BYLAWS

OF

PACIFIC SOUTHWEST TECHNOLOGIST CHAPTER, Inc.

A California Nonprofit Mutual Benefit Corporation

ARTICLE 1: LOCATION OF OFFICES

The name of this Corporation is Pacific Southwest Technologist Chapter, Inc. It is a California nonprofit mutual benefit corporation with principal offices and mailings received at the following address: P.O. Box 4086 West Hills, Calif. 91308-4086.

ARTICLE 2: PURPOSE

This Corporation is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The specific purposes of this Corporation are to improve health care by advancing nuclear medicine, therapy, molecular and medical imaging by providing educational programs for imaging professionals; to promote the identity and quality of medical imaging and therapy; to provide communication tools for members and stakeholders to benchmark their practice; to advocate for nuclear medicine professionals and the patients that they serve; to assist in establishing approved standards for training and recognized qualifications for those engaged in nuclear medicine, therapy, molecular and medical imaging.

ARTICLE 3: MEMBERSHIP

Section 3.1 Members.

The members of this Corporation shall consist of those who have complied with the requirements set forth in Section 3.2 of this Article, have properly presented themselves for membership in accordance with the procedures determined by the Directors, and who have been enrolled as members on the membership roster. There shall be two classes of membership:

a. Regular members (voting members); and
b. Student affiliates, (non-voting members).

No person may hold more than one membership.

Membership in this Corporation shall not vest in any member any distributions from the Corporation during the existence of the Corporation, and shall only entitle the member to vote at meetings of the members.

Membership shall not be assignable inter vivos by any member, nor shall membership vest to any personal representative, heir, or devisee.

Section 3.2 Requirements of Membership.

To be a member, an individual must pay the annual dues and assessments in the amount determined by Society of Nuclear Medicine and Molecular Imaging, Inc.

Members in good standing are those members who are current in the payment of their annual dues.

Section 3.3 Dues.

Dues shall be those determined and established by the Society of Nuclear Medicine and Molecular Imaging, Inc., and the Pacific Southwest Technologist Chapter, Inc.
Section 3.4 *Removal of Members.*

Membership of any member shall cease upon the failure of the member to pay his or her dues or assessments in a timely fashion after notice of the same.

Members may be subject to discipline, including deprivation of membership, if they have presented false certificates or false statements of educational attainments or if they have been convicted of a felony in a court of law. The Board of Directors shall review, either on its own initiative, or on written and signed complaint, any case in which the foregoing circumstances may lead to potential discipline. Such review shall afford the accused member an opportunity for a hearing. Any final action concerning discipline of a member under this Section shall be by two-thirds majority vote of the Board of Directors.

Section 3.5 Classes of Membership.

All members of the Corporation shall be classified into one of the two following classes of membership:

a. Regular members. Regular members are all members other than student members.

b. Student affiliates. Student affiliates are students in an accredited nuclear medicine or related medical imaging training program.

Section 3.6 Place of Meetings.

Notwithstanding anything to the contrary in these Bylaws, any meeting whether regular, special, or adjourned of the members of this Corporation may be held at any place within or without California which has been designated by the Board.

Section 3.7 Regular Annual Meetings.

The regular annual meeting of the members shall usually be held at the Mickey Williams Memorial Meeting. All of the officers of the Corporation shall be installed at the regular annual meeting.

Section 3.8 Special Meetings.

The President, upon consultation with the members of the Board of Directors, shall determine the time, frequency and location of special meetings of the members.

Section 3.9 Notice of Special Meetings.

Written notice of special meetings of members shall be given personally, mailing by first class, registered, or certified mail, or electronically, to each member, at his or her last known postal or email address, postage prepaid a notice of the meeting at least ten (10) days before the time fixed for holding the meeting.

Notice of any meeting of members shall specify the place, the day, and the hour of meeting and in case of a special meeting as provided by the California Corporations Code, the general nature of the business to be transacted.

Section 3.10 Quorum.

Quorum shall be all members actually voting in person or by mail or electronic ballot.

Section 3.11 Waiver and Consent.

