

**CALIFORNIA ASSOCIATION OF ANGER MANAGEMENT PROGRAMS
BYLAWS**

**(A Non-profit, Tax Exempt, Auxiliary of the National Anger Management
Association (NAMA))**

ARTICLE I.-NAME AND NON-PROFIT POLICY

Section 1. Name. This Association is and shall be known as California Association of Anger Management Providers (CAAMP), hereinafter referred to as the "Association." CAAMP is the California Chapter of the National Anger Management Association (NAMA).

Section 2. Nonprofit Policy. The Association is a professional organization of individual/agency members. The association's organization mission is to advance the anger management profession through standardized services, education, information, skill-building and improved methods and practices. The Association is not organized or operated for profit, and does not contemplate pecuniary gain or profit to the members thereof. No part of the net earnings of this organization shall incur to the benefit of any individual member thereof or subscriber thereto. The primary activities of the Association are non-political in nature. The properties, assets and facilities of the Association shall be devoted strictly to the purpose for which it is organized.

ARTICLE II. -PURPOSES. The purposes of the Association are educational and service orientation in nature. The California Association of Anger Management Providers is dedicated to the advancement of anger management services and professional development and exists for the following purposes:

1. To improve the quality of anger management services to the general population within California.
2. To provide, encourage, and support reasonable standards and training for anger management professionals hereafter called anger management specialists.
3. To promote the prevention of destructive anger problems and aggressive behaviors in the general population.
4. To encourage and support research of anger management treatments.
5. To assist with standardizing the practices of anger management within California through legislation.
6. To provide the judges and the courts guidance with suggestions when ordering people to anger management services.
7. To distribute the list of providers to the courts, probation departments, Department of Children and Family Services, and agencies who will benefit from CAAMP resources.
8. To provide continuing education to anger management providers and mental health professionals.

ARTICLE III-MEMBERSHIP.

Section 1. Membership to the Association is open to anger management providers, professionals, clinicians, researchers, educators, social service providers, parole/probation officers, legal professionals, law enforcement professionals, and other anger management helping professionals. Anger Management Certification is a significant credential, increasingly required by courts, social service and law enforcement agencies, nationally and internationally. The Association shall be comprised of volunteer members who meet the requisite criteria established by the Board. Members shall hold those responsibilities set forth by the Board.

Section 2. When it becomes practicable, the Board shall establish appropriate categories of membership, criteria therefore, and criteria for Member resignations and renewals.

Section 3. All members are required to comply with the Association's Code of Ethics, which shall be posted on the Association's website. All new members will be provided with a copy of the Code of Ethics. New membership will be contingent on signing a notice of acknowledgement of receipt of the Association's Code of Ethics and agreement to adhere to the Code of Ethics at all times.

ARTICLE IV-BOARD OF DIRECTORS AND OFFICERS.

Section 1. Definition. As used herein, the term “Board” refers to the Association’s Board of Directors, which currently consists of ten members, four of which are Officers. The Board shall, at all times, consist of no less than seven and no more than ten people, four of which are Officers (President, Vice-President, Treasurer, and Secretary).

Section 2. Changes to Board Composition. The Association, by a two-thirds (2/3) vote of all members of the Association present and voting by proxy at a duly noticed Special Membership Meeting, may resolve to change the composition of the Board by increasing or decreasing the number of Officers and/or members it shall be comprised of to the extent permitted in the Charter of the Association, provided that no decrease shall shorten the term of any Officer. All proxy votes should be directed to the Secretary at or before the time of the noticed Special Membership Meeting.

Section 3. Elections. The Association shall elect the following Officers: President, Vice-President, Secretary and Treasurer. The Officers and any additional members who are to comprise the Board of Directors shall be elected every two years, at the Annual Meeting of the Association, held in November, by those members present and voting by proxy at the annual meeting. The individual who receives the greatest number of votes for a particular seat on the Board shall be elected. Any members interested in running for an open seat on the Board shall notify the President of their interest no less than two months in advance of the Annual Meeting. The candidates must provide a short statement describing why they are qualified for the position (the “Candidate Statement”) at this time. The Board shall inform the membership of the candidates who are running for an open seat on the Board and shall provide the membership with the Candidate Statements at least two weeks before the Annual Meeting.

Section 4. Tenure. Each Officer and/or Board member on the Board of Directors shall serve until his or her successor is elected and qualified, unless his or her position be theretofore vacated by resignation, death, removal, or otherwise. Current and/or prior Officers may run for re-election and may be re-elected for an unlimited number of terms.

