calendar days prior thereto, together with a copy of the charges or reasons upon which the proceedings are based.

A written notice of action shall be given to the censured, suspended, or terminated member by registered mail and a copy of the notice sent to the Chapter President where membership is held.

Section 13. Right of Appeal. Any member so censured, suspended or terminated may, within thirty (30) calendar days of the date of said written notice, file an appeal to the Executive Director. The date of receipt of the appeal by the Executive Director shall constitute the date of filing. The appeal shall be acted upon at the next duly convened meeting of the Board of Directors. The matter shall be reviewed, and a disposition determined by a majority vote of the duly convened State Board of Directors present and voting, with such vote being final and binding. Pending determination of the appeal, the member so terminated or suspended shall be without all other membership rights and privileges, and shall surrender all membership insignia, certificates and other CSP property.

Section 14. Reinstatement. A former member desiring a continuous membership record may be reinstated upon showing proof of qualification and paying all dues, fees and assessments in arrears. If, however, a continuous membership record is not desired, the former member may be reinstated showing proof of qualifications and payment of the current year's dues and appropriate fees and assessments, if any. Persons who have been suspended or terminated shall not be reinstated unless permanent correction of the violation has been accomplished and approved by a 2/3 vote of the duly convened State Board of Directors.

Section 15. Resignation. Any member may resign by submitting a written resignation to the Executive office and to the President of the Chapter. Resignation shall not relieve the member so resigning of the obligations to pay any dues, or other charges accrued but not paid to the Association.

Section 16. Termination of Membership. Upon the resignation or termination of CSP membership, a member shall surrender all membership insignia, certificates and other CSP property, except those issued to individuals who have earned applicable state accreditation or certification.

Section 17. Code of Ethics and Standards of Professional Responsibility.

Code of Ethics. CSP is committed to promoting and maintaining high standards of service and business integrity through the dissemination, application and enforcement of the CSP Code of Ethics and Standards of Professional Responsibility. Accordingly, CSP Members acknowledge the following:

- Our obligations to those we serve can best be met by adherence to a common set of rules to guide our business practices.
 - Awareness of these rules by all associated with our profession and our organization will greatly enhance the quality and status of our services.
 - Competent and ethical competition among those who observe these rules will further promote the growth and welfare of our profession.
 - Therefore, adherence to and compliance with the Code of Ethics and Standards of Professional Responsibilities are requirements of membership in CSP and acknowledged by all CSP Members including owners, managers, and employees, and shall be adhered to.
- (a) **CSP Members shall demonstrate the Code of Ethics to the Community by:**
- (1) Contributing to the well being of our fellow citizens by participating in community activities.
 - (2) Serving as a reliable source of information on matters pertaining to the employment field.
- (b) **CSP Members shall demonstrate the Code of Ethics to Employer Clients by:**
- (1) Representing the best interests of the employer through performance as an effective extension of the employer's recruitment and staffing efforts.
 - (2) Respecting every confidence entrusted by the employer to the CSP Member.
 - (3) Conducting all communications forthrightly, honestly and factually, representing the candidate's background and qualifications as accurately as possible.
- (c) **CSP Members shall demonstrate the Code of Ethics to the Candidate by:**
- (1) Striving to assist individuals who desire the dignity of work, the freedom to chose their field of endeavor and the opportunity to utilize their abilities and talents.
 - (2) Extending professional service to all qualified candidates regardless of race, color, religion, national origin, ancestry, age, sex, marital status, physical handicap, medical condition, arrest information, or other unlawful criteria.
- (d) **CSP Members shall demonstrate the Code of Ethics to the Nation by:**
- (1) Engaging actively in preserving the free enterprise system as essential to a continuation of the growth and strength of America.
 - (2) Cooperating in local and national efforts to maintain a high level economy through the reduction of the unemployment level.

Standards of Professional Responsibility

- (a) **Relations with Employer Clients.** CSP Members shall adhere to the following Standards of Professional Responsibility in all relations with Employer Clients:
- (1) CSP Members shall conduct all communications with employer clients forthrightly, honestly and factually, representing the candidate's background, qualifications and salary requirements of a candidate as accurately as possible.

- (2) Prior to either a verbal or written presentation of a candidate to an employer client, CSP Members shall make every responsible effort to carefully screen the candidate for required credentials, qualifications, and interest.
 - (3) CSP Members shall not solicit candidates who are employed by the employer client where the CSP Member previously placed them.
 - (4) Candidates shall be referred to an employer client for interview only with prior authorization of the employer client, which may be given verbally.
 - (5) Information conveyed by an employer client to a member concerning job order specifications and/or information concerning particular characteristics and requirements, shall be kept confidential under the direction of the recruiting and staffing firm to whom it was conveyed and shall not be used by any other firm without the consent of the firm to whom the information was conveyed.
 - (6) All direct mail solicitations, bulletins, classified advertising and profile information shall represent candidates who are available at the time of submission to the client or the publication. All business promotion shall be conducted forthrightly and without misrepresentations, expressed or implied.
 - (7) Fees and financial terms shall be fully and accurately disclosed to the employer client prior to the referral of a candidate. A verbal disclosure or agreement shall be confirmed in writing as soon as possible.
- (b) **Relations with Candidates.** CSP Members shall adhere to the following Standards of Professional Responsibility in all relations with Candidates:
- (1) CSP Members shall conduct all communications with candidates forthrightly, honestly and factually.
 - (2) CSP Members shall not discriminate against a candidate on the basis of race, national origin, ethnicity, color, sex, religion, marital status, age, physical and mental disability, medical condition, or other unlawful criteria.
 - (3) Information conveyed by a candidate to a member concerning the candidate's search for employment, including the candidate's name, address, telephone number, qualifications, education, accomplishments and experiences, shall (for the purpose of splitting or sharing a placement) be kept confidential and shall be used only under the direction of the recruiting and staffing firm to whom it was conveyed and shall not be used by any other firm without the consent of the firm to whom the information was conveyed.
 - (4) Candidates shall be referred to an employer client for an interview only for employment opportunities for which authority has been given verbally or in writing.
 - (5) Information presented to candidates regarding prospective positions shall (while respecting employer client confidentiality) be in conformance with the best knowledge of the CSP Member.
 - (6) Positions advertised in newspapers or other media shall be described as accurately as possible and shall be actually available at the time the position is listed for publication.
 - (7) CSP Members who provide services on a candidate-paid basis shall fully and accurately inform the candidate, verbally and in writing, of the fees and financial terms of a candidate-paid placement as required by law, prior to their referral to an employer client. Any adjustments and/or refunds of service charges shall be made promptly.