The transaction of any meeting of members, however called or noticed, shall be as valid as though conducted at a meeting duly held after regular call and notice, if a quorum be present, and if either before or after the meeting, each of the members, not present in person, signs a written waiver of notice or a consent to the holding of the meeting, or an approval of the minutes of the meeting.
Section 3.12 Voting Rights.

Only persons whose names stand on the membership records of the Corporation on the day of any meeting of members, shall be entitled to vote at the meeting.

Every member entitled to vote at any election of officers shall be entitled to one vote.

Section 3.13 Privileges of Membership.

All regular members shall be entitled to receive the official publications of the Chapter, to vote, to hold elected or appointed office. Student members shall be entitled to receive the official publications of the Chapter and may serve on committees by appointment, however, student members may not vote.

**ARTICLE 4: DIRECTORS**

Section 4.1 Powers.

Subject to limitations of the Articles and these Bylaws and of pertinent restrictions of the Corporations Code of the State of California, all the activities and affairs of the Corporation shall be exercised by or under the direction of the Board of Directors.

Section 4.2 Number of Directors.

The authorized (voting) number of Directors of the Corporation shall be ten (10) until changed by an amendment of the Articles of Incorporation or by an amendment to these Bylaws. The number of Directors may be changed by the vote or written assent of a majority of a quorum at a meeting of members duly called pursuant to the Articles of Incorporation or Bylaws.

Section 4.3 Selection and Tenure of Office.

The voting members of the Board of Directors shall be made up of the six officers elected by the membership including the President, Immediate Past President, President-Elect, Secretary, Treasurer, National Council Representative and the following standing committee chairs appointed by the incoming President: Bylaws, Continuing Education, Legislative, Communication, Membership (President-Elect) and Nominating (Immediate Past President). The President Elect, Secretary and Committee Chairs shall serve until the next annual meeting or until a successor has been elected or appointed and qualified. If the ballot process is not completed by the annual meeting, officers of the Chapter may be elected by eligible members in attendance at an annual meeting.

Section 4.4 Qualifications.

Each Director must be a member in good standing and meet the qualifications of the elected or appointed office.

Section 4.5 Place of Meetings.

Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular, special, or adjourned) of the Board of Directors of the Corporation may be held electronically or at any location within or without California that has been previously designated for that purpose by resolution of the Board of Directors or by the written consent of the majority of the members of the Board.

Section 4.6 Regular Meetings.

Meetings of the Board of Directors shall be held on such dates and at such locations as may be determined from time to time by the Board of Directors. Board meetings may be held in person, by telephone or by other electronic means.
Section 4.7 Special Meetings.

Special meetings of the Board of Directors may be called at any time by order of the President.

Section 4.8 Notice of Special Meetings.

Special meetings of the Board shall be held on four days notice by first class mail or a forty-eight hour notice given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. The notice shall be addressed or delivered to each Director or at the Director's address as it is shown on the records of the corporation, or as may have been given to the corporation by the Director for purposes of notice or, if the address is not shown on the records, or is not readily ascertainable, at the place at which the meetings of the Directors are regularly held.

Section 4.9 Quorum.

Except as otherwise provided herein, a quorum is defined as 50% + 1 of the authorized (voting) Directors of the Chapter. Except as the Articles of Incorporation, these Bylaws, and the California Nonprofit Mutual Benefit Corporation Law may provide, the act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors.

Section 4.10 Waiver of Notice.

Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to the Director. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 4.11 Adjournment.

A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjourn to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 4.12 Action Without Meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting if a majority of members of the Board shall individually or collectively consent in writing to the action. The consent or consents shall have the same effect as a majority vote of the Board and shall be filed with the minutes of proceedings of the Board.

Section 4.13 Rights of Inspection.

Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and to inspect the physical properties of the Corporation of which the person is a Director, for a purpose reasonably related to the person's interest as a Director.

Section 4.14 Fees and Compensation

Directors (as such) shall not receive compensation for their services as Directors. Directors may receive reimbursement for expenses as may be fixed or determined by the Board.
ARTICLE 5: OFFICERS

Section 5.1 Officers.

