



BYLAWS FACULTY ASSOCIATION OF
CALIFORNIA COMMUNITY COLLEGES, INC.

As Amended: May 1, 2024

Article I. Name

The name of the organization governed by these Bylaws shall be the Faculty Association of California Community Colleges, Inc., operating as a non-profit organization under Articles of Incorporation filed with the Secretary of State of California on May 2, 1979, and hereinafter referred to as "this Association."

Article II. Purpose

To promote unity and professionalism among faculty employed by a college or district in the public California Community Colleges system, advocate faculty interests, and encourage policy-making bodies to provide adequate resources and appropriate laws and regulations that will assure Californians broad access to quality community college education. References to "district" in this document shall mean a ~~California community college~~ district within the public California Community Colleges system.

Article III. Membership

Section 1. Membership Eligibility. Memberships shall be open in this Association in the following categories:

- a. Regular Membership. Any full-time or part-time faculty member employed by a college or district in the public California Community Colleges system.
- b. Associate Membership. Anyone interested in this Association wishing to support its work and receive its communications, including anyone employed full-time or part-time by a college or district in the public California Community Colleges system, or whose assignment does not qualify they/them for regular membership. Associate memberships carry no voting privileges nor may they serve on the Board of Governors.
- c. Life Membership. This category is reserved for individuals who were once but are no longer eligible for Regular or Associate membership. Voting and other participation privileges follow as per the member's original status.

d. Contractual Membership. Any faculty employee in a district which has a Professional Services contract in effect with the FACCC Education Institute, hereafter referred to as the Education Institute, shall be accorded all of the benefits, rights, privileges, duties and responsibilities of Regular membership without having to pay individual membership dues. Such membership shall immediately terminate when an individual ceases being on the faculty of a district having such a contract or upon termination of the contract when the faculty member declines transfer to regular membership status.

e. Other Non-Voting Membership Classes. The Board may establish additional non-voting classes of members who shall not be members within the meanings of the California Corporations Code and set written rules and policies applicable to those classes.

f. Member in Good Standing. A member in good standing is one who has paid current dues and assessments, has no other outstanding obligations to the Association, and who has not been found by the Association to be in violation of membership conditions and requirements established by the Association.

g. Member Obligation to Follow Association Rules. Each member of this Association agrees to be bound by these Bylaws and any amendments thereto, and by the lawful actions of the Board and/or duly constituted committees of the Association.

Section 2. Dues.

a. Regular, Associate, and Life membership dues are determined by vote of the Board of Governors.

b. A portion of dues may be designated, by vote of the Board of Governors, to be for a Political Action Committee (see Article VIII, Section 3). Any member may make a written request that his/her dues not be used for that purpose in which case that portion remains in the general fund of this Association.

c. The Board of Governors shall have the authority by a 2/3 vote to make special assessments.

Section 3. Delinquency And Termination.

a. With the exception of Life members who choose the one-time payment option, dues are paid annually, and entitle the person to membership for a period of twelve (12) months following the month the dues are paid.

b. Current dues payments are a necessary condition of membership. Dues payment will be considered delinquent when 30 days have elapsed from the end of the membership period, and the membership will be terminated if the annual dues amount is not paid or renewed through payroll deduction authorization within four (4) months of the membership term expiring.

c. Continued employment in a college or district in the public California Community Colleges system is a necessary condition of Regular or Associate membership. Such membership will be terminated at the beginning of the academic term following any twelve-month period during which the member has not had an assignment, if the member does not have an assignment in that term.

d. If there is less than full payment to the Education Institute of the amounts specified in a Contractual Membership at the time specified in the contract, Contractual members will not be entitled to vote on any Association or Education Institute matters until the full amount is paid or the Board of Governors authorizes voting privileges on terms it deems appropriate. In no case shall a faculty member be afforded the privileges of membership after a delinquency of four (4) months.