- (c) **Relations with member and non-member recruiting and staffing firms.** CSP Members shall adhere to the following Standards of Professional Responsibility in all relations with members and non-member recruiting and staffing firms:
- (1) CSP Members shall conduct all communications with recruiting and staffing firms forthrightly, honestly and factually.
 - (2) CSP Members shall recognize and respect the prior referral of a candidate by another recruiting or staffing firm and shall not act to bypass that referral procedure.
 - (3) In split or shared placements, the role of each recruiting and staffing firm shall be clearly defined in writing and respected by the other. Information received from one firm shall not be disclosed to any other firm and shall be used only for the purpose of effecting the original placement. Fees shall be disbursed in a reasonable time frame. Guarantees shall be jointly honored fully.
 - (4) CSP members shall not defame or demean another firm for the purpose of obtaining a competitive advantage. If an opinion is requested, it shall be rendered objectively and based solely upon information personally known.
 - (5) In the event of a dispute concerning Article III, Section 17, CSP Members shall undertake every possible means to resolve the matter among themselves and/or through the resources of the CSP Board of Ethics and Professional Responsibility.
- (d) **Relations with the Public.** CSP Members shall adhere to the following Standards of Professional Responsibility in all relations with the public:
- (1) CSP Members shall not, directly or indirectly, violate the Code of Ethics and/or Standards of Professional Responsibility of CSP.
 - (2) CSP Members shall not, directly or indirectly, commit an unlawful act nor engage in practices which involve dishonesty or misrepresentation.
 - (3) CSP Members shall not assist an employer in misstating or concealing any material facts in connection with an employment opportunity being considered by a candidate.
 - (4) CSP Members shall not assist a candidate in misstating or concealing material facts in connection with their application for employment.
 - (5) CSP Members shall conduct the recruitment of candidates and the presentation of employment opportunities in a professional, ethical and responsible manner.
 - (6) CSP Members shall report all violations of these rules to the CSP Board of Ethics and Professional Responsibility, and shall cooperate fully with the investigation and adjudication of the complaint. Any CSP member, whether owner, manager or employee who is charged with a violation, shall cooperate fully and abide by the decision of the CSP Board of Ethics and Professional Responsibility as approved or ratified by the State Board of Directors; provided, however, that the member has the right to appeal BEPR's final decision as set forth in the CSP Bylaws: Article VIII, Section 11, Article f, part 6. Thereafter, the member shall comply with the final decision of the State Board of Directors or risk having its membership in CSP terminated indefinitely.

The CSP Code of Ethics and Standards of Professional Responsibility shall not replace, contradict or supersede the requirement of any law, ordinance or statute at local, state and/or federal levels.

- (e) **Declaration of Affirmative Employment Practices Policy.** The following areas of responsibility represent general principles recognized by CSP members who shall continue to:

- (1) Assist fairly and impartially candidates for employment without regard to race, national origin, ethnicity, color, sex, religion, marital status, age, physical and mental disability, medical condition, or other unlawful criteria and uphold in spirit and in practice all laws, rules, and regulations concerning equal opportunity employment.
- (2) Assist employers in understanding the laws concerning discrimination and refrain from accepting employment requisitions containing discriminatory specifications other than bona fide occupational qualifications.
- (3) Strive to be aware of changes in employment law and to continue the education of all employees as to these laws.
- (4) Counsel both candidates and client companies in an effort to help them reach satisfactory solutions to their employment needs in a professional and honorable manner.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Composition. The State Board of Directors shall consist of the elected Officers as provided in Article V, Section 1, the Immediate State Past President and up to Two State Directors from each Chapter. **The Chapter Board of Directors shall consist of the elected Chapter Officers, as provided in Article V, Section I, the Immediate Past Chapter President, up to two (2) State Directors, and up to 4 Chapter Directors.**

Section 2. Manner of Appointment of Directors

- (a) **State Directors.** Each Chapter in good standing shall be represented with up to two (2) State Directors.
- (b) **Nominations and Elections.** **The Chapter President shall appoint up to two (2) State Directors and up to four (4) Chapter Directors, with the Chapter Board approval between April 1st and June 1st, or anytime there is a vacancy for the unexpired term.**
- (c) No person elected under these Articles shall simultaneously serve in more than one elected position on the State Board of Directors or on the Chapter Board of Directors. A person may serve, however, as an elected officer or Director to the State Board of Directors as well as to the Chapter Board of Directors of their respective Chapter.
- (d) The term of office of State Directors shall be for two (2) years. No person may serve more than two (2) consecutive terms as the Director to the State Board from his or her respective Chapter without State Board approval. The Term of office of Chapter Officer or appointed Chapter Director shall be for one (1) year.
- (e) Upon the formation of a new Chapter or the reactivation of an inactive Chapter, State Directors may be appointed by the Chapter President and approved by the Chapter Board of Directors to complete the prescribed term of two (2) years, provided the Chapter is in compliance with all other provisions of these Bylaws.
- (f) In the case of a State Director's absence from a State Board meeting, a member from that Director's Chapter may serve as the Alternate Director only if a notice of appointment is received by the State President prior to the commencement of the Board Meeting.
- (g) Up to (2) two Alternate State Directors per year may be appointed by the Chapter President approved by the Chapter Board of Directors and may serve as an alternate for either State Director.

- (h) Alternate State Directors shall enjoy all the privileges and voting rights as State Directors while serving in their absence. All requirements applicable to an elected Director, as set forth herein, shall also apply to an Alternate Director.
- (i) State directors must be either the voting members or chapter president or immediate past president with all rights and representation of the State board with no more than two (2) company representatives serving at the state level. This does not override the criteria for election or nomination to the state executive committee or general membership voting rights.

Section 3. Voting. The voting rights of a State Director may only be delegated to the appointed Alternate Director(s) and may be exercised by proxy.

Section 4. Absence. Any State or Chapter Director, including elected State or Chapter Officers, who have been absent without notice to the President and Executive Director without alternate State Director representation from two consecutive regular meetings of their Board of Directors shall be deemed to have resigned from the Board. The vacancy shall be filled as provided in these bylaws, unless a further absence for extraordinary circumstances is granted by a majority vote of the Board.

Section 5. Compensation. Directors and elected officers shall not receive any compensation for their volunteer services.

Section 6. Means of Transacting Business. The State or Chapter Board of Directors may transact business by all forms of mail, facsimile, electronic or telephonic means as may be allowed by California law and in accordance with policies as may be adopted by the State Board of Directors of the Association.

Section 7. Qualification. No person shall be elected or shall continue to serve as an Officer or Director in CSP unless they are a member in good standing as defined in Article III.

Section 8. Filling Vacancies.

- (a) **Elected Officers.** If a vacancy occurs in an elected office, the Board of Directors shall elect an Officer to complete the unexpired term. However, if the office of the State President is vacated, the First Vice President/President Elect shall assume the role of President and all the duties and privileges of that office. Likewise, the Second and Third Vice Presidents shall respectively assume the offices of First Vice President/President Elect and Second Vice President. **If the office of the Chapter President is vacated, the Chapter Vice President shall assume the office of President. Unless the chapter has elected to have more than one Vice President then the vacancy would be filled as noted for the State Board of Directors.** Should a vacancy occur in the position of the Immediate Past President for either State or Chapters, the State and the Chapter Board of Directors shall appoint another Past President to assume the responsibilities of the Immediate Past President.
- (b) **See Article IV, Section 2b.**

Section 9. Powers and Duties. The State Board of Directors shall have full charge of the property and business of the Association with full power and authority to manage and conduct the same. **The Chapter Board of Directors shall conduct Chapter business. The State and Chapter Boards may delegate such powers and create such special committees, as they may deem necessary.**

The authority of the State (or Chapter where applicable) Board of Directors includes but is not limited to the following:

- (a) The State Board of Directors, by a two-thirds (2/3) vote of the entire State Board, may at any time suspend or expel a member from the State Board for any conduct or action considered by the Board of Directors to be detrimental to the best interests of CSP or for an incapacity to carry out their elected responsibilities. Any member suspended or expelled from the State Board of Directors shall enjoy the same rights of procedure, notice and appeal as set forth in Article III, Sections 13, 14, 15.

