



Bylaws of the CERTIFIED ACCESS SPECIALIST INSTITUTE
Amended May 26, 2020

ARTICLE I – GENERAL

1. **Name.** The name of this organization is the **Certified Access Specialist Institute Inc.** (CASI); a California not-for-profit corporation hereinafter referred to as the “Institute.”
2. **Contact Information:**
Mail: 4747 N. First St. Suite 140
Fresno, California, 93726
Phone: (866) 888-9188
Web: www.casinstitute.org
3. **Territory and Location.** The Institute is governed and operated in accordance with the laws of the State of California, provisions of the Institute Bylaws, the regulations and requirements for the conduct of the Institute as adopted from time to time by the Institute Board of Directors as issued through its officers.
4. **Purposes and Policy.** The purpose of the Institute is to influence positive change in access in California by raising awareness and proactive adaptation of the built environment. Further, the Institute and its members will support and adhere to the objectives, code of ethics, and other standards established by the Institute as well as promoting accessibility in the built environment.
5. **Restrictions.** All policies and activities of the Institute are consistent with:
 - a) applicable federal, state, and local antitrust, trade regulation or other requirements; and
 - b) applicable to tax-exemption requirements imposed on the Institute, including the requirements that the Institute not be organized for profit and that no part of its net earnings is to the benefit of any private individual.

ARTICLE II – MEMBERSHIP

1. **Membership Eligibility.**
 - a) Professional Membership. Professional Membership in the Institute is limited to individuals who (1) have a current certification as a California Certified Access Specialist (CASp) and (2) are in compliance with the Institute’s rules and regulations and (3) have paid their current year’s membership dues.
 - b) Associate Membership. Individuals who abide by the Institute’s mission and support its goals and objectives but are not otherwise eligible for Professional membership in the Institute may become Associate Members.

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2. **Membership Dues.**

- a) The annual Institute dues shall be set by the Board of Directors and run concurrent with the fiscal year. Any change in the dues structure shall be approved by a two-thirds majority of the Board of Directors present at a regularly scheduled meeting.
- b) Annual dues notices shall be mailed by the Institute at the beginning of August and are payable by September 1. Dues amounts shall be decreased to an amount of 50% of regular dues on March 1st for newly certified applicants that apply for membership after March 1st.

3. **Special Membership.**

- a) A Professional Member may be classified as an Honorary Member (non-voting free membership) or a Distinguished Member (honored, dues paying, full membership), or a Lifetime Member (full membership, free for life) only by action of the Board of Directors.

4. **Resignation.** A member may resign by submitting a written resignation; resignation does not relieve a member from liability for the full annual dues or other obligations accrued and unpaid as of the date of resignation.

5. **Expulsion.** A member is automatically expelled without action of the Board of Directors for failure to pay applicable dues for more than 30 days, or failure to meet the eligibility requirements for membership. A member may be expelled by the Board of Directors for other reasons as itemized in the Code of Ethics if the member is provided with advance written notice including the reason for the proposed expulsion. An applicant may contest the proposed expulsion in writing or in person before the Board of Directors, and final written notice of the Board's decision. An expelled member may be reinstated by satisfying outstanding fees, reinstating eligibility requirements, or by resolution of the cause of the expulsion in writing, to the satisfaction of the Board of Directors.

Article III – MEMBERSHIP MEETING and VOTING

1. **Membership Meetings.** Meetings of the membership shall be held a minimum of twice a year, or when decreed otherwise by the Board and held at times and places determined by the Board of Directors.

- a) A financial report shall be submitted annually to the Institute's members.
- b) Meetings shall be opened and closed by the current President of the Board of Directors.
- c) Motions may be made and seconded by any voting member present then voted upon by a show of hands or voice vote from the present members.

2. **Notice.** Notice of membership meetings is provided to voting members at least 10 days before the meetings by postal or other delivery, facsimile, e-mail, or any other electronic means.

3. **Voting.**

- a) The privilege of voting or casting a ballot is limited to Professional Members in good standing, including those who are honored as a Distinguished Member or a Lifetime Member pursuant to Section 3 of Article II of these bylaws.
- b) Associate Members may attend and to provide comment but may not make motions or vote at any meeting or election of this Institute.