e. Termination. A membership shall be suspended or terminated whenever the Board, or a committee or person authorized by the Board, in good faith determines that any of the following events have occurred: (a) resignation of member, on reasonable notice to the Association; (b) expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board; (c) failure of a member to pay dues, fees, or assessments in the amount and under the terms set by the Board; (d) failure to abide in the lawful decisions of any duly constituted committee of Faculty Association of California Community College, and (e) occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications, (1) failure observe the Association's rules of conduct as prescribed by the Board in these Bylaws or otherwise,

f. Discipline. A member may be publicly disassociated, suspended or terminated for cause by the Board or its designee. Cause shall include a failure, in serious degree, to (1) observe the Association's rules of conduct as prescribed by the Board in these Bylaws or otherwise, (2) to abide in the lawful decisions of any duly constituted committee of the Association, or to engage in any conduct which is deemed by the Board or its designee contrary or prejudicial to the interests and/or purposes of the Association. The discipline shall occur only after the member has been given a fifteen-day prior written notice of the proposed discipline and the reasons therefore. The notice shall also advise the member of the member's opportunity to be heard, orally or in writing as determined by the Board, not less than five days before the effective date of the discipline by the Board or its designee. The Board or its designee shall determine whether cause exists and the appropriate discipline, if any.

The Board is not required to follow the above procedure when imposing lesser discipline such as private reprimand.

Section 4. Member Liability.

No member of the Association shall be personally or otherwise liable for any of the debts or obligations of the Association.

Section 5. Other Rules and Procedures.

The Board may adopt written rules regarding membership criteria, rules, procedures for members provided said rules shall not be inconsistent with these Bylaws.

Article IV. Statewide Structure

Section 1. Annual Meeting. The Association shall hold a business meeting, known as the Annual Meeting, open to the general membership once each year. Business matters brought to the Annual Meeting shall be determined by majority vote of those regular and life members present. Any business that the Members may conduct during a member meeting, including the election of directors and officers, may also be conducted by written ballot in accordance with the rules set forth in the Corporations Code.

Section 2. Regions. The Board of Governors shall define six (6) geographic regions making up the State of California and assign each member of this Association to one region on the basis of location of employment. Once every five years, commencing July 1, 2005, the Board of Governors shall examine the membership patterns in the six regions and realign the regions as necessary.

Section 3. Elections. Election of candidates for the Board of Governors and Officer positions shall take place by the end of each academic year with the process and schedule approved by the sitting Board of Governors.

Article V. Board of Governors

Section 1. Function. There shall be a Board of Governors that is a representative governing body whose function shall be to determine policy for this Association. The Board of Governors shall assist Association Officers in the discharge of their duties and shall have the authority set forth in the California Corporation Code to take any member action required for the adoption of amendments to the Articles of Incorporation.

Section 2. Composition. The Board of Governors shall consist of the following members of this Association:

- a. The Officers, as named in Article VI, Section 1.
- b. Six Governors-At-Large from full-time or part-time membership and six Regional Governors from full-time membership and two Governors for Part-Time from part-time membership without full-time status in any district, nominated from current Regular Association members, and one Governor for Retired Faculty, nominated from current Life Association members. All shall be elected by the general membership according to the following provisions:
 - (1) There shall be no more than one At-Large or Regional Governor employed at any one college. Officers and Governors for Part-Time shall not be subject to this restriction.
 - (2) Each of the six Regional Governors shall represent and be employed in a district within one of the six geographic regions making up the state of California as defined in Article IV, Section 2.
 - (3) The terms of office of At-Large and Regional Governors and the Governor for Retired Faculty shall be two years, to begin on June 15. The terms shall be arranged in such a manner that three At-Large and three Regional positions shall be vacated each year. With the exception of ascension to office by appointment, as defined in Article V, Section 6f, no Governor-At-Large, Regional Governor, nor the Governor for Retired Faculty may serve for more than three consecutive two-year terms.
 - (4) The two Governors for Part-Time who are part-time faculty, one from the North and one from the South, shall each, respectively, represent the three northern regions and the

three southern regions as defined in Article IV, Section 2. At least one assignment must be taught each year in a district within the regions the Governor for Part-Time represents.

(5) The terms of office of Governors for Part-Time from the part-time membership shall be two years, to begin on June 15. The terms shall be staggered. With the exception of ascension to office by appointment, as defined in Article V, Section 6f, no Governor- For Part-Time may serve for more than three consecutive two-year terms.

c. The Executive Director shall not be a member of the Board but shall be invited to attend and participate in both regular and special meetings of the Board except when the Board has voted to enter into a closed session.

d. The Board of Governors shall normally consist of the positions identified in paragraphs (a), (b), and a Contractual Membership agreement to have a designated representative from that district (hereinafter "Designated Representative") participating in Board of Governor meetings and other activities. To this end, for each Contract Member, the Board of Governors shall have the option of opening an additional Designated Representative position as a voting member of the FACCC Board of Governors. Before March 1 of any year the Contract Member union's Designated Representative term expires, the union president of the Contract Member union will inform FACCC's Executive Director of which of the following three methods it will employ to select its Designated Representative for the following year. Each Contract Member union will select one of the following three options:

1. The Contract Member union assigns a member to serve as that Contract Member union's Designated Representative to be seated on the Board, pending approval by majority vote of the Board.
2. The Contract Member union holds an internal election to determine who it will assign to serve as that Contract Member union's Designated Representative who will then be seated on the Board pending approval by majority vote of the Board.
3. The Contract Member union determines it will select neither of these options, but rather will participate in the regular FACCC election process. In the event that the Contract Member union is without a Designated Representative after the election concludes despite having run a candidate or candidates for any of the positions described in paragraphs (a) and (b) above in the most recent election, the Contract Member union shall designate a member to serve as that Contract Member union's Designated Representative to be seated on the Board, pending approval by majority vote of the Board.

In each case, should the nominee not receive Board approval, the Contract Member union shall have the right to repeat the nomination/approval process until a representative is seated. Note that an unrepresented Contract Member union shall forfeit its right to this optional Designated Representative position on the Board of Governor seat if it fails to choose one of the three options set forth in this Section.

A "Designated Representative" must be a bona fide faculty member of the Contract Member union.

Section 3. Responsibilities of Governors-At-Large (from the Regular membership). Members-At-Large of the Board of Governors shall perform the following duties:

- a. Ensure that the Executive Director's contract is reviewed at the end of each contract period.
- b. Represent the Association at his/her campus, district, and other campuses when requested.
- c. Promote membership in this Association, and assist in maintaining accurate membership records on his/her campus.
- d. Attend Board meetings, read material in advance, ask questions, and make informed decisions.
- e. Serve as an active member of a standing committee of the Board.

Section 4. Responsibilities of Regional Governors (from the full-time Regular membership). Regional members of the Board of Governors shall perform the following duties:

- a. Ensure that the Executive Director's contract is reviewed at the end of each contract period.
- b. Represent the Association at his/her campus, district, and other campuses when requested.
- c. Promote membership in this Association, and assist in maintaining accurate membership records on his/her campus.
- d. Attend Board meetings, read material in advance, ask questions, and make informed decisions.
- e. Serve as the coordinator of one of the regions defined in Article IV, Section 2, maintaining a communication network linking all colleges within the region. The Regional Governors shall meet to consult on regional issues and report to the Board.

Section 5. Responsibilities of Governors for Part-Time (from the part-time Regular membership). Part-Time members of the Board of Governors shall perform the following duties:

- a. Ensure that the Executive Director's contract is reviewed at the end of each contract period.
- b. Represent the Association at his/her campus, district, and other campuses when requested.
- c. Promote membership in this Association, and assist in maintaining accurate membership records on his/her campus.
- d. Attend Board meetings, read material in advance, ask questions, and make informed decisions.
- e. Serve as the coordinator of part-time faculty in one of either of the three Northern or the three Southern regions defined in Article IV, Section 2, maintaining a communication network linking all colleges within the respective north or south area. The two Governors for Part-Time shall rotate responsibility for chairing the standing Part-Time Committee.

Section 6. Responsibilities of the Governor for Retired Faculty (from the Life membership). The Governor for Retired Faculty shall perform the following duties:

- a. Ensure that the Executive Director's contract is reviewed at the end of each contract period.
- b. Represent the Association at his/her campus, district, and other campuses when requested.
- c. Promote membership in this Association.
- d. Attend Board meetings, read material in advance, ask questions, and make informed decisions.
- e. Serve as an active member of a standing committee of the Board.
- f. Keep informed about matters of concern to retired faculty and communicate retired faculty interests to the Board and Officers of the Association.

Section 7. Meetings. The Board of Governors shall conduct its meetings in the following manner:

- a. Calendar. The Board shall establish a calendar of Board of Governor meetings for the year.
- b. Regular Meetings. The Board of Governors shall meet regularly according to the established calendar, unless otherwise ordered by the President. Meeting agenda and materials shall be sent to each Board member no later than one week prior to each meeting date.
- c. Special Meetings.
 - (1) The President may call a special meeting of the Board of Governors at her/his discretion. The call shall state the purpose of the meeting.
 - (2) The President shall call a meeting of the Board of Governors within two weeks after receipt of written request for such meeting from three or more members of the Board. The call shall state the reason and purpose of the meeting.
- d. Guests. Any member of this Association may attend any meeting of the Board of Governors as a guest and may be recognized. Non-members may be invited by the President and participate in discussion at the pleasure of the Board.
- e. Quorum. A quorum for a meeting of the Board of Governors shall consist of a majority of the voting membership of the Board.
- f. Vacancies. In case a vacancy occurs on the Board of Governors, it shall be filled on a temporary basis by vote of a majority of the Board from the membership of the Association. A Governor appointed pursuant to this section shall not apply the period of the appointment to the term limits set forth in Article V, Sections 2b(3) or 2b(5) should the appointment be for one year or less. An appointment made pursuant to this paragraph for a period over one year shall be considered one full term pursuant to the limits set forth in this Article.