- (b) The State Board of Directors shall determine the location of the CSP Executive Office.
- (c) The State Board of Directors may employ, engage or select an Executive Director who shall report to the State Board and who shall conduct the business of the Association under the supervision of the State President.
- (d) The State Board of Directors shall select and engage Consultants as may be required by the business of the Association.
- (e) The State Board of Directors shall report to the Corporate Members concerning their actions with respect to Association business, i.e., recommendations regarding the adoption of amendments to these Bylaws on Association policy positions, legislative issues or similar matters, and expenditures which have created year-to-date variances to the adopted budget.
- (f) The State Board of Directors shall serve as an Appeals Board with regard to decisions made by the CSP Board of Ethics and Professional Responsibility.
- (g) The State Board of Directors shall consider the suspension or expulsion of members, subject to the conditions and appeal process set forth in these Bylaws.
- (h) The State Board of Directors shall provide for an audit of accounts annually and shall report their findings to the Membership.
- (i) The State Board of Directors shall determine membership privileges.
- (j) The State Board of Directors shall determine the admission of new Chapters to the State Association.
- (k) The State and Chapter Boards of Directors respectively shall assign duties to the offices of First Vice President/President Elect, Second Vice President, Third Vice President, Secretary, Treasurer and assignments to State and Chapter Directors as needed. **However, Chapter assigned duties shall not conflict or in any way circumvent the State Board of Directors**
- (l) The State Board of Directors shall submit a proposed annual budget to the Corporate Members for the ensuing year as prescribed by Article VII, and shall, simultaneously, recommend dues to finance the submitted budget which have been computed in accordance with Article VI.
- (m) The State and Chapter Boards of Directors shall consider appointments by the State and Chapter President to the Chairs of the CSP Standing Committees and the formation of any Special Committees which may be necessary to the business of the Association.
- (n) The State Board of Directors shall determine CSP's official logo, typeface, visual graphics and other similar representations of the Association and its programs. The State Board of Directors shall have the power to issue membership certificates, membership cards, and pins to those persons who qualify as members under the Bylaws of the Association.
- (o) Insignia. The existing emblem shall be known as the insignia of this Association. This emblem shall, at the direction of the State Board, appear on all stationery, membership certificates, pins, membership cards, and any and all advertising and media and promotional material. This emblem shall be registered and shall remain the property of the Association.
- (p) Property of the Association. All membership certificates, emblems, membership cards, and pins shall be the property of the Association and are recallable by the Association.
- (q) In the event a proposed budget is submitted to the current State Board of Directors and fails to gain approval, the State Board of Directors shall have full power and authority to conduct State business,

but shall not exceed the expenditure limits set for each category in the previous adopted budget until another budget is approved.

- Section 10. Liability Limitations.** Nothing herein shall construe members of the Association as partners for any purpose. No member, Officer, Director, agent or employee of this Association shall be liable for the acts or failure to act on the part of any other member, Officer, Director, agent or employee of this Association. Nor shall any member, Officer, Director, agent or employee be liable for their acts or failure to act under these Bylaws, excepting only acts or omissions to act arising out of willful malfeasance.
- Section 11. Indemnification.** Any State Officer or State Director of this Association or former State Officer or State Director of this Association shall be reimbursed against the reasonable expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been Directors or a Director or Officer of the Corporation. Exception in relation to matters as to which such Director or officers of former Directors or Officers shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.
- Section 12. Regular Meetings.** The State and Chapter Boards of Directors shall hold at least four (4) meetings annually. For election purposes, one meeting should be on or before January 28, one meeting in March but before March 28 and one during June, whenever possible. All other regular meetings of the Boards shall be held at a time and place designated by the President, but in no case shall the interval between regular Board meetings exceed one hundred twenty (120) calendar days. The President shall cause to be sent a notice of the time and place of all regular meetings of the State and Chapter Boards of Directors by first class mail or other equivalent means (e.g., fax, mail or e-mail) to each member thereof, at least thirty (30) calendar days prior to the date of said meeting.
- Section 13. Special Meetings.** The State or Chapter President may call special meetings of the Board of Directors, and shall call a special meeting upon documented request of one-third (1/3) of the entire Board of Directors. The Presidents shall cause to be sent subjects of all special meetings of the Boards by first class mail or e-mail to each member thereof, at least five (5) calendar days prior to the date of said meeting. However, at any time when two-thirds (2/3) of the entire Boards are present in one location, the Presidents may, or upon the request of one-third (1/3) of the duly elected members of the Board shall, call a special meeting of the Board by handing the members of the Board a written notice of the time and place of said meeting. When a special meeting is called, no action contrary to a former Board's decision shall be approved except by a two-thirds (2/3) vote of the entire Board's Members.
- Section 14. Quorum.** A majority of the members of the entire State or Chapter Board of Directors, two (2) of who shall be Officers, shall constitute a quorum at any meeting of the Boards of Directors.
- Section 15. Referendum Vote.** The State or Chapter Presidents may submit to the members of the Board of Directors, in the interim between meetings of the Boards, issues that, in the opinion of the Presidents, demand immediate action on the part of the Boards of Directors. The Boards of Directors shall be authorized to act upon all such issues by a referendum vote, provided that two-thirds (2/3) of the entire Boards of Directors concur with the vote, except that in accordance with Article IV, Section 4, appointments to Board's vacancies shall be by majority vote. Such referendum votes of the Boards of Directors shall be recorded in the Minutes of the next meeting of the Boards of Directors.

ARTICLE V

ELECTED OFFICERS & EXECUTIVE DIRECTOR

Section 1. Enumeration, Term and Residence

- (a) The elected State Officers shall be President, First Vice President/President Elect, Second Vice President, Third Vice President, Secretary and Treasurer, and they shall be members of the Board of

Directors. **Chapters may elect to not use Second and Third Vice Presidents.**

- (b) State and Chapter Officers shall be elected for a term of one (1) year. State Directors' terms shall be for two years (see Article IV, Section 2 (d)). All terms commence on July 1 and end on June 30th. However, if a State or Chapter Board meeting is conducted in June, the incoming officers may conduct their first Board meeting immediately upon the conclusion of the Board meeting of the outgoing Board and start their term immediately upon the opening of their meeting.
- (c) The office of First Vice President/President Elect shall be a person who holds membership in a Chapter other than that of the State President.
- (d) The office of the Second Vice President shall be a person who holds membership in a Chapter other than that of the First Vice President.
- (e) When the annual association convention is held in June, and should the incoming State Board of Directors conduct a Board Meeting before the closing of the Convention, the outgoing State President shall preside at Convention.

Section 2. Qualification

- (a) This section intentionally left blank.
- (b) Each person seeking to be an elected State or Chapter Officer as listed in this Article shall have, when possible, an approved certification or accreditation (i.e., CPC, CSP, CES, CTS, CEC or CAC). The State President shall have at least one approved certification or accreditation.
- (c) Each person seeking to be an elected State Officer is preferred to have at least one-year experience as an Officer or Director of his or her respective Chapter prior to being seated for such office.

