

ENDORSED
FILED
In the office of the Secretary of State
of the State of California

MAR 22 1989

ARTICLES OF INCORPORATION
OF

MARCH FONG EU, Secretary of State

MT. DIABLO CHAPTER OF THE SOCIETY
OF CHARTERED PROPERTY AND CASUALTY UNDERWRITERS

I

The name of this corporation is MT. DIABLO CHAPTER OF THE SOCIETY OF CHARTERED PROPERTY AND CASUALTY UNDERWRITERS.

II

This corporation is a nonprofit mutual benefit corporation organized under the NONPROFIT MUTUAL BENEFIT CORPORATION LAW. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law. Such purposes for which this corporation is formed are as follows:

A. To foster the continuing education of those engaged in property and casualty insurance.

B. To stimulate the interest of students contemplating professional careers in property and casualty insurance.

C. To lend encouragement to those aspiring to achieve the Chartered Property Casualty Underwriter designation.

D. To conduct seminars and other educational projects which will assist members of the Society in their professional development.

E. To cooperate with the American Institute for Property and Liability Underwriters, Inc. in extending its influence and education program among the universities and colleges of the United States of America.

F. To maintain at all times the dignity and high professional standards that properly attach to the Chartered Property Casualty Underwriters designation.

G. To promote social and friendly relations among Chartered Property Casualty Underwriters.

H. To cooperate with national, regional, state or local associations or organizations of persons engaged in property and casualty insurance, especially with respect to the education of their membership, as well as the general public, in sound insurance practices.

I. Notwithstanding any other provisions of these articles, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

III

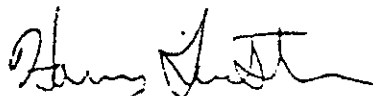
The name and address in the State of California of this corporation's initial agent for service of process are:

Harry Lindstrom
400 Taylor Boulevard
Pleasant Hill, CA 94523

IV

No part of the net earnings of the corporation shall inure to the benefit of any private "shareholder or individual" as defined for purposes of Section 501(c)(6) of the Internal revenue Code of 1954.

DATED: 11-28-88



HARRY LINDSTROM
Incorporator

I hereby declare under penalty of perjury under the laws of the State of California that I am the person who executed the foregoing Articles Of Incorporation, which execution is my act and deed.

DATED: 11-28-88



HARRY LINDSTROM
Incorporator

Mt. Diablo California Chapter Bylaws

Purpose

Section 1. The Mt. Diablo California CPCU Society Chapter is a not for profit organization, organized exclusively for educational purposes within the meaning of section 501 (c)(6) of the Internal Revenue Code.

Section 2. The CPCU Society is dedicated to meeting the needs of professionals who have earned the CPCU designation, so they may serve others in a competent and ethical manner.

Article I. Membership and Dues

Section 1. Membership. Any person who is a member in good standing of the CPCU Society, may become a member of the Mt. Diablo California Chapter of the CPCU Society upon payment of chapter dues as established by the Mt. Diablo California Chapter's Board of Directors.

Section 2. Candidate Membership. All CPCU Society candidates members may join the local chapter. Candidate members will pay half the regular chapter member dues. Candidate members may not serve as officers, but may serve on committees and task forces.

Section 3. Dues. Chapter dues are payable yearly. Members more than three months in arrears after payment is due shall be suspended from membership.

Section 4. Termination of Membership. In the event of an expulsion of a CPCU Society member by the Board of Governors, membership in the Mt. Diablo California Chapter shall also terminate.

Article II. Officers, Directors, Committees and Task Forces

Section 1. Officers. The officers of the Mt. Diablo California Chapter may consist of a president, a president-elect, a vice president, a secretary, and a treasurer. One person may hold the offices of secretary/treasurer. The Board of Directors shall decide the make up of chapter leadership positions. At minimum the officers shall consist of a president and a treasurer.

Section 2. Directors. The Board of Directors shall consist of the officers and:

- (1) Three additional elected directors.
- (2) Ex officio members

Section 3. The Chapter Board of Directors shall establish and appoint committees or task forces as necessary to carry on the purpose of the CPCU Society and the chapter.

Section 4. Terms and Succession. Each officer shall each serve for a term of one year or two years or until his or her successor is elected and installed in office. The president and vice president shall not serve more than two full terms in succession in the same office.