Section 5. Officer Responsibilities. Officers shall have custody, control and direction of the Association, its Membership, property and other assets. The specific duties of each Officer are as follows:

- A. President.** The President shall be the presiding officer of the Association with the power and duty to exercise general supervision over the affairs and operations of the Association. He or she shall act as Chairman of and preside at all meetings of the Association. The President shall have such other powers and duties as may be designated by the Association. The President will work in collaboration with the NAMA President. It is the President's duty to oversee the Annual Meeting agenda.
- B. Vice-President.** At the request of the President or in his or her absence or during his or her disability, the Vice-President shall perform the duties and exercise the functions of the President. The Vice-President shall have such other powers and duties as may be designated by the President.
- C. Treasurer.** The Treasurer shall have supervision over the financial records of the Association. The Treasurer shall provide the Members at each of its regular meetings with an update of the financial condition of the Association. There shall be a Treasurer which shall recommend policy and be responsible for the supervision and direction of the care and custody of all assets of the Association. The Treasurer shall advise the preparation of the budget for the calendar year which shall be presented annually to the Association for adoption. The treasurer has the authority to write checks for the Association, however any amount greater than \$250 will need the approval of the Board. When possible and not unreasonably burdensome, board approval shall be obtained for any amount greater than \$100.
- D. Secretary.** The Secretary shall keep minutes of all Board and Annual Meetings and shall keep or cause to be kept, within the Association's designated electronic shared drive, or such other place as the President may direct, the minutes of all meetings and actions of the Board with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of

those present at such meetings. Following each Board meeting, the Secretary shall email the minutes from that meeting to all Board members.

Section 6. Removal. The Board on its own accord and/or upon the recommendation of the Ethics Committee, shall hold a Special Board Meeting and provide due notice to the members of the Association concerning the removal of any Officer, Board or Committee Member. At such duly noticed Special Board Meeting, any Officer, Board or Committee Member may be removed from office and another may be elected by the Board to fill the unexpired term of the Officer, Board or Committee Member so removed by vote of two-thirds (2/3) of the Board Members present or voting by proxy at the meeting.

Section 7. Resignation. Except as provided in these Bylaws and the Association's Charter, any Officer, Committee Member, Chair, or Board Member may resign, which resignation shall be effective on given written notice to the President, the Secretary, or the Board, unless the notices specifies a later time for the resignation to become effective. If the resignation specifies a future effective date, the Board may elect a successor to take office when the resignation becomes effective.

Section 8. Vacancies.

- A. A vacancy or vacancies in the Board shall be deemed to exist on the occurrence of the following: (a) the death, resignation or removal of any Board member (including the Officer's on the Board); (b) the declaration by resolution of the Board of any vacancy of the office of a Board member who has been declared of unsound mind by an order of court, or convicted of a felony or crime of moral turpitude, or has been found by final order or judgment of any court to have breached a duty to the Association; (c) an authorized vote to remove a Board member; or (d) the increase of the authorized number of Directors.

- B. In case of any vacancy in the Association, a majority of the remaining Board Members may, through a resolution of the Board, elect a successor to fill the unexpired term, and to serve until his or her successor shall have been duly elected and qualified. Additional Board Members/Officers so elected shall serve until their successors shall have been duly elected and qualified.

Section 9. Active Board Members. The following shall constitute the active members of the Board, which consists of four Officers and five additional members:

President: Brad Klimovitch

Vice President: Ingrid Caswell, MFT

Treasurer and Sponsorship Chair: Anita Avedian, MFT

Secretary and Court List Coordinator: Stephanie Haibloom

Membership Chair: Linda Arbiter, MFT

Programs Chair: Jim Michael, MFT

Community Relations: Arnold Abrams

Ethics Chair: Norm Thatcher

Member at Large:: Liron Gabay, MFT Intern

ARTICLE V: MEETINGS AND NOTICE REQUIREMENTS.

Section 1: Location and Means of Attendance. Regular meetings of the Board may be held at any place within the State of California that has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the Association currently located at 15233 Ventura Blvd., Suite 1208, Sherman Oaks, California 91403 (the "Office"). Special Meetings, Annual Association Meetings, Special Membership Meetings and Educational Meetings shall be held at any place within the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the Office.

Notwithstanding the above provisions of this Section, a regular or special meeting of the Board may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Board Members participating in the meeting can hear one another, and all such Board Members shall be deemed to be present in person at such meeting.

Section 2. Regular Board Meetings.

- A. Regular Board meetings are held the first Friday of most months, except for Holidays. In case of Holidays, the Association may meet at the following monthly meeting at the direction of the President.