Section 3. The State and Chapter President. The Presidents shall be the chief executive officers of the State or Chapter Board of Directors. The President shall preside at all meetings of the Boards of Directors. The President shall be an ex-officio member of all committees, except as otherwise provided in the Bylaws. In the absence of the Treasurer, the President shall, with the Executive Director, co-sign or endorse checks, drafts and notes. The President shall have such usual powers of supervision and management as may pertain to the office of President and shall perform such other duties as may be designated by the Board of Directors, as well as appointed designated chairs. The State President is responsible for delegating and assigning all Executive Director duties in the absence of an Executive Director. With the approval of the Board of Directors by a two-thirds (2/3) vote of the duly convened Board, the President may remove a Chair or member of a standing or special committee, except as otherwise provided in these Bylaws, for an absence from two (2) consecutive meetings of that committee or for any conduct or action considered by the Board of Directors to be detrimental to the best interests of CSP. In the absence of the Treasurer, the CSP State President shall be responsible to personally sign and mail any forms required by Federal and State authorities pertaining to CSP.

Section 4. The First Vice President/President Elect of the State or Chapter Vice President. In the absence, disability or death of their President, the First Vice President/President Elect or Vice President shall assume the responsibilities of that office, possess all the powers and perform all the duties of the President. The First Vice President/President Elect or Vice President shall have such other duties as are assigned by the Boards of Directors. The State First Vice President/President Elect also serves as the parliamentarian.

Section 5. The Second Vice President of the State (and if the chapter so elects). In the absence, disability or death of the President and the First Vice President/President Elect, the Second Vice President shall assume the responsibilities of that office and possess all the powers and perform all the duties of the First Vice President/President Elect. The Second Vice President shall have such other duties as assigned by the Board of Directors.

Section 6. The Third Vice President of the State (Optional) (and if the chapter so elects). In the absence,

disability or death of the President, the First Vice President/President Elect and the Second Vice President, the Third Vice President shall assume the responsibilities of that office possess all the powers and perform all the duties of the Second Vice President. The Third Vice President shall have such other duties as assigned by the Board of Directors.

Section 7. State and Chapter Secretary. Unless other provisions are made by the Boards of Directors, the Secretary shall keep full records of all proceedings of the Boards' of Directors meetings and shall supervise the custody of all records and papers belonging to the State or Chapter Board. The Secretary shall cause the minutes of said meetings to contain a synopsis of both pro and con positions relative to motions carried. The Secretary may co-sign or endorse checks, drafts and notes, if needed.

Section 8. State and Chapter Treasurers. Unless other provisions are made by the Boards of Directors, the Treasurers shall supervise the custody of all accounting records and financial papers. The Treasurers shall render a statement of the financial condition at regular meetings of the Boards of Directors. The Treasurers may co-sign with the Presidents or Executive Director all checks and drafts upon any and all bank accounts and other financial transactions requiring such signatures which have been authorized by the adopted budget, or approved by the Boards of Directors. The State Treasurer shall cause the Executive Director to request quarterly financial statements from Chapters to be received by the Executive Director at least fifteen (15) calendar days prior to each meeting of the State Board of Directors. The Treasurers shall serve as the Chair of the Committee on Finance and Audit.

Section 9 Chapters. The Chapters of CSP shall conform to the office descriptions, duties and responsibilities for their respective Boards of Directors as outlined in this article. The Chapters shall have one President, Vice-President, Secretary and Treasurer as officers of their respective Boards of Directors. At their discretion, the Boards of any chapter may elect up to three Vice-Presidents.

Section 10 Executive Director. Unless otherwise determined by the State Board of Directors, it shall be the duty of the Executive Director to perform those services as listed in their letter of agreement with CSP, to carry out the provisions of the Bylaws and to conduct the business of the Association under the supervision of the CSP State President.

The Executive Director shall attend, serve and report at all meetings of the Association, including those of the State Board of Directors.

The Executive Director shall provide a quarterly report to the CSP State Board of Directors, which shall include:

- (a) The current membership numbers, listed by Chapter, and "paid dues" status.
- (b) The number of CSP members who are past due in payment of dues, aged in 30 day increments.
- (c) Projected income for the next 90-day period.
- (d) Itemized income and expenditure variances to budget, by Chart of Account number, during the past quarter and year-to-date (YTD).
- (e) Itemized non-budgeted income and expenditures, by Chart of Account number, during the past quarter and YTD.
- (f) Current inventory levels of CSP assets and printing supplies as requested.
- (g) The Treasurer's Report from each Chapter as available. Additionally, the Executive Director shall provide a monthly report to the CSP Treasurer not later than fifteen (15) days after the end of the month, which shall include:
 - (1) A listing of current accounts payable as of month-end.
 - (2) A copy of the CSP General Account checkbook register.

ARTICLE VI

DUES AND ASSESSMENTS

Section 1. Dues. Members of this Association shall pay such dues as are stipulated by the provisions of this Article.

Dues, once adopted by the State Board of Directors, shall remain the same until changed by the State Board of Directors. Effective June 1st, 2010, annual dues shall be:

(a) **Corporate Members**

Type of Membership	Annual Dues
Solo Practitioner — (no employees)	\$275
Corporate Member — (one or more employees)	\$350
Each additional branch of a Corporate Member (to a maximum of \$3,000)	\$200
Industry Partner Member (provides services/products to the staffing/recruiting industry)	\$500

Example: Corporate Member (\$350) + 5 additional branch offices (\$200 x 5 = \$1,000) = \$1,350 Total Annual Dues (maximum \$3,000)

Each Corporate Membership shall designate one (1) individual from their company as Designated Representative for voting privileges. All Corporate Member employees shall be entitled to CSP benefits.

- (b) **Industry Partner Members.** For each Associate Member, annual dues in the State Association shall be \$500.
- (c) **Honorary Members.** No State Association dues or assessments are required of Honorary Members.
- (d) **Presidential Members.** No State Association dues are required of Presidential Members except as specified in Article III, Section 6.
- (e) **Out-of-State Members.** For each Out-of-State Member, annual dues in the State Association shall be the same as Corporate Members.

Section 2. Collection

- (a) **Due Date.** All dues are paid every 12 months on the enrollment anniversary of the member.
- (b) **Suspension.** Any member whose dues are more than forty-five (45) calendar days in arrears shall be suspended from membership and thereby lose all rights and privileges of the Association. The Executive Director shall notify that member of this action in writing at least thirty (30) calendar days prior to the effective date of termination. The Executive Director shall forward a copy of this notification to the State Chair of the Membership Committee, to the member’s Chapter President and Chapter Directors.

Section 3. Reinstatement. Any member who has been suspended because of nonpayment of dues may be reinstated prior to the end of the dues anniversary year in which the suspension occurred upon payment in full of the current year’s dues.

Section 4. New Members. The annual dues for a new member shall be payable in full when the membership application is submitted to the Executive Office. The State Board of Directors or the Executive Committee may authorize installment payment schedules for specific membership promotions. However, not less than one-half (1/2) of the annual amount may be authorized for the initial payment. Subsequent billings shall be adjusted to conform to Section 2(a) of this Article.

Section 5. No Refund. Members who withdraw from the Association shall not be entitled to any refund of dues, fees or other financial contributions or payments made to or through the State Association or its Chapters.

ARTICLE VII

FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year of California Staffing Professionals shall commence on the first day of July of each year.

Section 2. Budget, Budget Year and Dues Requirements. The Budget Year shall commence on the first day of July of each year and end on June 30th of the subsequent year.

The State Committee on Finance and Audit, in accordance with Article VIII, Section 3(b), shall prepare the State Budget and recommended dues. The prepared Budget and dues shall support operation of the Association. Once the State Board of Directors adopts the budget, it shall be distributed (in its abbreviated form) to the membership. The budget must be distributed to the members, along with an “abbreviated statement” of Article X, Section 4 and 5, within 120 days.