The elected officers of the Corporation shall be President, President-Elect, Immediate Past President, Secretary, Treasurer, and National Council Representative (NCOR).

Section 5.2 Election.

The offices of President-Elect and Secretary of the Corporation shall be elected annually by the members. The offices of Treasurer and National Council Representative shall be elected for two year terms. Officers shall be installed in their respective offices at the regular annual meeting. Election of officers shall be by ballot, and the results of the election announced by the Secretary of the Corporation prior to the annual meeting.

Nominees for office except President and Immediate Past President shall be selected by the Nominating Committee. The Nominating Committee shall contact each nominee selected and obtain the verbal or written consent to serve in the office to which nominated of such nominee before submitting the ballot to the Board of Directors for approval. Candidates elected by write-in vote shall notify the Secretary of the Corporation of his or her willingness to serve in the office either verbally or in writing.

Ballots for the election of officers shall be prepared by the Nominating Committee and submitted for approval to the Board of Directors prior to being distributed to the members. Ballots shall be distributed by mail or electronic means to all members in good standing as of the date of mailing, and shall be distributed to all such members at least 45 days prior to the Annual Meeting.

Only those ballots tendered by members in good standing to the Nominating Committee and received by the date specified on the ballot shall be counted. Members shall vote for only one candidate for each office. Ballots containing more than one vote for any single office shall not be counted for that office.

For each office, the candidate receiving the largest number of votes by official ballot shall be elected. In the event of a tie, a second ballot will be conducted at the Annual Meeting, open to only those members in good standing.

Section 5.3 Form of Ballot.

Each ballot shall contain the name of at least one (1) candidate for each office and one or more blank lines for each office for write-in candidates. A curriculum vitae of each candidate for office shall be included in the ballot.

Section 5.4 Term of Office.

Each officer shall serve a term beginning at the Annual Meeting. Except for the offices of Treasurer and National Council Representative, each officer elected shall serve a one year term. The Treasurer and National Council Representative shall each serve a term of two years, beginning at their installation at the annual meeting.

Section 5.5 Removal.

Any officer may be removed for good cause upon vote of 75% of the members of the Board of Directors after notice as set forth below. Good cause shall mean misconduct or neglect of duty while in office.

Formal charges will be circulated to all members of the Board of Directors and to the individual charged at least thirty (30) days prior to the meeting of the Board of Directors at which the issue will be addressed. The individual charged will have the right to personal appearance and defense at a regular or special meeting of the Board of Directors at which the issue will be addressed.

Notice of a meeting at which removal of an officer is to be considered shall be in writing. The notice shall state the name of the officer whose removal is being considered and the grounds therefore. Said notice shall be delivered to all members of the Board of Directors as provided in Section 4.8, not less than thirty (30) days prior to the meeting.
of the Board of Directors at which such vote is to be taken.

Removal of an officer shall be approved by majority vote of the members.

Section 5.6 President.

The President-Elect shall, without need for further nomination or election procedures, become President at the Annual Meeting for the year following his or her election as President-Elect. The President shall preside at all regular and special meetings of the members, and at all regular and special meetings of the Board of Directors, and shall have other powers and duties as may be prescribed by the Board of Directors or the Bylaws. With the approval of the Board of Directors, the President shall appoint all committee chairs as necessary. The President shall be an ex-officio member of all committees except for the Nominating Committee, and shall have the direct responsibility to co-sign with the appropriate committee chair or elected officer, any contracts that are financially binding to the Chapter. The President shall be a voting member of the Steering Committee, Western Regional Chapters (WRC). In the absence of the National Council Representative, the President shall assume the duties of the National Council Representative at the Annual and/or Mid-Winter Meeting of the Society of Nuclear Medicine.

Section 5.7 Past President. The Immediate Past President shall be past president of the Corporation and the Chair of the Nominating Committee.

Section 5.8 President-Elect.

The President-Elect shall become President at the Annual Meeting. The President-Elect shall serve as the Chair of the Membership Committee. The President-Elect shall attend all general and special meetings of the members, and all regular and special meetings of the Board of Directors. In the absence of the President, the President-Elect shall perform the duties of the President. The President-Elect shall be a voting member of the Steering Committee, Western Regional Chapters. In order to qualify for nomination to the office of President-Elect, the candidate for President-Elect must have served for at least one year prior to nomination on the Board of Directors as an elected officer or a Committee Chairperson.

