

ASSOCIATION OF CELEBRITY PERSONAL ASSISTANTS. INC.

BYLAWS

Revised and Approved by the Board, March 13, 2017

ARTICLE ONE – GENERAL PROVISIONS

SECTION 1 – NAME

The name of the Corporation is Association of Celebrity Personal Assistants, Inc. (ACPA, Inc.).

SECTION 2 – PRINCIPAL OFFICES

The location of the principal office of the ACPA, Inc. shall be determined by the ACPA, Inc. Board of Directors in its sole discretion, and may be changed from time-to-time as they desire.

SECTION 3 – OTHER OFFICES

The Board of Directors may establish subordinate offices any place where ACPA, Inc. is qualified to do business.

SECTION 4 -- DEFINITIONS

a) “Celebrity”: A “celebrity” is a famous and celebrated person in the public eye, as evidenced through substantial mainstream national and/or international media, awards and achievements, and singularly acknowledged in his/her field(s) of endeavor.

b) “Celebrity Personal Assistant”: A “celebrity personal assistant” is defined as an individual who holds the primary and direct responsibility for the day-to-day activities of his/her celebrity employer, which includes a combination of personal and professional demands.

c) “Quorum”: A majority of the Board of Directors (one more than half the total number of board members), which must be present for a vote or valid transaction of business.

d) “Cause”: A member may be removed for “cause” by a 2/3 vote of the ACPA Board of Directors if he/she is found to have violated the membership confidentiality agreement, has breached his/her duty of confidentiality, has interests in conflict with those of ACPA and such has resulted in a detriment to ACPA, has been convicted of a felony and/or for other egregious conduct which harms or impairs the reputation or business of ACPA.

ARTICLE TWO – PURPOSE

ACPA, Inc. is a non-formal membership organization having affiliated persons. ACPA, Inc. is comprised of personal assistants and personal assistants/estate managers to celebrities as defined herein.

ACPA, Inc. is incorporated under the laws of the State of California and meets requirements for classification as a Section 501(c) 6 organization under the current Internal Revenue Code. The purpose of ACPA, Inc. is to be a source for professional development; to render programs and services of value to its members; and to serve as a forum for networking, job referral, and the exchange of ideas. ACPA, Inc. was created for the mutual benefit of employers and assistants alike.

ARTICLE THREE – MEMBERSHIP

SECTION 1 – MEMBERSHIP QUALIFICATION

An individual is qualified to join the ACPA if they are currently employed as a personal assistant full-time by a celebrity (as defined hereunder), and have been a full-time personal assistant for at least one year. Full-time employment is defined as thirty (30) hours per week or more.

If a candidate is currently employed by a celebrity for less than one year, and their previous job was for a celebrity (full-time, minimum of one year), the applicant may apply if they provide references for their current and previous celebrity employer with their application (for employment verification). This only applies when the applicant is currently employed for a minimum of three months and their previous celebrity assistant position was within the previous two years.

SECTION 2 – MEMBERSHIP CATEGORIES

Membership in the organization is limited to individuals. Although referred to herein as “members,” individuals are not legal members as defined in Section 5056 of the Corporations Code and, therefore, are not voting members. Hereinafter, the term “member” is used in accordance with the definition as set forth in Section 7333 of the Corporations Code.

There shall be four (4) categories of membership in ACPA, Inc.: General Membership, Associate Membership, Non-Resident Membership, and Founding Membership.

SECTION 3 – MEMBERSHIP DEFINITIONS

- a) General Membership – a celebrity personal assistant, as defined in Article One, Section Four herein, who is qualified to join per Article Three, Section one herein.
- b) Associate Membership – a General member who each year for two consecutive years no longer qualifies for membership at the time of membership renewal, but who wishes to maintain membership in ACPA, Inc. and attend meetings. A notice regarding the change in membership category will be sent to the member by the Director of Membership if the member no longer qualifies for general membership after the second renewal year. An increase in dues may apply as determined by a majority vote of the Board of Directors. Membership in this category is open only to those members whose dues are current and remain so. Associate members are not eligible for the Job Bank.
 - i. The changes herein for Associate Membership shall be applicable only to members joining on or after the effective date of March 13, 2017.
- c) Non-Resident Membership – a General member who qualifies for membership but lives outside a seventy-five (75) mile radius of the ACPA, Inc. Non-Resident members pay a reduced membership rate as a consequence of not being able to attend most monthly meetings and events.
- d) Founding Membership – an individual in good standing who is not otherwise qualified for membership who has been a member of the association since its inception in 1992 and has devoted time and special service to the association. Founding members are not eligible to be in the Job Bank.