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- c) Whenever the members must vote on a matter under these Bylaws or otherwise, this section will apply. Voting at membership meetings may be in person or by proxy with each voting member having a single vote. A majority of the members voting in person or by proxy where a quorum is present carries an action. Members may vote without a meeting in elections or on any matter presented by the Board of Directors where a quorum participates and the votes are submitted in writing by postal or other delivery, facsimile, e-mail, or any other electronic means. A quorum for membership voting is 50 percent plus 1 member of the voting members present at the meeting.
4. **Special Meeting.** Special meetings may be called whenever the majority of the Board of Directors deems it necessary, or upon written request by not less than one-tenth of the Professional members. The business at special meetings shall be limited to that for which the meeting was called.
5. **Minutes.** Minutes of regular and special meetings shall be distributed to the members.
6. **Order.** These bylaws, together with *Robert's Rules of Order*, shall govern the conduct of business of the Institute.

ARTICLE IV – OFFICERS

1. **Officers.** Officers of the Institute shall be a President, Vice President, Secretary, Treasurer and Past President. The Board of Directors shall define the roles and obligations of each Officer.
 - a) The President shall serve as chair of the Board of Directors; preside at all Institute meetings; select the chairs of ad hoc committees; be an ex-officio member of all committees; and sign all agreements and formal instruments. The President shall serve for a term of two years or until a successor is elected.
 - b) The Vice President(s) shall perform such duties as assigned by the President or Board of Directors and serve upon the absence of the President. The Vice President shall serve for a term of one year, or until a successor is elected.
 - c) The Secretary shall see that notices are sent at least seven days in advance of all meetings of the Board of Directors and of the Institute membership meetings and keep accurate minutes thereof. The Secretary shall maintain a file of all correspondence; keep a roster of members and committees; co-sign all agreements and formal instruments, except those pertaining to the office of treasurer; and submit a report of office at the annual meeting. The Secretary shall perform other duties as assigned by the Board of Directors. The Secretary may assign duties of the office to an administrative assistant or executive director. The Secretary shall serve for a term of two years, or until a successor is elected.
 - d) The Treasurer shall collect and receipt for monies and securities; deposit funds and disburse and dispose of the same subject to the direction of the Board of Directors; keep accurate books of account; submit a report at Board of Directors meetings; and submit a report of office at the annual meeting. The Treasurer shall perform other duties as assigned by the Board of Directors. The Treasurer may assign duties of the office to an administrative assistant or executive director. The Treasurer shall serve for a term of two years, or until a successor is elected.
 - e) The past President will assist the Board of Directors as needed and shall serve for a term of two years, or until a new President is elected. The past President is encouraged to share ideas, guidance, and expertise with the Board of Directors.

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2. **Composition and Election.** Officers of the Institute must be Professional Members in good standing of the Institute. Officers are elected by a majority of the members voting where a quorum is present; the Board of Directors sets forth the procedures for how candidates are nominated and elected.
3. **Terms.** All officers shall serve for a term of two years with the exception of the Vice President to serve for one-year. Terms coincide with the fiscal year.
4. **Vacancies.** Vacancies among Officers are nominated by a member on the board and voted on by the Board of Directors.
5. **Removal or Resignation.** An Officer may be removed by (a) two-thirds of the members voting where a quorum is present, or (b) three-quarters of the full Board of Directors, with the Officer proposed to be removed not voting. If the Officer proposed to be removed is provided with advance written notice, including the reason for the proposed removal, the Officer must have an opportunity to contest the proposed removal in writing or in person, and be given final written notice of the removal decision. An Officer may resign at any time by providing written notice to the Board of Directors. Any removal or resignation of a person as an Officer automatically results in that person's removal or resignation from the Board of Directors.
6. **Compensation.** Officers do not receive compensation for their services but may be reimbursed for expenses as authorized in advance by the Board.