Section 5.9 Secretary.

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or other place as the Board of Directors may order, of all meetings of the members, the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice of the meeting given, the names of those present at the meetings, the Board and committees' meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office or other place as the Board of Directors may order the original and a copy of the Corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees of the Board required by these Bylaws or by law to be given, shall keep the seal of the Corporation in safe custody, and shall have other powers and perform other duties as prescribed by the Board.

The Secretary shall have access to the membership roster showing the names of the members and their addresses.

The Secretary shall also keep, or cause to be kept, a book of minutes electronically of all meetings of the members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice of the meeting, the names of those present at meetings, and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all meetings of the members required by these Bylaws.

The Secretary shall be responsible for all correspondence of the Board of Directors.

Within fourteen (14) days following the expiration of his or her term in office, the Secretary shall turn over to his or her successor in office all of the books and records of the Corporation.
Section 5.10 Treasurer.

The Treasurer shall serve a two-year term, and shall be the Chief Financial Officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all reasonable times be open to inspection by any Director.

The Treasurer shall be responsible for the receipt and disbursement of all funds of the Corporation. The Treasurer is responsible for providing a written financial report of the Corporation's general funds to the Board of Directors at all meetings of the Board of Directors, and to the membership at all general and special meetings of the members. The Treasurer is responsible for having the books internally reviewed annually prior to the Regular Annual Meeting of the members, and shall have other powers and perform other duties as may be prescribed by the Board of Directors.

The Treasurer shall be responsible for coordinating a smooth transition of books to his or her successor in office, and shall, within fourteen (14) days following the expiration of his or her term in office, turn over to his or her successor in office all of the books of the Corporation.

In order to qualify for the office of Treasurer, the candidate must have served as a PSWTC elected officer or a voting Committee Chairperson.

At least two signatures shall be necessary on each check. The President, President-Elect and the Treasurer shall be authorized to sign on all checks of the Corporation.

Section 5.11 National Council Representative.

The Representative to the National Council of Representatives (NCOR) shall serve a two-year term, and shall be a voting member of the National Council of Representatives of the Technologist Section and the SNMMI House of Delegates (HOD). The Representative shall attend all NCOR and HOD meetings and shall serve as the communication link between the national organization and the Corporation. The Representative shall promptly report to the Corporation all information received from the national and chapter organization.

In order to qualify for the office of Representative to the NCOR, the candidate must have served for at least one year prior to nomination on the Board of Directors as an elected officer or as a Committee Chairperson.

In the absence of the Representative, the President shall perform the duties of the Representative to the NCOR.

Section 5.12 Salaries.

Officers (as such) shall not receive compensation for their services as Officers. Officers may receive reimbursement for expenses as may be fixed or determined by the Board. Officers shall not serve the organization in some other capacity for which compensation is paid.

Section 5.13 Vacancy in Offices.

Should the office of President become vacant, the President-Elect shall assume the office of President. Should the office of President-Elect become vacant, the office shall remain vacant until the regular annual election of officers, at which time both a President and a President-Elect shall be elected by the members. Should the office of Secretary or Treasurer become vacant, the President, with the approval of a majority of seventy-five percent (75%) of the remaining members of the Board of Directors, shall appoint a successor to the office.
ARTICLE 6: COMMITTEES

Section 6.1 Standing Committees.

The following shall be standing committees of the Corporation:

a. Continuing Education
b. Legislative
c. Membership
d. Communication
e. Nominating
f. Bylaws

Section 6.2 Committees.