SECTION 4 – PROFESSIONAL ADVISORS

Professional entities or persons may be invited by the Board of Directors of ACPA, Inc. to become Advisors and attend meetings/programs. Professional advisors are not eligible for the job bank.

SECTION 5 – TERMS AND CONDITIONS OF MEMBERSHIP

All members must abide by the rules governing ACPA, Inc. as established by these Bylaws or they may be removed for cause upon action by the Board of Directors.

SECTION 6 – MEMBERSHIP PRIVILEGES

ACPA, Inc. shall offer its members the following privileges:

- a) an official ACPA, Inc. website – www.acpa-la.com – which includes a password-protected members-only portal with access to other members;
- b) a job sourcing service known as the “ACPA Job Bank”;
- c) meetings and programs;
- d) social events;
- e) industry studies such as the “ACPA Wages & Benefits Survey”;
- f) professional request email network;
- g) a services directory known as “Best of the Best: A Resource Guide for the Celebrity Personal Assistant”;
- h) information, reference materials and exposure to vetted service providers and venues;
- i) merchandise and gifts;
- j) opportunity to apply for Familiarization (FAM) trips;
- k) personal request message board on website;
- l) other services/experiences as determined or approved by the Board of Directors.

SECTION 7 – APPLICATION TO MEMBERSHIP

A prospective member shall make application for membership on a universally standard form, as specified by the Board of Directors. A prospective member shall include with his/her application a current resume, three (3) business-related references, of which at least one must be the agent, manager, publicist, accountant or attorney of the current celebrity employer, a bio or link to a bio of the current employer; signed Non-Disclosure/Confidentiality Agreement; and applicable dues.

SECTION 8 – ADMISSION TO MEMBERSHIP

Except as otherwise provided by these Bylaws, membership in any category shall be approved by the ACPA Board of Directors.

- a) If the Director of Membership determines that a majority of the membership qualifications as described in these Bylaws are met by the applicant, the application shall be referred to the Board of Directors.
- b) Should a majority of the Board vote to approve the applicant, the applicant will be informed of their acceptance as a member of the ACPA.

All members shall pay dues, unless otherwise exempted from paying dues by these Bylaws, as specified in the current “ACPA, Inc. Membership Application” and shall abide by these Bylaws and the “Terms and Conditions of Membership.”

SECTION 9 – TERMINATION AND/OR SUSPENSION OF MEMBERSHIP

Membership in ACPA, Inc. may be terminated by a two-thirds (2/3) vote of the Board of Directors, if good cause is shown.

a) Unless special arrangements have been made in writing by the President, the membership of any member failing to make payment of annual dues will automatically terminate, after the mailing/e-mailing of written request for such payment, within a period of fourteen (14) days from the official date of expiration. If dues are not paid within the timeframe, if the member wishes to remain a member of ACPA he/she will need to reapply and meet all eligibility requirements.

b) Termination or Suspension – Any member who violates the “Terms and Conditions of Membership” may have his/her membership terminated or may be suspended from ACPA, Inc. following an investigation and report by the Board of Directors.

A member may be removed for “cause” by a 2/3 vote of the ACPA Board of Directors if he/she is found to have violated the membership confidentiality agreement, has breached his/her duty of confidentiality, has interests in conflict with those of ACPA and such has resulted in a detriment to ACPA, has been convicted of a felony and/or for other egregious conduct which harms or impairs the reputation or business of ACPA.

The member accused of the violation shall be given a reasonable opportunity to defend against the charge. Any member to be terminated or suspended shall be entitled to at least fifteen (15) days prior written notice of the termination or suspension and the reasons therefore, and shall be entitled to be heard, orally or in writing, not less than five (5) days before the effective date of termination or suspension by the Board of Directors. Notice and response must be made in writing.

c) Membership will automatically terminate by resignation or death and is not transferable to another person or entity.

SECTION 109 – REINSTATEMENT OF MEMBERSHIP

a) Any member whose membership has been terminated by ACPA, Inc. for “cause” may not have his/her membership reinstated. b) A member whose membership has been terminated for “Non-Payment of Dues” may be reinstated. However, if the termination occurred after fourteen (14) days of when the membership lapsed, the member will need to reapply and qualify for membership under the membership requirements hereunder.