g. Declaration of Vacancy. When a Governor has made known to the President his/her intention to resign, the President shall declare a vacancy on the Board. When a Governor is absent for any reason from two consecutive Board meetings or three Board meetings in one fiscal year, the Governor shall submit a written declaration to the President stating his/her intention to continue to serve on the Board or to resign from the Board.

(1) Upon receipt of a written declaration of intention to resign or if no declaration is received prior to calling the subsequent meeting to order, the President shall declare a vacancy.

(2) Upon receipt of a written declaration of intention to continue to serve on the Board, the President shall confer with the Executive Committee to determine what action shall be taken in the event that future absences occur. The President shall discuss the determination of the Executive Committee with the Governor.

h. Closed Session. All board discussions of a confidential nature, including, but not limited to personnel, litigation, removal of a Governor (Article V, Section 7) shall be conducted in closed session. A Board member may request a closed session on any item; however, such request may be denied by a majority of Board members present and voting. Matters discussed in closed session shall remain confidential unless the sharing of information is authorized by a majority of the Board.

Section 8. Removal. A Governor may be removed for cause as defined in the Corporations Code from the Board following a 75 percent vote of Governors.

Section 9. Communication with Members of the Association. The Board of Governors is responsible for ensuring that regular written communication is provided to members about the activities of the Association.

Section 10. Member Interests. The Board of Governors is responsible for identifying and responding to member interests.

Section 11. Conflict of Interest. All prospective and current Board members must disclose any actual or potential conflicts of interest with the Association. The Board may disqualify any prospective Board member from running or any current Board member from continuing to serve because of a conflict of interest. The motion to remove a sitting Board member shall be conducted pursuant to Section 7 of this Article. Any contract between the Association and a sitting Board member shall be ratified by the Board of Governors or by the Executive Committee, acting in lieu of the Board, before the contract shall take effect.

Section 12. Meeting by Conference or Other Electronic Means. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communication equipment if all of the following apply:

(1) each member can communicate with all of the other members concurrently;

(2) each member is provided with a means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken; and

(3) a means of verification is adopted and implemented by the corporation as to both of the following: (a) the person communicating by electronic means is entitled to participate in the Board

meeting and (b) all statements, questions, actions, or votes were made by that person and not by another not entitled to participate.

Section 13. Action by Unanimous Written Consent Without a Meeting. Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in the manner specified in the California Nonprofit Corporation Law.

Article VI. Officers

Section 1. Composition. The Officers of this Association shall be comprised of the President (sitting), President-Elect, Past President, Vice President, Secretary, Treasurer, and Part-Time Representative. Officers are elected by the general membership.

Section 2. Terms. Officers shall serve their terms of office as follows:

a. The term of office of the President shall be two years. The President shall be limited to a maximum of two successive terms, except in the case of a vacancy, Section 5. The years as sitting President (either two or four) shall be preceded by a one-year term of service as President-Elect and concluded with a one year term as Past President.

b. The terms of office of the Vice President, Secretary, Treasurer, and Part-Time Representative shall be two years with election of the Vice President scheduled in the same years as the President-Elect and the Secretary, Treasurer, and Part-Time Representative in those years when President Elect and Vice President elections are not held. The Vice President, Secretary, Treasurer, and Part-Time Representative shall be limited to a maximum of two successive terms, except in the case of a vacancy, Section 5.

c. All terms of office shall begin June 15.

Section 3. Duties. The duties of each officer shall be those customary to each office. The President shall serve as Presiding Officer of both the Executive Committee (composed of the Officers) and the Board of Governors. The four-year Presidential cycle allows for one year during which the President-Elect assists the sitting President and has the opportunity to gain experience. Then, during the two years as sitting President, s/he has the benefit of the assistance of the Past President in the first year and the President-Elect in the second year. In the final year of the cycle, the sitting President becomes the Past President to provide assistance to the incoming seated President.