The Committees shall have the following duties and functions:

a. Continuing Education Committee: The Continuing Education (CE) Committee shall define the content of each scientific program, select the speakers, identify and prepare an appropriate location for the program, prepare and receive all materials associated with the educational activity (flyers, participant registration, etc.), and submit the appropriate VOICE and/or CME applications for the program. The Committee Chairperson is responsible for directing the Corporation's continuing education programs each year.

b. Legislative Committee: The Legislative Committee is responsible for keeping the Corporation informed of any State or Federal legislation affecting the profession, and will work with the national organization for assistance on the proper response to any pending legislation.

c. Membership Committee: The Membership Committee is responsible for promoting membership in the Corporation at all Corporate meetings and functions. The Chairperson of the Membership Committee shall be the President-Elect.

d. Communication Committee: The Communication Committee is responsible for all publications posted to the Chapter's website: www.nucgone.org; the continuous and timely updates of information included on the website, and for the dissemination of notices or announcements (excluding educational programs) as deemed necessary by the Board of Directors or President.

e. Nominating Committee: The Nominating Committee shall solicit and accept nominations for all offices of the Corporation, and shall prepare, collect and promptly turn over to the Secretary of the Corporation all ballots for all elections. If the Secretary of the Corporation is a candidate on the ballot, an alternate individual that is not a voting member on the Board of Directors shall be selected by the Chair of the Nominating Committee to serve in this capacity. The Nominating Committee shall consist of the immediate past President of the Corporation, who shall serve as the Chairperson of the Committee, and at least three (3) members, none of whom are members of the Board of Directors. The members of the Committee shall be selected by the Chairperson of the Nominating Committee.

f. Bylaws Committee: The Bylaws Committee shall, upon request of any member, officer or the Board of Directors, develop proposals for changes, amendments and modifications of the Bylaws of the Corporation to be acted upon by the Board of Directors or the membership of the Corporation as provided in these bylaws.
Section 6.3 Committee Chairpersons.

Committee Chairpersons shall be appointed by the President, with the approval of the Board of Directors, for a term of one year, except for the Chairperson of the Continuing Education Committee, which shall be appointed for a two-year term. It shall be the responsibility of each Committee Chairperson to appoint as many members to the committee as necessary to carry out the responsibilities of the committee. Each Committee Chairperson shall report on the actions of the committee at each regular meeting of the Board of Directors and at all regular and special meetings of the members. Each Standing Committee Chair shall be a voting member of the Board of Directors.

Each Committee Chairperson shall, within fourteen (14) days following the expiration of his or her term, turn over to his or her successor in office all records and final reports of the committee.

Section 6.4 Limitations on Authority of Committee Chairpersons.

Appointments, agreements, expenditures, procedural regulations, and governing policies shall not be binding upon the Corporation unless authorized and approved in advance by the Board of Directors and signed or co-signed by the President. All funds generated by activities of the Corporation and the Committee are funds of the Corporation, and shall be promptly turned over to the Treasurer for deposit into the account(s) of the Corporation.

ARTICLE 7: OTHER PROVISIONS

Section 7.1 Endorsement of Documents; Contracts.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between this Corporation and any other person, when signed by the President, and the Secretary or the Treasurer of this Corporation shall be valid and binding on this Corporation in the absence of actual knowledge on the part of the other person that the signing Officers had no authority to execute the same.

The Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, to co-sign any contract or execute any instrument in the name of and on behalf of the Corporation. This authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, and except as provided in this Section, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 7.2 Voting in Other Organizations.

The authority herein granted may be exercised by the President or any other officer authorized by the Board of Directors either in person or by proxy or power of attorney duly executed by the officer so authorized.

Section 7.3 Construction and Definitions.

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws.

Section 7.4 Amendments.

Any member in good standing may initiate a proposal to amend these Bylaws by submitting the proposed amendment in writing to the President. The President shall submit the proposed amendment to the Bylaws Committee to determine whether the proposed amendment is in conflict or inconsistent with Chapter and/or National Bylaws. The proposed amendment and recommendations of the Bylaws Committee shall be submitted to the Board of Directors for review and approval. Upon approval by the Board of Directors, the proposed amendment, and recommendations of the Board of Directors, if any, shall be presented to the members for approval by electronic
means or by mail. The proposed amendment, and recommendations of the Board of Directors, if any, shall be sent by electronic means or mailed to all members in good standing as of the date of mailing, along with a ballot and notice to each such member specifying a date by which such ballot must be postmarked by electronic means or by mail in order to be valid, which date shall not be less than thirty (30) days following the date of notification of the proposed amendment.