SECTION 11 – TRANSFER OF MEMBERSHIP

Subject to the provision of these Bylaws and of the California Nonprofit Mutual Benefit Corporation Law with respect to proxies, no member may transfer a membership, any obligation of membership or any benefit arising therefrom to another individual. All benefits of membership shall cease upon a member’s death or permanent incapacity or upon dissolution of ACPA, Inc.

SECTION 12 – SETTING OF DUES AND FEES

Unless otherwise exempted from paying dues by these Bylaws, every member in good standing must pay such fees and dues as fixed from time-to-time by the Board of Directors. Such fees and dues are due and payable within the specified time limit and on the conditions set forth in these Bylaws.

A dues or fee(s) increase shall be made only by a majority vote of the Board of Directors. Notification of any changes in the annual membership dues shall be made to all members affected as soon after the vote as is practical and reasonable, but at least sixty (60) days prior to the effective date of any such increase.

SECTION 13 – DUES AND FEES: AMOUNT

- a) The annual dues for each classification of membership are stated in the “ACPA, Inc. Membership Application” and shall be payable annually on the anniversary of the date the member joined. Any member whose dues are not paid by the members’ designated anniversary may be assessed a late fee. Any member whose dues are not paid within fourteen (14) days of the designated anniversary will have his/her membership terminated, unless otherwise authorized in writing by the President.
- b) No separate payment shall be solicited or received in connection with a Job Bank placement.
- c) Meeting fees, if any, shall be determined by the Board.

ARTICLE FOUR – CHAPTERS

SECTION 1 – CHARTERING OF CHAPTERS

- a) The Board of Directors has the exclusive right to authorize a Chapter to be organized in any city. The Board of Directors may reorganize or consolidate Chapters in the interest of ACPA, Inc. objectives. Chapter names shall be designated in this manner: “Association of Celebrity Personal Assistants, Inc. – (name of city) Chapter” or “ACPA, Inc. – (name of city).
- b) The Board of Directors shall establish policies and rules of procedure for: - submission of petitions of new Chapters – review of petitions – execution and presentation of charters and other authorizations – payment of petitioning, chartering, and other authorizing fees – withdrawal of charter or other authorization.

ARTICLE FIVE -BOARD OF DIRECTORS

SECTION 1 – APPOINTMENT

- a) Open board positions for the coming term shall be presented to the membership.
- b) Interested individuals may apply for a board position by contacting the current ACPA president.
- c) Candidates will be presented to the current board for discussion and vote.
- d) Candidates who receive a majority vote by the board shall be appointed to the board for the coming term.

SECTION 2 – NUMBER

ACPA, Inc. shall not have less than three (3) nor more than ten (10) Directors, the exact number to be fixed within these limits by majority approval of the current Board of Directors. Collectively, the directors shall be known as the Board of Directors, and all corporate powers shall be exercised by or under the direction of this Board.

SECTION 3 – POWERS

Except as otherwise provided by the Articles of Incorporation or Bylaws, the powers of ACPA, Inc. shall be exercised, its property (including intellectual property, licenses, and marks) controlled, and its affairs conducted by or under the direction of the Board of Directors. All powers of ACPA, Inc. shall be vested in the Board of Directors.

SECTION 4 – DUTIES

Specific powers and responsibilities shall include, but are not limited to:

- a) Perform any and all duties imposed on the Board of Directors or on any Board member individually by law, by the Articles of Incorporation of ACPA, Inc., or by these Bylaws.
- b) Determine issues of policy, programs and initiatives.
- c) Charter new Chapters.
- d) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all agents and employees of ACPA, Inc.
- e) Determine the amounts of annual dues for members, petitioning and chartering fees for any Chapters, and any other dues or assessments.
- f) Hold the exclusive right to produce and distribute the official website (www.acpa-la.com), the Membership Directory and the Services Directory (“The Best of the Best”).
- g) Designate boundaries of the geographic regions of ACPA, Inc. in respect to Chapters.
- h) Supervise all Officers, agents, sub-contractors and employees of ACPA, Inc. to assure that their duties are performed properly.
- i) Be responsible for and have ultimate authority over the marketing and promotion of ACPA, Inc. on the local, national and international levels.
- j) Approve new applicants for membership.
- k) Elect new Board Members and Officers for upcoming term vacancies.
- l) Make changes to these Bylaws with a 2/3 majority board vote.