Section 3. Budget Revisions/Revocation. Authorization to increase expenditures in the adopted State budget shall be made only on the vote of two-thirds (2/3) of the duly convened members of the State Board of Directors and only upon provision for additional income equal to such increased expenditure. Redesignation of budgetary allocations or transfers between items in the adopted State Budget may be authorized only by a two-thirds (2/3) vote of the duly convened quorum of State Board of Directors. The budget revisions must be distributed to the members, along with an “abbreviated statement” of Article X, Section 4 and 5, within 120 days.

Section 4. Bond. Each signer of checks for the State Board of Directors shall be covered by a fiduciary bond on an annual basis in an amount designated by the State Board of Directors, the premium of which shall be paid out of the State fund.

Section 5. Filings. In order to conform to regulations affecting nonprofit organizations, the Executive Director shall file all required reports to the appropriate State and Federal agencies. It shall be mandatory for all Chapters to file a quarterly statement of income and expenses with the CSP Executive Director as defined in Article V, Section 8.

Section 6. Operation and Use of Funds. CSP is organized and operated exclusively within the meaning of Section 501 (c) (6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) and no part of the net earnings of CSP shall be distributed to any Director, Officer, member or other private person, except that CSP shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 7. Dissolution. Upon the dissolution of CSP, the State Board of Directors shall, after paying or making provision for the payment of all the liabilities of CSP, dispose of all the assets of CSP exclusively for purposes similar to the purposes of CSP in such manner or to such organizations that shall at the time qualify as an exempt organization or organizations under Section 501 (c) (6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as determined by a majority vote of the quorum and duly convened State Board of Directors.

Chapter Dissolution. Should a Chapter of this Association disband, the Executive Office shall be notified immediately. After all outstanding bills of a disbanding Chapter have been paid, any balance of funds remaining in the treasury of the disbanded Chapter shall be turned over to the Association and deposited into the General Account.

ARTICLE VIII

COMMITTEES

Section 1. Standing Committees — Enumeration and Membership

The Presidents shall, at the first regular meeting of the Board of Directors with the approval of the Board, appoint the Chairpersons of the following Standing Committees, subject to the provisions of Sections 3a, 6, 11b and 12a of this Article:

- Committee on State Convention (State Only)
- Committee on Benefits (State Only)
- Board of Ethics and Professional Responsibility (State Only)
- Committee on Web Site (State Only)
- Committee on Membership
- Committee on Finance and Audit
- Committee on Programs
- Executive Committee (Chapter=Officers) (State=Officers + 2 State Directors)
- Committee on Public Relations/Newsletter (Optional for Chapters)
- Committee on Government Affairs (Optional for Chapters)
- Committee on Strategic Planning (Optional for Chapters & State)
- Committee on Education (Optional for Chapters)
- Committee on Hospitality (Optional for Chapters & State)
- Committee on Community Service (Optional for Chapters & State)
- Committee on PAC (State Only)
- Committee on Bylaws

The respective Chairs shall appoint members of each Standing Committee, unless otherwise stipulated by the provisions of this Article.

Section 2. Committee on Membership. The State Committee on Membership shall endeavor to increase membership in the Association by organizing new Chapters, supporting existing Chapters in membership recruitment, and maintaining member Chapters in good standing. **The Chapter Committee on Membership shall endeavor to increase membership in the Association by working with other Committees including "Programs" to build active participation.**

Section 3. Committee on Finance and Audit.

- (a) The State Committee on Finance and Audit shall consist of the State Treasurer and three (3) members who should be members of the following state committees: Education, Membership, and State Convention. **The Chapter Committee on Finance shall consist of the Chapter Officers.** The Treasurers of State and Chapters shall serve as the Chairs of the Committee on Finance and Audit.
- (b) The State Committee on Finance and Audit shall consider all matters affecting the finances of the Association which may be referred by the State Board of Directors and which may come under its observation. It shall be the duty of the State Committee to prepare an annual Budget and to recommend dues to fund said Budget for approval by the State Board of Directors. The incoming State President, State Treasurer and Executive Director must submit the new/proposed budget at the first State Board of Directors meeting of the fiscal year. It shall serve as a continuing Budget review committee, and shall report at every regular meeting of the State Board of Directors. Further, the Committee on Finance and Audit is charged with the duty of conducting an annual audit by September 30 of the accounts of the Association and reporting the results of such audit to the membership. **The Chapter Committee on Finance shall provide quarterly to the State Treasurer (or when asked by the Executive Director) a report of all financial activities including a copy of supporting bank statements so that it may be reported to the State Board. Also this committee will make a report at each Chapter Board of Directors meetings also attaching supporting documentation as required by the State.**

Section 4. State Committee on Bylaws. The State Committee on Bylaws shall consider the operation of the

Association in relation to these Bylaws and shall make such recommendations for changes, as the Committee may deem proper to the State Board of Directors for their consideration adoption. The Committee will assist in the preparation of rules and procedures to guide the administration of the Association. The Committee on Bylaws shall maintain, and update, as directed by the State Board of Directors, the CSP Standing Rules.

- Section 5. Committees on Public Relations.** The Committees on Public Relations shall give appropriate attention to relations between the private personnel services industry and their public. **Optional: Chapters can form this committee at their discretion.**
- Section 6. Committees on Government Affairs.** The Committees on Government Affairs shall give attention to matters of legislation affecting the staffing and recruiting industry including suggestions for proposed legislation. It shall make such recommendations to the Board of Directors as the Committee deems proper. **Optional: Chapter Committee shall report its recommendations to the Chapter Board of Directors.**
- Section 7. State Committee on Benefits.** The State Committee on Benefits shall investigate, review, compare and consider various benefits available to the Association members. The Committee shall advise the State Board of Directors regarding these matters.
- Section 8. State Committee on State Convention.** The Committee on State Convention shall determine format, rates, theme, speakers, exhibitors and venue of an annual state convention upon approval of the State Board of Directors. This committee shall also be responsible for convention budget.
- Section 9. State Committee on Strategic Planning.** The State Committee on Strategic Planning shall review and revise long-range and future Annual Plans, including convention venues. This Committee shall recommend the adoption and continued implementation of revised plans by the State Board of Directors. As a part of its primary purpose it shall focus on issues of industry self-determination. **Optional: Chapters can form this committee at their discretion.**
- Section 10. Committee on Programs.** The State Committee on Programs shall solicit and gather information on past and potential speakers of Chapter meetings. This Committee shall maintain contact information and evaluations and shall share knowledge of speaker engagements with all chapters. **Chapters: Committees will solicit design and implement all Chapter Programs.**
- Section 11. PAC Committee.** The PAC Committee, in concert with input from CSP's lobbyists and members, approves disbursement of funds made by CSP members under the guidelines of the PAC Bylaws. PAC funds are used to support legislators' campaigns and candidates who are pro-business and who are supportive of issues impacting the staffing industry.
- Section 12. State Board of Ethics and Professional Responsibility.**
- (a) **Jurisdiction.** The State Board of Ethics and Professional Responsibility shall be the judicial arm and the grievance board of the Association. It shall (1) hear and adjudicate all formal reported charges of violation of the CSP Standards of Professional Responsibility, and (2) recommend binding arbitration, if appropriate, to parties involved in business disputes.
 - (b) **Composition.** The State Board of Ethics and Professional Responsibility will consist of five (5) members, including 2 presidential members. All members should have 5 years industry experience and have industry certification or accreditation.
 - (c) **Vacancies.** Each year, at its first regular meeting, the State President shall nominate and the State Board of Directors shall then appoint two (2) Designated Representatives and one (1) Presidential Member to the State Board of Ethics and Professional Responsibility, each serving a term of three (3) years. The State Board of Directors shall fill vacancies for any unexpired term.
 - (d) **Conflicts of Interest.** No member of the State Board of Ethics and Professional Responsibility shall

participate in the adjudication of any matter to which he or any member of his firm or family is a party. In such cases, the State President shall nominate, and the State Board of Directors shall appoint an alternate Designated Representative or Presidential Member to serve for such matter. Alternates shall have a minimum of five (5) years' industry experience.