ARTICLE V – BOARD OF DIRECTORS

1. **Directors.** The affairs of the Institute are managed by its Board of Directors. It is the Board of Directors' duty to carry out the objectives and purposes of the Institute, and to this end the Board of Directors may exercise all powers of the Institute. The Board of Directors is subject to the restrictions and obligations set forth in these Bylaws.
2. **Composition and Election.** The Board of Directors is composed of the elected Officers of the Institute, the immediate Past President, and up to eight (8) additional Directors elected by the membership and may serve as committee chairs. The Institute will strive to elect directors from both the public and private sector. Directors shall be elected from the Institute's Membership and must maintain their membership in good standing throughout the duration of the office. Directors are elected by a majority of the members voting where a quorum is present; the Board of Directors sets forth the procedures for how candidates are nominated and elected.
 - a) Officers and directors shall be elected to those offices as established by Article IV by the voting members of the Institute. The current President shall assume without election the office of immediate past President.
 - b) Election of the President should be offset by the Election of the Secretary and Treasurer on the following year.
 - c) Each elected board of director member shall take office on September 1.
 - d) A nominating committee shall be appointed by the Board of Directors no later than April 1st. The committee shall conduct the nomination and election process as outlined in the CASI Policies and Procedures manual. The nominating committee shall prepare a list of nominees, showing at least one name for each elected position on the Board of Directors

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due to become vacant, and present the list to the Institute not later than May 31. Election for contested offices shall be by written ballot.

- e) The nominating committee shall prepare the ballot, which shall include the original list of nominees. If there is only one nominee for any office, they shall be included on the ballot. Each voting member of the Institute shall be provided with a ballot at least two weeks prior to the ballot count. Eligibility to vote shall be as defined in the Institute Bylaws. The winners shall be determined by a simple majority of votes cast.
 - f) The ballots shall be counted by tellers appointed by the presiding officer, and the results shall be reported to the members according to the procedures governing elections. If there is only one nominee for any office, the presiding officer shall declare the nominee to be elected by acclamation.
 - g) Not later than the first regular meeting after the votes have been counted, the Institute Secretary shall notify the Board of Directors the results of the election and shall submit to them a complete listing of the officers for the coming year, with their addresses and telephone numbers.
3. **Terms.** The term of office for the elected non-officer directors shall be two years.
 4. **Vacancies.** Vacancies among Directors are nominated by a member on the board and voted on by the Board of Directors.
 5. **Meetings and Voting.** Whenever the Directors must vote on a matter under these Bylaws or otherwise, this section will apply.
 - a) Meetings of the Board of Directors are called by the President. Meetings may be held telephonically or electronically as long as each member can communicate with all other members concurrently and each member is provided with the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.
 - b) A majority of Directors currently in office forms a quorum; a majority of votes is required to carry a matter where a quorum is present. Proxy voting by Directors is not permitted.
 - c) Directors may vote without a meeting on any matter where a quorum participates and the votes are submitted in writing by postal or other delivery, facsimile, e-mail, telephonically or by internet meeting service. An action taken by such a vote requires unanimous written consent, which is signed by all Directors who voted on the action, describes the action taken, and be recorded in the minutes.
 - d) The Board of Directors shall schedule quarterly business meetings at a minimum. Special meetings shall only be held upon the call of the President or a majority of the Board of Directors upon four (4) days written notice. Board of Directors meetings may be held via electronic means provided they are conducted by an audio, video, or computer-based teleconferencing technology that allows all persons participating to interact with each other at the same time. In the event of a stalemate on a given topic the board may elect to adjourn the discussion to be readdressed at another meeting.
 6. **Removal.** A Director may be removed by
 - a) two-thirds of the members voting where a quorum is present, or
 - b) three-quarters of the full Board of Directors, with the Director proposed to be removed not voting. If the Director proposed to be removed is provided with advance written notice including the reason for the proposed removal, the Director must have an opportunity to contest the proposed removal in writing or in person, and final written notice of the removal

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decision. A Director may resign at any time by providing written notice to the Board of Directors. Any removal or resignation of a person as a Director, where such person is also an Officer of the Institute, automatically results in that person's removal or resignation as an Officer.