SECTION 5 – TERMS OF OFFICE

The terms of office for each Director is two (2) years. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and/or until a successor has been qualified and elected. A Director may be re-elected to the position for two (2) terms, serving no more than four (4) years total. A Director may be re-elected to the board after at least one (1) year as a non-Board Member. Each Director is exempt from paying dues during their term in office.

SECTION 6 – COMPENSATION

No compensation shall be paid to any member of the Board of Directors for performing the duties for which he or she was elected or appointed.

SECTION 7 – ELIGIBILITY

Any member in good standing of ACPA, Inc. for three (3) months shall be eligible for nomination to a Director position by the Board.

SECTION 8 – VACANCIES

- a) In the event of any Director vacancy on the Board, the President shall present replacement names for board vote to serve for the unexpired portion of the term of his/her predecessor.
- b) Any Board member may resign upon 30-day written notification to the President. Such notice shall state the date upon which the Board member's resignation shall become effective.

SECTION 9 – MEETINGS

- a) All meetings of the Board of Directors shall be held at a mutually convenient location agreed upon by a majority vote of the Board of Directors.
- b) Regular meetings of the Board of Directors may be held monthly or more frequently at the request of the President, at which time, the President, or his/her designee shall preside and each Board member shall make a report.
- c) Special meetings of the Board of Directors may be called at any time by the President or by any three (3) or more members of the Board of Directors. Notice of the time, date, place, and purpose of special meetings shall be delivered personally or by telephone, fax, mail, or by electronic mail at least forty-eight (48) hours before the time of the meeting. If delivered by first-class mail, notice shall be given at least seven (7) business days before the time of the holding of the meeting.
- d) A majority of the Directors shall constitute a quorum. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors.
- e) Any action or vote required or permitted to be taken by the Board of Directors may be taken without an in-person meeting via email or conference call as determined by the President and constitute an "Action by Consent Without Meeting." The Corporate Secretary shall file the Action by Consent, along with vote counts in the Corporate Minute Book.

f) Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting.

g) Voting by proxy for members of the Board of Directors shall be permitted, so long as said proxy is in writing. The Secretary shall file any such voting proxy in the Corporate Minute Book.

SECTION 10 – NO INDIVIDUAL LIABILITY

The members of the Board of Directors shall not be liable as individuals for the obligations of ACPA, Inc. except as required by law.

SECTION 11 – INDEMNIFICATION

a) Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, ACPA, Inc. shall indemnify its Directors, Officers, Employees, and Agents (“DOEA”) against all third-party claims for damages, arising from the DOEA’s relationships with ACPA, Inc. The previous sentence notwithstanding, ACPA, Inc. shall have no obligation to indemnify the DOEA with regard to claims arising from any DOEA’s willful misconduct or grossly negligent act or omission to act. With regard to those claims for which ACPA, Inc. is obligated to indemnify the DOEA, ACPA, Inc. also shall defend the DOEA.

b) If a DOEA enters into a settlement of any claim without the written agreement of ACPA, Inc., ACPA, Inc. shall have no obligation to participate in payment of the settlement. Furthermore, if a DOEA rejects an offer of settlement that ACPA, Inc. believes should be accepted, ACPA, Inc.’s liability shall be limited to the amount of the settlement offer plus reasonable attorneys’ fees incurred through the date on which the settlement offer is received.

SECTION 12 – INSURANCE

a) Errors and Omissions for Corporate Directors, Employees and Agents – In its sole and absolute discretion, the Board of Directors may purchase Errors and Omissions and/or Directors’ and Officers’ Insurance.

b) ACPA, Inc. shall obtain and maintain basic, general liability insurance.

ARTICLE SIX – OFFICERS

SECTION 1 – NUMBER

Officers of ACPA, Inc. shall be: President, Vice President, Secretary and Treasurer. Multiple offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve simultaneously as the President. An Officer may simultaneously be a Director.