(e) **Chair.** Each year, at its first regular meeting, the State Board of Ethics and Professional Responsibility shall choose its own Chair from among the five (5) members appointed.

(f) **Procedures, Duties and Authorities.**

(1) Part 1

1.1 The Board of Ethics and Professional Responsibility (BEPR) may hear and adjudicate all formally reported charges of violations of the CSP Code of Ethics or Standards of Professional Responsibility by CSP members.

1.2 Any such hearing shall be conducted during a duly convened meeting of the BEPR while in executive session and all documents and other details of the proceedings shall be maintained in the strictest confidence. Only those persons allowed by these regulations or invited by the BEPR shall be entitled to attend.

1.3 The BEPR shall only conduct formal hearings regarding matters involving the Code of Ethics or Standards of Professional Responsibility. Matters involving other business disputes shall be referred back to the complainant(s) with a recommendation to either resolve the issue among themselves or, failing such resolution, to petition for arbitration.

1.4 A simple majority of the duly appointed members of the BEPR shall constitute a quorum. All meetings shall be held in person or by telephone conference.

(2) Part 2— Manner of Initiating an Investigation

2.1 Any person, whether a CSP member or not, a CSP Officer or Director, any CSP Chapter, or the BEPR itself, consistent with these regulations, having reason to believe that a member of CSP has engaged in conduct which may be subject to disciplinary action, may file a complaint in writing with the CSP Executive Director.

2.2 Any complaint filed shall be a privileged communication and shall not subject the complainant(s) to any liability whatever, regardless of the ultimate decision pertaining to that particular complaint.

2.3 The Chairman shall cause an investigation to occur, as a preliminary measure, to determine whether to dismiss the complaint as unworthy of further consideration, refer it back to the complainant as appropriate for action other than disciplinary action, or refer it back to the BEPR for hearing.

2.4 The investigation of a complaint by the BEPR shall be confidential. Information obtained through such investigation shall not be made public. All documents and other details of the proceedings shall be maintained in the strictest confidence.

(3) Part 3 — Manner of Initiating a Proceeding

3.1 The BEPR Chair shall cause a hearing to occur not more than one hundred twenty (120) days after the date of the resolution. Notice of the date, time and place of a hearing shall be served by certified mail to the last known address of all parties at least thirty (30) days before a scheduled hearing. Appearance at the hearing waives such notice.

(4) Part 4 — Hearing Procedures

4.1 The BEPR shall be the sole judge as to the character of evidence to be received and the procedures to be followed. Parties, their legal counsel, if any, or any BEPR member may cross examine any witness.

4.2 Any complainant or respondent may be represented by legal counsel. At the direction of the BEPR, CSP's Legal Counsel may give assistance by way of counsel or participation in the proceedings at any hearing or by way of counsel at times other than hearings.

4.3 When a CSP member receives written notification from the BEPR to appear and testify as a witness at such hearing, it shall be the member's duty to appear and testify. The CSP State Board of Directors, in accordance with the provisions of the CSP Bylaws, may reimburse expenses incurred by those members or others called by the BEPR, but shall not be obligated to do so for any other party or witness.

(5) Part 5 — Decision of the Board of Ethics

5.1 After hearing the evidence presented by all parties, the BEPR, by a majority vote, shall render its decision which shall be reduced to writing containing findings of facts and a statement of the action, if any recommended by the BEPR. Failure of secrecy shall not invalidate the decision.

5.2 This decision shall consist of either a dismissal of the case based upon a finding of not guilty or adjudication of guilt of ethical violation.

5.3 The BEPR then shall present its final decision for approval or ratification of its decision, along with any recommendations for reprimand, censure, suspension or expulsion of the CSP member to the CSP State Board of Directors.

5.4 In determining discipline, the BEPR may, in its discretion, consider all past records in the respondent's file, if any, of previous determinations of violations.

5.5 Only the final decision by the BEPR and any ultimate action by the CSP State Board of Directors shall be made public. All other information shall remain confidential.

5.6 The BEPR Chair shall, within ten (10) business days after a decision is rendered, send a notice of the Board's decision to the accused party, the complainant(s), the CSP State President, and the CSP Executive Director.

(6) Part 6 — Appeal

6.1 An appeal in writing to the CSP State Board of Directors may be made from a BEPR decision if the appeal is filed with the CSP Executive Director within thirty (30) days after such decision has been disseminated.

6.2 The CSP State Board of Directors at its next regular meeting shall review the matter being appealed while in executive session and if, in the judgment of the CSP State Board of Directors, sufficient reason is present to entitle the aggrieved party to a rehearing, a formal rehearing shall

be conducted by the CSP State Board of Directors while in executive session within the next one hundred twenty (120) days.

6.3 The CSP State Board of Directors shall have the power to sustain or reverse a BEPR decision provided, however, that a BEPR decision shall stand sustained unless reversed by a two-thirds (2/3) vote of the CSP State Board of Directors. Such decisions as the CSP State Board of Directors may thus render shall be final.

(7) Part 7 — Waiver of Liability

7.1 Neither CSP, nor any officer, director, employee, nor agent of CSP, nor any member of any committee or appeal board shall be liable for any action taken or not taken pursuant to these procedures. All possible claims of liability arising out of any such action shall be deemed waived by all members of CSP as a condition of obtaining and continuing membership in CSP.

Section 13. Executive Committees

- (a) **Composition.** The State Executive Committee shall consist of the elected Officers of the State Board as enumerated in Article V, Section 1(a), the Immediate Past State President, and two (2) State Directors of the State Board (when possible one shall be from northern California and one from southern California) who shall be appointed by the State President with the approval of the State Board of Directors. **Chapters' Executive Committee shall consist of their elected officers.**

Each of the State Directors appointed by State President for Executive Committee shall have, when possible, a minimum of one (1) year experience serving on the State Board of Directors.

- (b) **Duties.** The Executive Committee shall have the power and authorization to act on behalf of the Board of Directors on such matters as assigned by the State Board of Directors. It shall be the specific duty of the Executive Committee to:
- (1) Make recommendations to the Board of Directors on matters referred to the Executive Committee as well as on matters initiated by the Executive Committee.
 - (2) Conduct urgent business matters between official meetings of the Board of Directors.
 - (3) The State Executive Committee shall review CSP relationships with its paid consultants, negotiate the terms of their contracts, and finalize annual agreements subject to the adoption of the budget for the following fiscal year.
 - (4) Conduct other business matters as may be delegated by the Board of Directors.
- (c) **Quorum.** A majority of the members of the Executive Committees as fixed by these Bylaws shall constitute a quorum at any meeting of the Executive Committees.
- (d) **Voting.** In the case of a mail ballot or telephone conference call, a two-thirds (2/3) vote of the entire Executive Committee members shall be required to decide the issue.