7. **Compensation.** Directors do not receive compensation for their services but may be reimbursed for expenses as authorized in advance by the Board.
8. **Duties.** The Board of Directors shall select all standing and special committees, designate duties, and may authorize compensation for justifiable expenses.

ARTICLE VI – COMMITTEES

1. **Committees.** The Board of Directors may establish various committees comprised of current members of CASI to carry on the affairs of the Institute. The President may appoint non-voting committee chairs and shall be an ex-officio member of all committees. All Institute members in good standing are eligible for committee chairs. The rules in these Bylaws governing the Board of Directors also apply to committees of the Board of Directors. A committee may be given the authority of the Board of Directors.

Committee chairperson shall provide a status report for their committee to the Board of Directors at each regular meeting.

2. **Terms.** The term of office for the elected Committee Chair shall be one year. Terms coincide with the fiscal year.
3. **Vacancies.** Vacancies among Committee Chairs are nominated by a member on the board and voted on by the Board of Directors.
4. **Removal.** An appointed Committee Chair may be removed by
 - a) two-thirds of the members voting where a quorum is present, or
 - b) three-quarters of the full Board of Directors, with the Committee Chair proposed to be removed not voting. If the Committee Chair proposed to be removed is provided with advance written notice including the reason for the proposed removal, the Committee Chair must have an opportunity to contest the proposed removal in writing or in person, and final written notice of the removal decision. A Committee Chair may resign at any time by providing written notice to the Board of Directors. Any removal or resignation of a person as a Committee Chair, where such person is also an Officer of the Institute, automatically results in that person's removal or resignation as an Officer.
5. **Compensation.** Committee Chairs do not receive compensation for their services but may be reimbursed for expenses as authorized in advance by the Board.

ARTICLE VII – MISCELLANEOUS

1. **Books and Records.** The Institute must keep books and records of its financial accounts, meeting minutes, and membership list (with names and addresses) at its Principal Office.

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2. **Expenditures.** Expenditures less than \$500 can be approved by the President and Treasurer. Expenses exceeding \$500 which are outside of the previously approved budget, must be reviewed and approved by majority of the Board of Directors where a quorum is present.
3. **Fiscal Year.** The fiscal year of the Institute shall begin September 1.
4. **Audit.** The Board of Directors shall appoint a committee to audit the books and transactions of the treasurer at the close of each fiscal year. This report shall be read at the next regular meeting of the members of the Institute.
5. **Annual Report to the Members.** The Institute will submit an Annual Report to the members.
6. **Contracts.** The Board of Directors may authorize, by majority vote, any Officer or board appointed agent to act on behalf of the board to enter into or execute any contract on behalf of the Institute. However, without such authorization by the Board of Directors, no person or firm has the power or authority to bind the Institute under any contract or agreement to pledge the Institute's credit, or to render the Institute liable for any purpose or amount.
7. **Conflict-of-Interest Policy.** The Board of Directors shall adopt a conflict-of-interest policy and annual disclosure process that applies to all Officers and Directors of the Institute.
8. **Amendments.** Amendments to these Bylaws are made by (a) a majority of the members voting where a quorum is present, or (b) three-quarters of the full Board of Directors.
9. **Assets of Institute and Dissolution.** No member of the Institute has any right, title, or interest in or to the Institute's assets. Should the Institute liquidate, dissolve or terminate in any way, all assets remaining after paying the Institute's debts and obligations must be transferred in ordinance with the Institute's Articles of Incorporation. In no event may any assets inure to the benefit of or be distributed to any member, Director, Officer, or agent of the Institute.
10. **Meeting Organizers.** Any member in good standing who works a meeting may have the fees for both the meeting and associated seminar waived or reimbursed. Work is defined as taking member registration, dispersing certificates, operating the webinar camera and software, and processing same-day signups. The meeting organizer for each meeting shall be identified at the prior Board Meeting by the President or Vice President.