- B. The agenda or order of business for each regular Board meeting shall include the following:
 - (a) Call to order
 - (b) Attendance
 - (c) Approval of Minutes
 - (e) Reports of Officers: President, Vice-President, Treasurer
 - (f) Report of the Committee Chairpersons: Membership, Legal, Community Outreach, Association.
 - (g) Old business
 - (h) New business
 - (i) Adjournment

C. Notice of the time and place of every Board meeting should be emailed to the Board Members and Committee chairpersons, no less than one week and no more than two months before the Board meeting.

D. Other regular meetings of the Board shall be held at such time as shall from time to time be fixed by the Board. Notice of the time and place of regular meetings shall be given to each Board Member by one of the following methods: by announcement at a Board meeting or electronic mail or other electronic means. All such notices shall be given or sent to the Board member's e-mail address as shown on the records of the organization.

Section 3: Special Board Meetings.

A. Special meetings of the Board for any purpose may be called at any time by the President, the secretary or any two Officers.

B. Notice of the time and place of Special Board Meetings shall be given in the same manner as provided above with respect to Board Meetings, with the exception that notice for Special Board Meetings may be delivered by electronic mail at least seventy-two hours before the time set for the meeting.

C. The notice shall state the time and place for the meeting. It must specify the purpose of the meeting and the place of the meeting.

Section 4. Annual Members Meetings.

A. An annual meeting shall be held for Members only, for the purpose of receiving reports from Officers and Chairmen and for any other business that may arise. This meeting shall be held at a time, date and location determined by the Board.

B. Notice of the Annual Meeting shall be provided to the Members by electronic mail at the addresses listed for each of the members in the Association's records no less than two weeks, but not more than two months before each Annual Member Meeting.

Section 5. Special Membership Meetings.

- A. The Board shall call a special meeting of the membership in those situations contemplated by these Bylaws (*e.g.* to amend the Bylaws or change the composition requirements of the Board), and in those situations provided for by Board resolution.

- B. Notice of a Special Membership Meeting shall be provided to the membership by electronic mail, using the e-mail address for each member listed in the organization's records. Notice of a Special Membership Meeting shall be provided at least seven days, but not more than two months, before the meeting.

Section 6: Educational Meetings.

- A. Educational meetings are to be held quarterly, at a minimum. Educational meetings will usually be held on the first Friday of the month.

- B. Notice of the Educational Meetings shall be provided to the Members by electronic mail at the addresses listed for each of the members in the Association's records no less than two weeks, but not more than two months before each Educational Meeting.

Section 7: Content of Notices. Notice of any type of meeting contemplated by these bylaws shall include the time, date, and location where such meeting will take place, along with a description of the issues intended to be covered at the meeting.

ARTICLE VI. VOTING.

Section 1. Quorum. A majority of the authorized number of Board Members shall constitute a quorum for the transaction of business, except to adjourn as provided herein. Every act or decision done or made by a majority of the Board Members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Board Members, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 2. Adjournment. A majority of the Board Members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting must be given to the Board Members as provided for in Article V.

Section 3. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing, including, without limitation, by electronic message or facsimile, to that action. Such action by written consent shall have the same force and effect as a vote by a quorum of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 4. Supermajority and Unanimous Consent Required For Certain Issues.

- A. The Board will attempt to reach consensus on all matters. If consensus is not reached, a majority vote of those present at an authorized meeting shall suffice to constitute an action of the Board, except that: A two-thirds (2/3) majority of the entire Board and a majority of the entire membership present at a duly noticed Special Membership Meeting or Annual Meeting shall be required to constitute a Board action for approval of the Association's bylaws and any amendments thereto or the repeal thereof. The approval of the Association's bylaws and/or amendments thereto or repeal thereof shall take place at either an Annual Meeting of the Board or at a Special Membership Meeting.
- B. The Board may also require a two-thirds (2/3) majority vote of the Board requirement for other major policy and budget matters, in which case it shall adopt such a requirement at a regular board meeting or special board meeting held prior to the meeting at which such matters are voted upon.
- C. With respect to amendments to the Bylaws, notice to the membership shall be provided by electronic mail, using the e-mail address listed in the organization's records, at least seven days before the meeting at which any amendment shall be voted upon. Written notice of the proposed amendments shall be emailed to each member of the Association in conjunction with any notice.
- D. The Board may require that certain issues must be decided only by unanimous consent of the entire Board, in which case it shall adopt such a requirement at a regular or special meeting held prior to the meeting at which such matters are voted upon.

Section 5. Fees and Compensation of Officers and Members. Officers and Members shall not receive fees or compensation. They may, however, receive reimbursement of expenses as may be determined by the Board to be just and reasonable.

ARTICLE VII- COMMITTEES.

Section 1. Procedures Applicable to Committees.