Section 13. Composition. Except as otherwise provided in these Bylaws, State Standing Committees shall have a number of representatives deemed necessary by the State President and State Board of Directors. **The Chapter Standing Committees may consist of only one person.**

Section 14. Special Committees. The Presidents, with the approval of the Boards of Directors, may appoint special Committees. Special Committees shall be constituted only during the elected term of the appointing Presidents, and shall be responsible for reporting to the Boards of Directors within the scope defined for each by the Presidents.

Section 15. Chairs. The Chair of each Committee shall report to their Board of Directors and to any duly convened meeting regarding any matter requiring action or consideration. The majority of the members of a Committee present at any Committee meeting shall constitute a quorum. Any Committees which have not been authorized by the Boards of Directors and for which appropriations have not been made shall incur no financial obligations.

ARTICLE IX

EDUCATION COMMITTEE

Section 1. Purpose and Program. The Education Committee is established to further and to administer educational and professional standards programs.

Section 2. Administration. The members of the State Education Committee shall have, when possible, either an approved certification or accreditation (i.e., CPC, CES, CTS, CSP, or CAC). If not practicable, the certification or accreditation must be completed within 6 months.

One (1) Committee Member shall be appointed Chair by the State President with the approval of the State Board of Directors and shall report to the State Board of Directors

ARTICLE X

CONVENTIONS, MEETINGS AND VOTING

Section 1. Policies. Policies and fiscal matters of this Association which have been recommended for adoption of the Voting Members by petition shall be subject to member approval through a mail ballot.

Section 2. State Convention. A convention of CSP shall be held annually. The State Board of Directors shall approve the budget, time and place of the Annual State Convention.

Section 3. Special Meetings. A Special Meeting of the State Board of Directors may be called at any time providing either (1) the State President authorizes the Special Meeting with the approval of two-thirds (2/3) of the duly elected members of the State Board of Directors, or (2) upon written petition signed by at least one-third (1/3) of the Voting and Presidential members in good standing. The State President shall then call a Special Meeting within forty-five (45) calendar days following the official date of filing the petition. The State President shall determine the time and place of the Special Meeting and shall cause a notice to be sent to all Voting and Presidential members not less than thirty (30) calendar days prior to the fixed date. The notice of the Special Meeting shall clearly state the date, time, place and the purpose for which it is being called. A quorum shall consist of 33% of the Voting and Presidential Members in good standing provided that not less than a majority of the chapters are represented. No other business shall be considered at that Special Meeting. The recommendations of the Special Meeting shall be sent to each Designated Representative and Presidential Member for approval or adoption by mail ballot no later than 20 days after the date of the Special Meeting.

Section 4. Petitions. A mail ballot to place a proposal before the membership may be called at any time providing either (1) the State President authorizes the mail ballot with the approval of two-thirds (2/3) of the duly elected members of the State Board of Directors, or (2) upon written petition signed by at least one-third (1/3) of the Voting and Presidential members in good standing. All such petitions must be in writing and must clearly state the purpose for which the proposal is to be placed before the membership through a mail ballot. All petitions must be sent to the Executive Director and the official date of filing shall be the date of receipt by the Executive Director.

Section 5. Voting Privileges

- (a) **Voting in Person.** At all general meetings, each Voting and Presidential Member in good standing shall have one vote to cast. Absentee or proxy voting shall not be permitted.
- (b) **Voting by Mail.** Proposals may be placed before the membership through a mail ballot procedure providing either (1) the State President authorizes the mail ballot with the approval of two-thirds (2/3) of the duly elected members of the State Board of Directors, or (2) upon written petition signed by at least one-third (1/3) of the Voting and Presidential members in good standing as of the official date of filing, in which case the State Board approval shall not be necessary.

Each Voting and Presidential Member shall be entitled to cast one ballot by mail for each proposal distributed. A majority of those voting who are eligible to vote shall determine the action.

Mail ballots for all such proposals shall be sent via first class mail to every Voting and Presidential member within thirty (30) calendar days but no sooner than twenty (20) calendar days after the date the proposal was received by the Executive Director.

The State President shall cause a position paper to be sent to every Designated Representative and Presidential Member along with the ballot. The position paper shall clearly state the proposal, the purpose of the proposal and any known opposition to the proposal.

The Executive Director shall limit each of the opposing viewpoints to a maximum of one (1) double-spaced page in ten (10) point type.

Two (2) return envelopes shall also accompany the ballot, one larger than the other. The Executive Director shall cause the word "ballot" to appear on each envelope in the lower left hand corner and a pre-printed label bearing the member's name and address affixed to the upper left hand corner of the larger envelope.

All ballots shall clearly state the response deadline.

To be eligible for counting, each mail ballot must have been (1) received by the Executive Director not later than twenty-one (21) calendar days after the date of the mail ballot, (2) must have been sealed first in the smaller envelope, bearing just the word "ballot," and (3) must have been returned to the Executive Director in the larger envelope bearing the word "ballot" and the pre-printed name and address label.

The Executive Director shall sort all returned envelopes alphabetically, validate the authenticity of the pre-printed labels, confirm the names of all members eligible to vote, open the larger envelopes in the presence of the Counting Committee, and deliver to the Counting Committee all of the smaller envelopes marked "ballot" in their originally received sealed condition.

The procedures for counting a mail ballot and reporting the results shall be the same as those prescribed for the election of officers of the State Board of Directors.

ARTICLE XI

NOMINATIONS AND ELECTIONS

Section 1. Nominations

- (a) **The Committees on Nominations.** The Committees on Nominations shall be appointed by the State President, with the approval of the Board of Directors, no later than January 28 and shall consist of a minimum of three (3) Designated Representatives or Presidential Members of the Association. The Committee shall name its own Chair. It shall be the function of the Committee to

solicit candidates for elected offices to be filled as enumerated in Article V, Section 1(a). **Likewise, each Chapter shall convene a nominating committee consisting of no less than two board members or other representatives that are members in good standing.**

- (b) The Chair of the State Committee on Nominations shall request names of nominees to be placed on the ballots in the Annual election from the State Officers and Directors. **The Chair of the Chapter Committee on Nominations shall request names of nominees from the Chapter Officers, Chapter Directors, and from any Chairs of Committees.**
- (c) **Nominations by the Nominating Committee.** The State Nominating Committee shall nominate a candidate for each State officer position for the ensuing year and shall notify the Board of Directors of its decision at the next to the last State Board of Directors meeting of the fiscal year (usually scheduled in March). **Each Chapter shall proceed in the same manner but may present the list of nominees to its Board in April or May.** The Nominating Committee for both State and Chapters will nominate no more than one name for any single office that will be presented to their respective Boards for approval.
- (d) **Eligibility for State Nominations.** Each candidate nominated shall be eligible for election provided:
 - (1) Member designated representatives in good standing may be elected to the State Board. Members in good standing serving at State level are limited to two Designated Representative per company.
 - (2) One year minimum experience serving as Officer/Director on Chapter Board.
 - (3) Certification or accreditation (See Article 5b).
 - (4) Their written statement declaring willingness to serve if elected and biographical material (no longer than 250 words) to be received by the Nominating Committee prior to Board Notification of proposed slate.