Article III. Nominations and Elections

Section 1. Nominating Committee. A Nominating Committee, consisting of the immediate past president and two members appointed by the current president, shall present a nomination for each elective office during a Chapter meeting occurring at least 60 days prior to the end of the current Chapter Officer's term. Election shall be by a majority of the members present and voting. The election and installation of chapter officers and directors shall be completed in accordance with the administrative rules of the CPCU Society in the Administrative Manual.

Section 2. Vacancy. In the event of a resignation or incapacity of any officer or director (except the president), the Board of Directors shall designate a qualified member of the chapter to fill the office until the next regular opportunity available to the membership for the election of a successor. In the absence of the president due to any reason other than resignation or incapacity, the president-elect shall assume the duties of the president and if there is no president-elect, then another officer appointed by the board shall assume the duties of the president. If the office of president shall become vacant during the term, due to resignation or incapacity, the president-elect shall immediately succeed to the office to serve for the balance of the unexpired term.

Section 3. Removal. Officers and Directors may be removed for proper cause by a two-thirds affirmative vote of the Board of Directors. For any cause other than nonpayment of dues, a vote for removal shall occur only after the officer complained against has been advised of the complaint lodged and has been given reasonable opportunity for defense; and such officer, if removed, may appeal the decision of the Board of Directors to the membership of the Mt. Diablo California Chapter provided that notice of intent of appeal is given to the president (or the president-elect if the complaint is against the president) within (30) days of the removal date. Only those charges brought by a voting member in writing will be considered.

Article IV. Meetings of the Board of Directors

Section 1. Meetings. The Board of Directors shall meet formally at least twice a year to discharge its responsibilities as given in these Bylaws. It shall also meet at such other times and places as may be determined by action of the Board of Directors, by call of the president, or by written request of two members of the Board of Directors. A written notice of the time and place of all formal meetings of the Board of Directors shall be mailed or sent by some acceptable electronic means to each member of the Board of Directors not less than five days prior to said meeting.

Section 2. Quorum. A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at a formal meeting.

Section 3. Executive Committee. Between formal meetings of the Board of Directors, its policies may be executed by an Executive Committee of the Board of Directors consisting of the officers of the chapter. The Executive Committee's function shall embrace the handling of such matters as extend beyond the scope of the responsibility of any officer's action alone, but shall be limited within the powers vested in the Executive Committee; and by such additional powers as may be delegated to said committee by action of the Board of Directors. All acts of the Executive Committee shall be subject to ratification by the Board of Directors at its next formal meeting.

Section 4. Authority of Board. Subject to the ultimate authority which vests in the membership of the Mt. Diablo California Chapter, the Board of Directors shall define the policies consistent with that of the CPCU Society and shall have full administrative direction of the chapter. The Board of Directors may appoint an executive secretary, or other administrative officer, to execute the business of the chapter. The Board of Directors may delegate such powers as it deems desirable to any officer or to the Executive Committee.

Article V. Duties of Officers

Section 1. President. The president shall preside at all meetings of the Mt. Diablo California Chapter and act as Chairman of the Board of Directors and of the Executive Committee. The president shall serve as chief executive officer, exercising general supervision over the work and activities of the chapter, and perform such other duties as usually pertain to the office of president. The president, acting as chairman of the Board of Directors, shall not vote as a director except in the event of an equal number of affirmative and negative votes for or against a proposal before the Board of Directors.

Section 2. President-Elect. In the absence or incapacity of the president, the president-elect shall perform the duties of, and have the same authority as, the president. The president-elect shall also perform such other duties as usually pertain to the office of president-elect.

Section 3. Vice President. In the absence or incapacity of the president and the president-elect, the Vice President shall perform the duties of, and have the same authority as, the president. The Vice president shall also perform such other duties as usually pertain to the office of Vice President.

Section 4. Secretary. The secretary shall act as secretary at all meetings of the Mt. Diablo California Chapter, the Board of Directors and the Executive Committee, and keep a permanent record of their proceedings. The secretary shall also perform such other duties as usually pertain to the office of secretary.

Section 5. Treasurer. Periodic financial statements shall be submitted to the Board of Directors and members. Books and accounts of the treasurer shall at all times be open to the inspection of any member and of any authorized auditor. The treasurer shall also perform such other duties as usually pertain to the office of treasurer.