Approval by two-thirds (2/3) majority of the members voting shall be required for adoption of any amendment to the Bylaws. Amendments to the Bylaws approved by the members shall become effective immediately.

Section 7.5 Record of Amendments.

Whenever an amendment or new Bylaw is adopted, it shall be copied in the Book of Minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the Book.

Section 7.6 Consistency with Bylaws of the Society of Nuclear Medicine and Molecular Imaging, Inc.

The Bylaws and policies of this Corporation shall be consistent with those of the Society of Nuclear Medicine and Molecular Imaging.

Section 7.7 Use of Corporate Name.

The name of this Corporation may not be used by an individual or organization in conjunction with advertisement of services that are not directly related to the Corporation’s activities or services without the express written consent of the Board of Directors.

ARTICLE 8: INDEMNIFICATION OF AGENTS OF THE CORPORATION

Section 8.1 Definitions.

For purposes of this Section, "agent" means any person who is or was a Director, Officer, employee, or other agent of this Corporation, or is or was serving at the request of this Corporation as a Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorney fees and any expenses of establishing a right to indemnification under Section 8.4 or 8.5(b) of this Article.

Section 8.2 Indemnification in Actions by Third Parties.

This Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by or in the right of this Corporation to procure judgment in its favor, an action brought under Corporations Code section 5233, made applicable pursuant to Corporations Code section 7238, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that the person is or was an agent of this Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner the person reasonably believed to be in the best interests of this Corporation or that the person had reasonable cause to believe that the conduct was unlawful.
Section 8.3 Indemnification in Actions by or in the Right of the Corporation.

This Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of this Corporation or brought under Corporations Code section 5233, made applicable pursuant to Corporations Code section 7238, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust to procure a judgment in its favor by reason of the fact that the person is or was an agent of this Corporation, against expenses actually and reasonably incurred by the person in connection with the defense or settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interests of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 8.3:

a. In respect of any claim, issue or matter as to which the person shall have been adjudged to be liable to this Corporation in the performance of the person's duty to this Corporation, unless and only to the extent that the court in which the proceeding is or was pending shall determine on application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses that the court shall determine;

b. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

c. Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless such action concerns assets held in charitable trust and is settled with the approval of the Attorney General.

Section 8.4 Indemnification Against Expenses.

To the extent that an agent of this Corporation has been successful on the merits in defense of any proceeding referred to in Section 8.2 or 8.3 of this Article or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 8.5 Required Indemnification.

Except as provided in Section 8.4 of this Article, indemnification under this Article shall be made by this Corporation only if authorized in the specific case, on a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 8.2 or 8.3, by:

a. A majority vote of a quorum consisting of Directors who are not parties to the proceeding; or

b. The court in which the proceeding is or was pending, on application made by this Corporation or the agent, attorney, or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by this Corporation.

Section 8.6 Advance of Expenses.

Expenses incurred in defending any proceeding may be advanced by this Corporation prior to the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 8.7 Other Indemnification.

No provision made by the Corporation to indemnify its or its subsidiary's Directors or Officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of the Directors, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than the Directors and Officers may be entitled by contract or otherwise.
Section 8.8 Forms of Indemnification Not Permitted.

No indemnification or advance shall be made under this Article, except as provided in Sections 8.4 or 8.5(b) in any circumstances where it appears that:

a. It would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, a resolution of the members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

b. It would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 8.9 Insurance.

The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in the capacity or arising out of the agent's status as an agent whether or not the Corporation would have the power to indemnify the agent against the liability under the provisions of this Article; provided, however, that this Corporation shall have no power to purchase and maintain insurance to indemnify any agent of the Corporation for a violation of Corporations Code section 5233, made applicable by Corporations Code section 7238.

Section 8.10 Nonapplicability to Fiduciaries of Employee Benefit Plans.

This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though the person may also be an agent of the Corporation as defined in Section 8.1 of this Article. The Corporation shall have power to indemnify the trustee, investment manager, or other fiduciary to the extent permitted by Corporations Code section 207(f).