SECTION 2 – QUALIFICATION, APPOINTMENT, AND TERM OF OFFICE

a) Any member in good standing of ACPA, Inc. for one (1) year shall be eligible for nomination to an Officer position by the Board of Directors, except President and Vice President which must have previously served on the Board.

b) An officer nominee must receive a majority vote by the Board in order to be elected.

c) The Term of Office for each Officer is two (2) years. Officers may serve no more than two (2) consecutive terms in a particular office.

d) Following the Officer's serving in a particular office for two (2) terms, that Officer may serve in a different office.

e) Officers may serve no more than eight (8) years total on the board.

f) An Officer may be re-elected or appointed as a Director after at least one (1) year as a non-Board Member.

g) Each Officer is exempt from paying dues during their term in office.

SECTION 3 – REMOVAL AND RESIGNATION

Any Officer may be removed for cause by the Board of Directors upon five (5) days written notice to the Officer. Any Officer may resign by giving 30-days written notification to the President of ACPA, Inc., stating the date upon which the resignation shall become effective.

SECTION 4 – VACANCIES

A vacancy in the office of President shall be filled by the Board of Directors. A vacancy in any other office may be filled temporarily by an appointment made by the President until such time as the Board of Directors shall fill the vacancy permanently.

SECTION 5 – PRESIDENT

This position may only be held by someone who has previously held a position on the board.

a) Subject to the direction and control of the Board of Directors, the President shall oversee, supervise, direct and control the business of ACPA, Inc.

b) Shall preside at all meetings of the Board of Directors.

c) Shall be responsible for the enforcement of these Bylaws.

d) Shall be the primary contact person for inquiries regarding the ACPA and direct inquiries as needed to the appropriate Director or Officer.

e) Shall have such other powers and shall perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

SECTION 6 – VICE PRESIDENT

This position may only be held by someone who has previously held a position on the board.

a) Shall act as the extension of the President when requested and available.

b) In the event that the President is unable to fulfill his/her term, the Vice-President shall assume the duties of the President until the end of the President's term.

c) The Vice-President shall perform other duties as may be prescribed by the Board.

SECTION 7 – SECRETARY

- a) Shall keep or cause to be kept a book of corporate minutes. Such Corporate Minute Book shall be maintained at the principal office or residence of the Secretary, at his/her discretion. Such ‘book’ may consist of a flash drive, cloud-based file sharing, etc. or any other appropriate medium for recording which must be reproducible.
- b) Shall record minutes of the meetings of the Board of Directors and Officers, noting the time and place of the meeting; whether the meeting is regular or special. In the case of a special meeting, the Secretary shall note how the meeting was authorized, the notice given, the names of those present at such meetings, the numbers of members present or represented at such member’s meetings, and the proceedings of such meetings.
- c) Shall distribute copies of the minutes to Board of Directors and Officers, prior to or at their next scheduled meeting.
- d) Shall notify Directors and Officers of meetings.
- e) Shall assume responsibility for correspondence on behalf of ACPA, Inc.
- f) Shall maintain and distribute the Master Calendar.
- g) Shall provide Director and/or Officer absentees with materials distributed at missed meetings.
- h) Shall have such other powers and shall perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

SECTION 8 – TREASURER

- a) Shall have custody of funds of the organization, and shall disburse such funds in accordance with Article Eight, Section 2 of these Bylaws.
- b) Shall keep and maintain adequate and correct books and records of accounts, business transactions of ACPA, Inc., receipts, disbursements, and any other matters customarily included in financial statements.
- c) Shall allow inspection of books at all reasonable times by any Officer or Director.
- d) On behalf of ACPA, Inc., shall endorse for collection checks, notes and other obligations and shall promptly deposit them in such bank accounts or other depositories as shall be designated by the Board of Directors.
- e) Shall render a balance sheet and income statement to the Board of Directors within thirty (30) days of the end of every calendar quarter. In addition, the Treasurer shall issue such reports at other times on the request of the Board of Directors.
- f) Within thirty (30) days following the completion of each fund-raising activity, the Treasurer shall prepare and submit to the Board of Directors a special report describing the income and disbursements pertaining to such activity.
- g) Shall have such other powers and shall perform such other duties as may be described by the Board of Directors or the Bylaws.

h) At the discretion of the Board of Directors, any candidate for the office of Treasurer and any other person who shall have signatory powers on any ACPA, Inc. bank account shall sign an agreement authorizing the Board of Directors to obtain a background investigation and credit report, the cost of which shall be borne by ACPA, Inc.