Section 2. Board Challenges/Approval of the Nominating Committees Slate. If any member of the State Board challenges the slate as presented by the Nominating Committee, new candidates may be identified. Before the close of this Board of Directors meeting, not more than one candidate for each office will be selected. The candidate(s) must submit their biographical material (no longer than 250 words) and their written statement declaring willingness to serve if elected to the Executive Director within 7 calendar days of their nomination. If not submitted, the original slate offered by the Nominating Committee shall stand. **The same method of challenge and candidate identification as outlined in this section shall apply to each Chapter Board of Directors.**

Section 3. Announcement of Officer Slate. Within 7 calendar days of the nomination of the State slate, the Executive Director will distribute or mail the proposed slate and biographical material to all voting and Presidential Members. Included in the distribution will be the appropriate Bylaw Article, which details "Nominations by Petition" and "Ballot." (Article XI, Sections 4 and 5(b)). **The Chapters' Slate shall be announced at the next Chapter Meeting (including later that same day).**

Section 4. Nominations by Petition. Any Designated Representative or Presidential Member shall be placed on the State ballot by the Executive Director if there is filed in the Executive Office no later than April 18, a petition nominating the Designated Representative or Presidential Member to office, endorsed by five (5) Designated Representatives or Presidential members in good standing other than the nominee, and accompanied by their biographical material and a statement declaring their willingness to serve if elected. **Chapter petitioning opportunities shall be done orally at the next Chapter Meeting by nominations (including later that same day).**

Section 5. Ballots

- (a) **Unanimous Ballot.** If State nominations are not made by member petition, the State slate is automatically elected. The Executive Director shall cause a notice to be sent by April 25 via first class mail or equivalent means, to every Voting Member and Presidential Member reporting the

State election results. **If the Chapter slate is not challenged, the announcements of its new Officers shall be made at the same Chapter Meeting as when the slate was presented.**

- (b) **Ballot.** Petitioned nominations shall be received by the Executive Director for elected State offices. After April 25 and before May 1st, the Executive Director shall prepare a ballot listing every "Petitioned Nominee" and "Board of Directors Nominee," in alphabetical order, who has been nominated under the provisions of this article and the election will proceed as outlined in Article XI, Section 6, below. **If nominations were made at a Chapter meeting, a vote should be taken at that same Chapter Meeting as when the Petition is presented. At the option of the Chapter President five minutes may be allotted to each candidate so that the candidate may list his/her qualifications. Other "fair and impartial" options would be decided and implemented by the Chapter President conducting the meeting.**

Section 6. State Election Procedures

- (a) Each Designated Representative or Presidential Member shall be entitled to cast one ballot by mail for election of State Officers.
- (b) After April 25 and before May 1, the Executive Director shall cause to be sent to every Designated Representative and Presidential Member, via first class mail, a ballot for the annual election accompanied by the biographical material which had been furnished by each candidate.
- (c) Two (2) return envelopes shall also accompany the ballot, one larger than the other. The Executive Director shall cause the word "ballot" to appear on each envelope in the lower left hand corner and a pre-printed label bearing the member's name and address affixed to the upper left hand corner of the larger envelope.
- (d) All ballots shall clearly state the deadline for receipt at the Executive Director's office.
- (e) To be eligible for counting, each ballot must have been:
 - (1) Received by the Executive Director no later than 5:00 p.m. on May 19.
 - (2) Sealed first in the smaller envelope, bearing just the word "ballot," and
 - (3) Returned to the Executive Director in the larger envelope bearing the word "ballot" and the pre-printed name and address label.

Section 7. State Counting of Ballots

Opening of Ballots. The Executive Director shall sort all returned envelopes alphabetically, validate the authenticity of the pre-printed labels, which confirm the names of Designated Representatives or Presidential Members eligible to vote. The Executive Director opens the larger envelopes in the presence of the State Counting Committee, and delivers to the State Counting Committee all of the small envelopes marked "ballot" in their originally received sealed condition.

- (a) **Counting Committee.** The State President, with the approval of the Executive Committee, shall appoint the State Counting Committee to open the sealed ballots, count the votes and prepare a written report showing the number of votes cast for each candidate. The actual counting of the votes shall be done in the presence of the CSP Executive Director and the State Counting Committee, consisting of at least two (2) Designated Representatives or Presidential Members, at a site designated by the State President.

The State Counting Committee shall count the ballots between 5:00 p.m. on May 19 and 5:00 p.m. on May 25. **The Chapter President shall, with the assistance of the Chapter Secretary, (providing neither is on the ballot,) count the votes immediately and the results are made public at that meeting. Should either the Chapter President or the Chapter Secretary be on the ballot, another officer of the Chapter shall be selected.**

- (b) **Declaration.** If, after counting the State ballots, there is a contradiction with Article V, Section 1(c) and Section 1(d), then the aforementioned stipulations as set forth in Article V shall prevail over the majority vote of the membership. The State Presidential seat shall be decided first, then the office of State First Vice President, then State Second Vice President. Any other conflicts with Article V, Sections 1(c) and 1(d) will be decided by State Presidential appointment and approval by the State Board of Directors at the next official State Board of Directors meeting. However, the outcome of the State election/appointment will be determined so as not to be in conflict with Article V.
- (c) **State Reporting.** The State Counting Committee shall present its written report, signed by all Committee members, to the State President and Secretary immediately upon completion of its work. The Executive Director shall cause a notice to be sent, via first class mail or equivalent means, within 48 hours after receipt of a copy of the written report, to every Designated Representative and Presidential Member reporting the election winners.
- (d) **Storage.** After counting, ballots will be permanently sealed and stored for a minimum of one year.

ARTICLE XII

MEMBER ACTION

No member, employee, committee, institute, conference or Chapter shall have the power to make expenditures, incur expenses, create obligations, make official statements or promises on behalf of the Association, nor commit in any manner the Association to act on policy, unless authorized to do so by the State Board of Directors.

ARTICLE XIII

AMENDMENTS

- Section 1. Proposed Amendments.** Amendments to these Bylaws may be proposed by the State Board of Directors, or any Chapter Board of Directors or by petition of any five (5) Voting or Presidential Members in good standing, provided such proposed changes are received in writing by the Executive Director or the State Bylaws Chair. All such proposed amendments shall clearly state the purpose of the proposal and shall be decided by the State Board of Directors at the next State Board of Directors Meeting.
- Section 2. Adoption/Revocation of Amendments.** Amendments so proposed shall be adopted by a two-thirds (2/3) affirmative vote of the duly convened State Board of Directors, subject to revocation at the next State Board of Directors meeting by a simple majority vote.
- Section 3. Revocation of Amendments by Membership.** All adopted amendments must be distributed to the members along with an “abbreviated” statement of Article X, Section 4 and 5 within 120 days.

Section 4. Effective Date. Unless otherwise specified, amendments shall take effect immediately upon approval

Section 5. Chapter Bylaws. These CSP Bylaws are the written constitution for the Association.

Section 6. Chapters shall not maintain a separate set of Chapter Bylaws. Chapters may maintain "Policies and Procedures" providing they (a) do not conflict with these Bylaws and (b) a copy is sent to the State President and Executive Director along with any changes made within 15 days of approval by the Chapter Board.

ARTICLE XIV

PARLIAMENTARY AUTHORITY

Roberts Rules of Order (Revised) shall govern the Associations Boards of Directors in all instances where they are applicable and where they are not inconsistent with these Bylaws.