Section 6. Other Duties. All officers shall perform such other duties as may be assigned to them by the Board of Directors. The Board of Directors shall assign responsibility for oversight of task forces.

Article VI. Fiscal Policies

Section 1. Fiscal. The fiscal year shall coincide with the chapter officers' term unless designated by the Board of Directors.

Section 2. Dues. The Board of Directors shall determine dues of the Mt. Diablo California

Chapter and the amount shall be communicated to the CPCU Society office for billing purposes.

Section 3. Dues Billings. The CPCU Society office in Malvern, PA individually invoices and collects both National Society and local chapter dues, remitting local dues periodically to the chapter treasurer.

Section 4. Waiver of Dues. The Mt. Diablo California Chapter Board of Directors shall be vested with discretion and authority to waive for valid cause all or any portion of the chapter dues of any member. [Note: One purpose of this provision is to allow chapters to waive chapter dues for retired persons who have chosen the lifetime retired membership status or to charge ½ the regular chapter dues for those retired members who pay annual Society dues at the retired membership rate.]

Section 5. Deposits. Funds of this chapter shall be deposited in institutions designated by the Board of Directors.

Section 6. Budget. The Board of Directors may, prior to the beginning of each fiscal year, prepare an annual budget for the approval of the membership.

Section 7. Authorized Signatures. All disbursements shall be made by voucher check, showing the payee, the item of service rendered or materials purchased, and the amount of payment. All disbursements over \$100 (except for luncheon checks issued by the Treasurer) must be requested using the Chapter's Check Request Form. Those between \$100 and \$500 must be sent to the President or President-Elect for approval. Those over \$500 need to be approved by the Board of Directors. In case of the absence or incapacity of the persons authorized to sign checks, the Board of Directors shall designate the substitutes. Officers authorized to sign checks shall give bond for the faithful discharge of their trust in such sums and with such sureties as the Board of Directors may require. [Note: The Society provides this.]

Section 8. Aggregate Disbursements. Aggregate disbursements in any fiscal year shall not exceed the gross amount of the chapter's annual budget, unless authorized by the affirmative vote of a majority of the voting members of the Board of Directors.

Section 9. Investments. The Board of Directors shall direct the investment of the assets of the chapter.

Article VII. Amendments and Ratifications

Section 1. Chapter Constitution and Bylaws Changes. The constitution and bylaws of the Mt. Diablo California Chapter may be amended in the following manner:

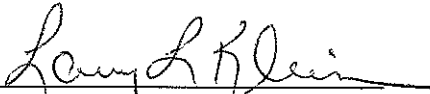
- (1) Any proposed amendment must first be approved by two-thirds of the voting membership of the Board of Directors or by a petition signed by at least one-third of the entire membership.
- (2) Upon such approval, or petition filed with the secretary for the chapter, a copy of the

proposed amendment shall be sent to the membership with a return mailer addressed to the Secretary, or with provisions for returning the member's personally signed vote by some other means (e.g., faxing, e-mailing). [If the chapter has a paid executive secretary or other administrative officer, the chapter may want to include a provision that allows the secretary to designate that the votes be returned to that person.]

- (3) Members shall express their desire to ratify or reject such proposed amendment by personally signed vote, which must be returned within four weeks of the date on which the proposed amendment was sent to the membership.
- (4) At the end of the four-week period specified above, the proposed amendment shall be deemed ratified by the membership only in the event that at least two-thirds of the voting membership shall cast affirmative ballots.
- (5) When the Mt. Diablo California Chapter amends its constitution or bylaws as approved by the Board of Governors of the CPCU Society, the chapter shall file within 30 days a revised copy with the Secretary/Treasurer of the CPCU Society and no such amendments shall be effective until approved by the Board of Governors of the CPCU Society.
- (6) Dissolution of the chapter shall be under the supervision of the CPCU Society Board of Governors.

Section 2. Validity of Bylaws. In the event a court of competent jurisdiction shall hold a portion of these bylaws to be invalid, the remainder of the bylaws not so held invalid shall be considered in full force and effect.

Charter and bylaws of the Mt. Diablo California Chapter are hereby approved by action of the Board of Governors of the CPCU Society this 19th day of April, 2007 at Orlando, Florida.



Larry L. Klein, CPCU
Secretary/Treasurer
CPCU Society

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