ARTICLE 9: RECEIPT, INVESTMENT, AND DISBURSEMENT OF FUNDS

Section 9.1 Receipt of Monies/Property

The Corporation shall receive all monies, other properties, or both, transferred to it for the purposes for which the Corporation was formed (as shown by the Articles of Incorporation). However, nothing contained herein shall require the Board of Directors to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of the money or property is contrary to the expressed purposes of the Corporation as shown by these Articles.

Section 9.2 Investment of Funds/Property

The Corporation shall hold, manage, and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this Corporation.

Section 9.3 Disbursement of Monies/Property

No disbursement of Corporation money or property shall be made until it is first approved by the President of the Corporation or by the Treasurer or by the Directors. However, the Directors shall have the authority to appropriate specific sums to fulfill the objects and purposes for which the Corporation was formed and to direct the officers of the Corporation from time to time to make disbursements to implement the appropriations.
Section 9.4 Conflict of Interest:

All members of the Board of Directors shall avoid potential conflicts of interest which may prevent him or her from adequately performing the responsibilities and duties to best serve the PSWTC. In the event that a conflict of interest has been identified, the Director(s) shall remove him/herself from the related business, abstain from voting or taking action that may influence such business, not be counted as part of a quorum for such business, and not be included in any matters in which the conflict of interest may affect the outcome of the business.

Directors shall disclose on an annual basis any and all relationships that may be considered as a potential conflict of interest in certain situations or business matters. Such potential conflicts may include:

1. Employment - name and nature of all employers must be disclosed.
2. Membership on the board of directors or any fiduciary relationship with another organization.
3. Stock ownership - shares of stock owned or directly controlled by oneself or an immediate family member.
4. All consultative or advisory arrangements for which monetary compensation is received.
5. Member of Industry Speakers’ Bureau.

Reporting and Review Process

Disclosures will be made on an annual basis and reviewed by the President. If any matters coming before the Board present a real conflict of interest for a Director(s), the person will be asked to leave the room while such business is discussed and asked to refrain from any such action in the matter. Failure to disclose any real or potential conflicts or interest, after review of the situation in its entirety, may result in removal of the Director(s) from the Board.

ARTICLE 10: CORPORATE RECORDS AND REPORTS

Section 10.1 Records.

The Corporation shall maintain adequate and correct accounts, books, and records of its business and properties. All books, records, and accounts shall be kept electronically as fixed by the Board of Directors.

Section 10.2 Inspection of Books and Records.

The membership register or duplicate membership register and minutes and proceedings of the members and the Board, and of executive committees of the Directors of this Corporation shall be open to inspection on the written demand of any member at any reasonable time, for a specifically stated purpose reasonably related to his/her interests as a member, and shall be exhibited at any time when required by the demand of any members' meeting. The books of accounts shall be open to inspection on written demand of any member at any reasonable time, for a specifically stated cause related to his/her interests as a member.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the Corporation, and also of its subsidiary organizations, if any.

Section 10.3 Certification and Inspection of Bylaws.

The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, and shall be open to inspection by the members and Directors of the Corporation at all reasonable times.

Section 10.4 Attendance Records for Educational Meetings.

The educational records documenting attendance at educational meetings will be kept for 5 years.
ARTICLE 11: DISSOLUTION

On dissolution of this Corporation, the Board of Directors shall cause the Corporation's assets to be distributed to another corporation with purposes similar to that identified in the Articles of Incorporation, and Article 2 of these Bylaws.

CERTIFICATE OF SECRETARY

I, the undersigned, being the Secretary of Pacific Southwest Technologist Chapter, Inc., hereby certify that the above Bylaws consisting of 14 pages were adopted as the Bylaws of this Corporation pursuant to the unanimous vote of the Directors in a regularly called meeting, effective November 22, 2014. These Bylaws are, as of the date of this certification, the duly adopted and existing Bylaws of this Corporation.

IN WITNESS WHEREOF, I have set my hand this 22 day of November, 2014.

Rebecca Bogle (ONMT, RT-CW)
Secretary