

# **BYLAWS OF THE SOUTH BAY COMMUNITY NETWORK**

Be it known that we, desiring to encourage a closer association of persons commonly interested in experimentation and education in electronic communications, do hereby enact these By-Laws as our governing law.

## **ARTICLE 1 OFFICES**

### **SECTION 1. PRINCIPAL OFFICE**

The principal office of the corporation is located in Santa Clara County, State of California.

### **SECTION 2. CHANGE OF ADDRESS**

The designation of the county or state of the corporation's principal office may be changed by amendment of these By-Laws. The Board of Directors may change the principal office from one location to another within the named county.

## **ARTICLE 2 PURPOSE**

### **SECTION 1. SPECIFIC OBJECTIVES AND PURPOSES**

The South Bay Community Network is a non-profit, recreational and social association. It is designed to provide electronic and social forums for electronic communications and Open Source software hobbyists and professionals, operate electronic networks among its members, and organize do-it-yourself, Open Source or other experimental projects related to electronic communications.

### **SECTION 2. IRC SECTION 501(C)(7) PURPOSES**

This corporation is organized exclusively as a hobby club as specified in Section 501(c)(7) of the Internal Revenue Code.

## **ARTICLE 3 DIRECTORS**

### **SECTION 1. NUMBER**

The corporation shall have 9 directors and collectively they shall be known as the Board of Directors.

Four of the seats on the board shall be held by the officer positions of President, Vice President, Secretary and Treasurer.

Four of the seats on the board shall be regular elected board members.

One seat on the board shall be held by the Immediate Past President. When the President is re-elected, the seat for the Immediate Past President shall be considered vacant and filled as with a vacancy in the regular elected seats on the board.

### **SECTION 2. QUALIFICATIONS**

Any member in good standing may serve as a director of this corporation.

### **SECTION 3. POWERS**

Subject to the provisions of the laws of the State of California and any limitations in the Articles of Incorporation and these By-Laws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

## **SECTION 4. DUTIES**

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these By-Laws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these By-Laws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these By-Laws;
- (e) Register their addresses with the Secretary of the corporation, and notices of meetings sent by mail or electronic mail to them at such addresses shall be valid notices thereof.

## **SECTION 5. TERM OF OFFICE**

Each of the regular elected directors shall be elected by the members. These shall hold office for a period of two calendar years beginning on January 1 and until his or her successor is elected and qualifies as specified in Section 2. Half of those seats on the board shall be elected in even-numbered years and half in odd-numbered years.

## **SECTION 6. COMPENSATION**

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

## **SECTION 7. PLACE OF MEETINGS**

Meetings shall be held at such place as may be designated from time to time by resolution of the Board of Directors.

## **SECTION 9. DIRECTORS MEETINGS**

The Board of Directors shall hold an annual meeting on the second Saturday of March. A special meeting may be called at any time by the Chairperson of the Board or other officer or by demand of any two directors. The members of the Board may participate in any meeting of such Board in person or by means of a teleconference, data network, or similar communications equipment by means of which all persons participating in the meeting can communicate with one another at the same time and participation by such means shall constitute presence in person at a meeting.

## **SECTION 10. NOTICE OF MEETINGS**

At least one week prior notice shall be given by the Secretary of the corporation to each director of each meeting of the board. Such notice may be oral or written, may be given personally, by electronic mail, by first class mail, or by telephone, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

## **SECTION 11. QUORUM FOR MEETINGS**

A quorum shall consist of a simple majority of the members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these By-Laws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

## **SECTION 12. MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these By-Laws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

## **SECTION 13. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so

designated or, in his or her absence, the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by rules of order adopted by the Board of Directors. University of British Columbia's Simplified Rules of Order shall be used if no other has been selected. In case any parts come in conflict, the rules of order shall be superseded by the Articles of Incorporation, these By-Laws and local, state and federal laws.

## **SECTION 14. VACANCIES**

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, (2) whenever the number of authorized directors is increased and (3) if a director's term expires when no newly-elected director is available.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of the State of California.

A director may be removed for cause by a 2/3 majority vote of the Board of Directors, at any time.

Unless otherwise prohibited by the Articles of Incorporation, these By-Laws or provisions of law, vacancies on the board may be filled by appointment of the President and approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

## **SECTION 15. NONLIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

## **SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS**

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the State of California.

## **SECTION 17. INSURANCE FOR CORPORATE AGENTS**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these By-Laws or provisions of law.

# **ARTICLE 4 OFFICERS**

## **SECTION 1. DESIGNATION OF OFFICERS**

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.

## **SECTION 2. QUALIFICATIONS**

Any member in good standing may serve as officer of this corporation.

## **SECTION 3. TERM OF OFFICE**

The President and Vice President shall be elected by the members. The Secretary and Treasurer shall be elected by the Board of

Directors. Each officer shall hold office for a term of one calendar year or until he or she resigns or is removed or is otherwise disqualified to serve, whichever occurs first. The President and Vice President shall serve no more than two consecutive terms in the same office.

#### **SECTION 4. REMOVAL AND RESIGNATION**

Any officer may be removed for cause by 2/3 majority vote of the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **SECTION 5. VACANCIES**

In the event of any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of the President, the Vice President shall become President.

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any other officer shall be filled by appointment of the President, subject to approval by the Board of Directors. Vacancies occurring in offices of officers appointed at the discretion of the President may or may not be filled as the board shall determine.

#### **SECTION 6. DUTIES OF PRESIDENT**

The President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors. The President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these By-Laws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

All activities which represent the corporation externally shall be under the authority of the President. The President may appoint, delegate or remove any role for this purpose.

#### **SECTION 7. DUTIES OF VICE PRESIDENT**

In the absence of the President, or in the event of his or her inability to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these By-Laws, or as may be prescribed by the Board of Directors.