ARTICLE SEVEN – FOUNDER, CO-FOUNDER AND PAST PRESIDENTS

a) The Founder of the Association of Celebrity Personal Assistants is Jonathan Holiff and the Co-Founder is Rita Tateel. The Founder and Co-Founder are permanent members of the ACPA and are exempt from paying dues.

b) ACPA Past Presidents who complete their term of office are exempt from paying dues.

c) The Founder, Co-Founder and Past Presidents shall provide advice and counsel on any ACPA, Inc. matter as needed and/or requested.

ARTICLE EIGHT – EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1 – EXECUTION OF INSTRUMENTS

Except as otherwise provided by these Bylaws, a majority of the Board of Directors may authorize any Officer or agent of ACPA, Inc. to enter into any contract or execute and deliver any instrument in the name of and on behalf of ACPA, Inc., and such authority may be general or confined to specific instances. Unless so authorized in writing, no Officer, Director, agent or employee shall have any power or authority to bind ACPA, Inc. by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

SECTION 2 – CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of ACPA, Inc. shall be signed by the President or Treasurer and, for amounts in excess of \$2,000.00, signed by both the President and Treasurer of ACPA, Inc. This limitation shall be noted on the documents used to open any bank account.

SECTION 3 – DEPOSITS

All funds of ACPA, Inc. shall be deposited to the credit of ACPA, Inc. in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4 – GIFTS

On behalf of ACPA, Inc. the Board of Directors and the Officers of ACPA, Inc. may accept contributions, gifts, bequests and devices for the purposes of ACPA, Inc. The Directors and Officers, however, may not accept such gifts, bequests and devices for the benefit of themselves as individuals if the reasonable value of any gift, bequest and/or device exceeds \$50.00 unless acceptance of the gift has been authorized in writing by the Board of Directors.

ARTICLE NINE – CORPORATE RECORDS AND REPORTS

The Secretary of ACPA, Inc. shall keep at its principal office in the State of California or such other place as the Board of Directors may direct:

- a) Minutes of all meetings of the Board of Directors.
- b) Adequate and correct books and records of account.
- c) A record of its members, indicating their names and addresses and termination date of any membership.
- d) A copy of ACPA, Inc.'s Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection and copy by the Board of Directors of ACPA, Inc. at all reasonable times during office hours.

ARTICLE TEN – RULES OF PROCEDURE

SECTION 1: The Board of Directors may establish such rules of procedure as may be necessary for implementing the provisions of these Bylaws and for governing ACPA, Inc.

SECTION 2: Such Procedure may become operative at the time designated by the Board of Directors and may be published and distributed to the Board.

SECTION 3: Robert's Rules of Order shall govern the proceedings of meetings of ACPA, Inc. when not in conflict with these Bylaws.

ARTICLE ELEVEN – FISCAL YEAR

The fiscal year of ACPA, Inc. shall be the calendar year.

ARTICLE TWELVE -AMENDMENTS AND REVISIONS OF BYLAWS

These Bylaws may be amended by an affirmative vote of not less than two-thirds (2/3) of the Board of Directors.

ARTICLE THIRTEEN – DISSOLUTION

Dissolution of ACPA, Inc. shall be conducted in accordance with the applicable provisions of California's Nonprofit Mutual Benefit Corporation Law.

In the event of the dissolution of the Association of Celebrity Personal Assistants, Inc., all assets and funds of ACPA, Inc., after debts are paid, shall be distributed by the Board of Directors to one or more charitable organizations or foundations that qualify under Section 501(c)3 of the Internal Revenue Code. In no event, however, shall any of the assets of ACPA, Inc. be distributed to its Directors, Officers or members.

ARTICLE FOURTEEN – WRITTEN CONSENT OF OFFICERS ADOPTING BYLAWS

We, the undersigned, as Officers of the Association of Celebrity Personal Assistants, Inc., a California Nonprofit Mutual Benefit Corporation, and pursuant to the authority granted to the Directors by these Bylaws to take action by unanimous written consent without a meeting, consent to and hereby adopt the foregoing Bylaws, consisting of thirteen (13) pages, as the Bylaws of this Association.

Dated: February 13, 2017

Wilda Bennett, President

Farrah Shah, Vice President

Secretary (to be determined)

Braden Kuhlman, Treasurer

CERTIFICATION

This is to certify that the foregoing is a true and correct copy of the Bylaws of ACPA, Inc. and that such Bylaws were duly adopted by the Board of Directors of ACPA, Inc.

Dated:

(signature of Secretary) _____