Section 4. Eligibility.

a. Officers shall be Regular members of this Association.

b. Officer Candidates shall be nominated from present or former members of the Board of Governors.

c. Candidates for the Part-Time Representative shall be from part-time membership without full-time status in any district.

d. No person shall at the same time hold more than one of the following positions: Officer, Governor-At-Large, Regional Governor, Governor for Part-Time.

Section 5. Vacancies. Vacancies of office shall be filled as follows:

a. In case a vacancy occurs in the office of the President-Elect or sitting President, the Vice President shall succeed to the office and shall fill the unexpired term.

b. In case the position of Past President is vacated, the Board of Governors, by a majority vote, shall name a former President to fill the unexpired term. If no former President is available, the Board of Governors, by majority vote, shall name a former or present member of the Board of Governors to fill the unexpired term.

c. In case a vacancy occurs in the office of Vice President, or simultaneous vacancies occur in the offices of both the President and Vice President, the Past President shall act as Vice President and/or President *pro tempore* until these vacancies can be filled. The Board of Governors shall appoint a special committee of at least three members to nominate candidates from the elected Board of Governors for the unexpired terms of these offices. The nominations shall be presented to the Board of Governors as soon as possible. The newly elected officers shall take office as soon as notified of their election by the Board of Governors, and replacements for their terms as Governors or Officers will be filled according to Section 5d of this Article.

d. In case a vacancy occurs in the offices of Secretary, Treasurer, or Part-Time Representative, the Board of Governors, by majority vote, shall name a former or present member of the Board of Governors to fill the unexpired term.

Section 6. Removal. An Officer may be removed for cause as defined in the Corporations Code following a 75 percent vote of Governors.

Article VII. Executive Director

Section 1. Description. The Board of Governors shall employ an Executive Director to conduct day-to-day management of the Association. Said duties and compensation shall be enumerated in an employment contract ratified by the Board of Governors.

Section 2. Selection. The Board shall select an Executive Director pursuant to a majority vote at a regularly scheduled or special meeting. Although the Board may seek input from the Executive Committee, the Board may not delegate this function to the Executive Committee.

Section 3. Termination. The Board may terminate an Executive Director pursuant to a majority vote at a regularly scheduled or special meeting. Although the Board may seek input from the Executive Committee, the Board may not delegate this function to the Executive Committee. Prior to any such decision, the Board must review the contract with the Executive Director and receive advice from a qualified attorney as to any legal consequence of this decision.

Article VIII. Committees

Section 1. Executive Committee. The Executive Committee is comprised of the President, President Elect or Past President, Vice President, Secretary, Treasurer, Part-Time Representative and non- voting Executive Director of the Association. Each Executive Committee member shall serve as liaison to at least one Standing Committee. The Executive Committee is a subcommittee of and accountable to the Board and shall have the authority to act in lieu of the Board between meetings of the Board of Governors. When the Executive Committee makes decisions on behalf of the Board, they must be reported to the Board of Governors at its next regularly scheduled meeting.

Section 2. Standing Committees.

a. Standing Committees may be appointed by the President with the approval of the Board of Governors to address pertinent issues of the Association. Standing Committees, with the exception of the Political Action Committee, governed by Section 3 of this Article, exist at the pleasure of the Board of Governors and have no independent authority other than making recommendations to the Board and implementing Board decisions. The Board of Governors shall review the committee structure with respect to effectiveness each year.

b. Committee Membership. Except where provided in Article V Section 5e, eligibility for committee membership shall be open to any Regular member of the Association. Committee assignments shall be made by the Board of Governors. The President with the approval of the Board may remove any committee member from his/her position.

c. Committee Chairs. Chairs of the Standing Committees shall be named by the President from the Governors-At-Large from the Regular membership or other leaders of the Association with the advice and consent of the Board of Governors, and are responsible to the President. The President with the approval of the Board may remove any Committee Chair from his/her position.

Section 3. Political Action Committee (PAC). This Association may sponsor a Political Action Committee to raise voluntary contributions from the membership for political campaigns, organize volunteers within the membership for political action and conduct other political functions as delegated by the Board. Members of the Political Action Committee shall be appointed by the President with the approval of the Board, consistent with the appointments of all other committees. The Political Action Committee shall be governed by its own bylaws, which shall be approved by the Association's Board of Governors. The Association may assist the Political Action Committee with administrative support but shall not contribute financially for purposes of political campaigns. All actions of the Political Action Committee shall be recorded in the minutes of the Political Action Committee. Any member of the Association's Board of Governors may request, and shall obtain, a copy of the minutes of the Political Action Committee along with all relevant financial information.