- A. Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of these bylaws as are necessary to substitute the committee and its members for the Board and its members, except as otherwise provided herein.
- B. The scheduling of regular meetings for each committee established by these Bylaws and/or by further resolution of the Board shall be determined either by resolution of the Board or by resolution of the committee, provided that each committee shall, at a minimum, meet on a quarterly basis. Two weeks written notice of regular committee meetings, whether provided by electronic mail or otherwise, shall be provided by the Chair of each committee to the committee members.
- C. Special meetings of committees may be called by resolution of the Board or by the President.
- D. Minutes shall be kept of each meeting of any committee and shall be filed with the organization's records. The Board may adopt rules for the governance of any committee consistent with the provisions of these bylaws. Expenditures exceeding two hundred and fifty dollars (\$250.00) shall not be made without the prior approval of the Board.

Section 2. Committees, Chairpersons and Committee Members. The Board shall establish committees to further the Association's purposes.

- A. Each committee shall be overseen by a committee chairperson appointed by the Board. A description of the duties of the chairpersons for all active committees is set forth as follows:
 - a. **Membership Chair.** The Membership Chair shall recommend policy for development of the Membership. This Chairperson shall also be responsible to the Association for policies relating to development of the Membership. The Membership Chair is responsible for maintaining and

updating records of Members in good standing. The Membership Chair shall collaborate with both NAMA President and the Association's treasurer when new members join and current members renew. He/she is responsible for maintaining a current list of all members and their contact information. In addition, at least two weeks prior to one's membership status expiring, the Membership Chair shall send out a renewal notice.

- b. **Legal Outreach.** There shall be a Legal Outreach Committee Chairperson. Chairperson will be responsible for contacting Law Enforcement, Legal Entities, and the Legislators. Additional legal entities including attorneys, California Bar Association, and DA's will also be contacted. This position will act as a liaison between the Association and the legal community within California.
- c. **Community Outreach.** Chairperson will be responsible for community relations, public relations, PR and Marketing for the development of the Association, and exposure of the Association. He/She will oversee the distribution of the Provider's list to the courts and Probation Department. He/She will train members to distribute the list to the appropriate entities.
- d. **Program Chair.** There shall be a Program Chairperson who shall oversee and recommend all educational and group activities provided for the Association. Program Chairperson will be responsible for overseeing CEU's, inviting presenters, and other activities associated with Programs. He/She will be responsible for creating announcements about the educational meeting, and informing members and interested parties via email and social media. He/She will communicate with the website manager to update the website with upcoming educational events and conferences.
- e. **Ethics Chair.** There shall be an Ethics Chairperson who shall oversee ethical issues and concerns; removal of Officers, and any other disciplinary actions. The Ethics chairperson shall keep current with the National Association of Anger Management Association rules and regulations. The Ethics Chair will oversee and make recommendations for all Policy and Procedures that the Association recommends. He/She will help implement the standardization of practices within the Anger Management Field in coordination with Membership and Ethics Chairs for the State of California.

- B. Committee Members shall be appointed by resolution of the Board to assist the Committee Chairperson in the exercise of his or her duties.

ARTICLE VIII- OTHER PROVISIONS. Section 1. Conduct of Meetings. Except as otherwise provided in these bylaws, by applicable law or by resolution of the Association, all meetings shall be conducted in conformity with Robert's Rules of Order, Revised, as amended from time to time.

Section 2. Financial Reporting. For financial reporting purposes the Association shall report from January 1 to December 31 of each year.

Section 3. Indemnification. The Association shall indemnify (a) any person made or threatened to be made a party to any action or proceeding by reason of the fact that such a person, or such person's testator or intestate, is or was an Officer of the Association and (b) any Officer of the Association who served any other corporation of any type or kind, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, association, or entity in any capacity at the request of the Association, as amended from time to time; and the Association may, in the discretion of the Association, purchase and maintain insurance pursuant to such indemnification and indemnify all other corporate personnel to the extent permitted by law.

Section 4. Interested Officers. Each Officer of the Association shall disclose in writing to the Association any conflict of interest which he/she believes may arise in connection with his/her service as an Officer of the Association. No contract or other transaction between the Association and any other corporation, firm, association, or other entity in which one or more of its Officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Officer or Officers are present at the meeting of the Association or of an Officer thereof, which authorizes such contract or transaction, or that their votes are counted for such purposes if the material facts as to such common directorship, Officer-ship, financial or other interest are disclosed in good faith or known to the Association, and if the Officer authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Officer.

CERTIFICATION

These bylaws were approved by at least a two-thirds affirmative vote of the Association's active Board Members and a majority of the membership at a meeting held on November 20, 2015.