ARTICLE VIII – INDEMNIFICATION OF OFFICERS, DIRECTORS, COMMITTEE MEMBERS AND CHAIRS OR EMPLOYEES

1. The Institute shall indemnify every person who is or was a, officer, director, committee members and chairs or employee of the Institute against reasonable expenses, including attorneys' fees and disbursements, judgments, decrees, fines, penalties, and amounts paid in settlement, in connection with any pending or threatened claim, action, suit, or proceeding (civil, criminal, administrative, or investigative) in which they may be involved or threatened to be involved as a party or otherwise, provided a determination is made in the manner provided in paragraph (2.) of this section that such person:
 - a) was not willfully negligent or guilty of willful misconduct in the performance of duties to the Institute;

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- b) acted in good faith in what they reasonably believed to be the best interest of the Institute;
 - c) in any matter the subject of a criminal action, suit or proceeding, had no reasonable cause to believe that their conduct was unlawful; and
 - d) in the case of amounts paid in settlement, that such settlement is or was reasonable and in the best interest of the Institute; provided, however, that if at any time any provisions are contained in the laws of the State of California prohibiting indemnification in respect of any claim, action, suit, or proceeding except upon a determination of the extent thereof in the manner provided therein, then indemnification in respect thereof shall be made only in accordance with such provisions.
2. The determination as to a., b., c., and d. in the preceding paragraph may be made by an adjudication of a court of competent jurisdiction. All determinations, except those made by such prior adjudications, shall be made:
- a) by a majority vote of a quorum consisting of disinterested directors of the Institute (namely directors who are or were not parties to or threatened with any such claim, action, suit or proceeding);
 - b) if such a quorum is not obtainable or, even if obtainable, if the quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or by the members in like manner to the procedure for amending the Institute bylaws.

In making a determination, the disinterested directors may conclusively rely upon an opinion as to facts or law or both, of independent legal counsel selected by them. The termination of a claim, action, suit, or proceeding by judgment, settlement, conviction, or upon a plea of guilty or of nolocontendere or its equivalent shall not of itself create a presumption that the, director, officer, or employee was negligent or guilty of misconduct in the performance of duty to the institute.

3. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Institute to the, officer, director, or employee, or their legal counsel prior to the final disposition thereof upon receipt of an undertaking by the, officer, director, or employee to repay such amount as shall not ultimately be determined to be payable to them hereunder.
4. The rights of indemnification provided hereunder shall not be deemed exclusive of other rights to which any such, officer, director, or employee now or hereinafter may be entitled, shall continue to a person who has ceased to be a, officer, director, or employee, and shall inure to the benefit of such person's heirs and legal representatives.

ARTICLE IX – LOGO

1. Logo. The CASI logo is Trademarked and is only for use on official documents and media produced by or at the direction of the Board of Directors.
 - a) A Professional Member may state "Certified Access Specialist Institute Member", "CASI Member", "A Member of CASI", or "A Member of the Certified Access Specialist Institute" on promotional materials.
 - b) An Associate Member may state "Certified Access Specialist Institute Associate Member", "CASI Associate Member", "An Associate Member of CASI", or "An Associate Member of the Certified Access Specialist Institute" on promotional materials. An Associate Member not use the title "Certified Access Specialist Institute Member", "CASI Member",

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- “A Member of CASI” or “A Member of the Certified Access Specialist Institute” on promotional materials.
- c) Under all circumstances, Professional Members and Associate Members are not allowed to use the Institute logo — even if they represent companies in partnership with the Institute Continuing Education Providers since it is reserved for CASI business only. For members and these kinds of partner programs, a different Institute logo may be provided.

ARTICLE X – AMENDMENTS

1. **Amendments.** Proposed amendments to these Institute bylaws shall first be submitted to the Institute Secretary for approval, in the manner and form prescribed by the Institute. After Institute Secretary approval, they shall then be publicized or otherwise sent to each member two weeks prior to a regular meeting or special meeting.
2. **Publication.** An affirmative vote by a simple majority of the Board of Directors is required to approve an amendment to these bylaws, except when required by law or determined by the Board of Directors, an affirmative vote by the members present at the next regular or special meeting or of those voting by ballot.