Section 4. Other Committees. The President, with the consent of the Board of Governors, may appoint other Special Committees and Task Forces as the need arises.

Section 5. President as Ex-Officio Member. The President shall serve as ex-officio non-voting member of all Standing and Special Committees and Task Forces. However, s/he may designate any member of the Board of Governors to act in her/his stead.

Section 6. Other Rules and Procedures. The Board may adopt written rules regarding the formation, constitution, operation and dissolution of committees provided said rules shall not be inconsistent with these Bylaws.

Article IX. Finance

Section 1. Fiscal Year. The fiscal year of this Association shall be determined by the Board of Governors.

Section 2. Dues. Yearly dues shall be levied upon each member of this Association as provided by Article III, Sections 2 and 3 of these Bylaws.

Section 3. Treasurer's Report. The Treasurer shall make a report on receipts, expenditures, and financial condition of this Association at all regular meetings of the Board of Governors and at any other time that the President may direct.

Section 4. Budget. The Board of Governors shall prepare and adopt a budget for the following year.

Section 5. Appropriation of Funds. No funds of this Association may be expended except as authorized by the Board of Governors. Any expenditure of \$5,000 or greater shall be approved by the Treasurer.

Section 6. Audit. The President shall have the books of this Association reviewed annually by an independent Certified Public Accountant, and these books shall be audited, rather than reviewed, at least every third year as of the close of the fiscal year unless the Board of Governors grants an exception by 2/3 majority vote. The results of the audit shall be reported to the Board of Governors and shall become a part of the records of the Board.

Article X. Affiliations

Section 1. Description. This Association may affiliate with, join with, or act in concert with such other organizations, associations, individuals or corporations as it deems appropriate in the furtherance of its specific purposes.

Section 2. Proposal. Affiliation with other organizations, or terminations of affiliation, may be proposed by a majority of the Board of Governors.

Section 3. Ratification. By majority vote of the Board of Governors, a proposal for affiliation, or termination of affiliation, shall be referred to the membership for ratification.

Section 4. Delegates to Other Groups. The President shall nominate one or more delegates to each meeting of affiliated or related groups at which this Association is entitled to be represented with a vote. The Board of Governors shall confirm or reject such nominations. Should the number of delegates be different from the number of votes assigned, the Board shall assign the proportion of votes.

Section 5. Interest-Based Councils. A group of regular members of this Association may petition the Board of Governors to establish an Interest-Based Council. A constituting interest shall be professional in nature, focusing on matters of policy relevant to the California Community College system. An Interest-Based Council must be self-funded.

A written proposal, describing the composition of the Council and its purpose shall accompany the petition signed by regular members of this Association. Both documents shall be submitted to the President who presents the petition/proposal to the Board of Governors at the next scheduled meeting. A second reading of the petition/proposal shall be scheduled for the immediately subsequent meeting at which the

Board shall either approve or deny the proposal for Interest-Based Council status by majority vote. The Board of Governors may invite petitioners to present their proposal at the second reading session.

Article XI. Legislative Service

This Association may provide legislative service to independent, non-affiliated faculty organizations, or others with the approval of the Board of Governors.

Article XII. Parliamentary Authority

Section 1. Robert's Rules. The latest edition of Robert's Rules of Order Newly Revised shall be the authority for all procedural matters not covered by the Bylaws of this Association.

Section 2. Parliamentarian. The President shall appoint a Parliamentarian for every meeting of the general membership and Board of Governors.

Article XIII. Amendments to These Bylaws

Amendments to these Bylaws or to the Articles of Incorporation may be made in either of two ways:

Section 1. Annual Meeting.

- a. Board of Governors. By recommendation of the Board of Governors, amendments may be presented at an Annual Meeting and approved by a majority of those voting. Voting by proxy shall not be allowed; or
- b. Written Petition. By written petition at an Annual Meeting of at least fifty (50) Regular members of this Association (including both full- and part-time members with at least five (5) from each of the six regions) and approved by a majority of those voting at the next Annual Meeting. Voting by proxy shall not be allowed.

Section 2. Board of Governors. Amendments may be made with a 2/3 vote of the Board of Governors, provided that matters required by the California Corporations Code to be approved by the members must also be duly approved by said members prior to taking effect.