#### **SECTION 8. DUTIES OF SECRETARY**

The Secretary shall keep and maintain:

- the current text of these By-Laws as amended or otherwise altered to date,
- minutes of all meetings of the Directors and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof,
- and other records of the Corporation.

In addition, the Secretary shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, exhibit at all reasonable times to any director of the corporation, on request therefore, the By-Laws and the minutes of the proceedings of the directors of the corporation, and in general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 9. DUTIES OF TREASURER**

The Treasurer shall be the Chief Financial Officer of the corporation. The Treasurer shall keep and maintain:

- adequate and correct records of account of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. and
- other financial records of the Corporation.

In addition, the Treasurer shall see that all books of account and financial records are currently maintained, be responsible for all funds and securities of the Corporation, deposit all such funds in the name of the Corporation in such financial institutions as shall be selected by the Board, render to the President and Directors (whenever requested) an account of any or all of the transactions as Treasurer and of the financial condition of the Corporation (including preparation of financial statements), and in general perform all duties incident to the office of Treasurer as may be required by law, these Bylaws, or action of the Board of Directors.

## **SECTION 10. COMPENSATION**

Officers shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

# **ARTICLE 5 ELECTIONS**

## **SECTION 1. NOMINATING COMMITTEE**

By September 1 of each year, the President shall appoint a Nominating Committee consisting of a chairperson and two or more additional members. The chairperson shall submit a list of names, at least one for each office, to the President by October 1. Each name may only be submitted with the consent of the person being nominated, who must be qualified to hold the office according to the requirements of these By-Laws. Members shall be notified of the list of nominees via electronic mail and the world wide web site of the corporation on or before October 15. Each candidate shall be given an opportunity to submit a brief written statement to be included with the election announcement. The candidate statements may be distributed by additional means under the condition that all submitted statements are distributed equally.

## **SECTION 2. ELECTION COMMITTEE AND VOTING SYSTEMS**

By October 1, the President shall appoint an Election Committee consisting of a chairperson and two or more additional members. Members of the Election Committee shall not also be nominees for any office in the election. The Election Committee shall administer the electronic voting system, conduct the election, publish the election results and make all information available for any audits of the results.

The electronic voting system to be used for elections of officers and directors and other decisions put before the members shall use the Single Transferable Vote method, otherwise known as the preferential voting system, allowing votes to be cast as lists of candidates in order of preference. Implementations shall allow for ballots to be distributed and collected by electronic mail, and/or accessed directly via a network. Measures shall be taken to ensure that only members are able to cast votes, no more than one vote may be cast per person and privacy of secret ballots is maintained. In order to ensure that the voting system software is easily reviewable by members and directors, the source code for the voting system software shall be Open Source, redistributable under a license certified by the Open Source Initiative, Inc.

## **SECTION 3. VOTING**

Only members shall be eligible to cast votes. The starting and ending times for voting shall be announced by November 1. Voting shall commence on or before November 15. Ballots shall be distributed when voting commences. The voting period shall be a minimum of 72 hours.

## **SECTION 4. VOTING AUDITS**

In case of allegations of voting irregularities, a committee of the Board of Directors consisting of the Directors who are not nominees in the election may decide if the allegations are significant and perform an audit of the election results. If not enough Directors are available, the Board shall appoint a committee of no fewer than two impartial members to decide on the significance and possibly perform an audit. If an audit can neither re-count nor confirm the election results, the committee shall overturn the election.

## **SECTION 5. DEVIATIONS FROM ELECTION SCHEDULE**

If nominations or elections cannot be performed by the dates listed in these By-Laws, or must be re-done, all nominations or elections activities shall be carried out as soon as practicable.

# **ARTICLE 6 DECISION-MAKING PROCEDURES**

## **SECTION 1. GENERAL GUIDELINES**

For decisions not otherwise addressed in these By-Laws or applicable local, state and federal law, these guidelines shall govern who has the authority to make a decision and from whom the decision-maker(s) shall accept input. It shall be the responsibility of the President to ensure these procedures are followed in internal matters of the corporation. The following priorities shall apply to parties potentially involved in a decision:

- The highest priority shall be given to members who are owners of property or network bandwidth that would be affected by the the decision.
- The second priority shall be given to the members who coordinate the corporation's networks, services, projects, special interest groups or activities that would be affected by the decision.
- The third priority shall be given to the members acting as volunteers who will do or have done non-trivial work related to the decision, favoring those who have already done the most significant work.
- The fourth priority shall be given to members who are administrators of network sites, nodes or resources that would be affected by the decision.

The person or people highest in the decision-making priority level have the responsibility and authority to make the decision. The parties responsible for the decision shall seek and accept inputs, concerns and/or suggestions from members from lower priority levels in consideration of the decision.

If there is no agreement about who is responsible to make the decision, the people ranking in the highest priority level shall make the decision together. If difficulty selecting the responsible parties remains, the President shall select one or more people from the highest priority level to make the decision.

## **SECTION 2. ARBITRATION**

Decisions which fail to be made using the general guidelines shall be arbitrated by the President, or an impartial appointee of the President. If the matter cannot be resolved through arbitration, the President shall make the final decision.

## **SECTION 3. SITE AUTONOMY**

For purposes of this section, any network or computing resource which can be represented by a single member as its administrator is considered a site. A decision is considered internal to a site if it does not affect other volunteers, sites, networks, services or

activities of the organization, and is not otherwise addressed by these By-Laws or other local, state and federal laws. Decisions which are internal to a site are solely the authority and responsibility of the site's administrator.

## **SECTION 5. VOLUNTEER SUSTAINABILITY**

Any member may refuse any request or service which would make his/her volunteer role unsustainable for the long term.

# **ARTICLE 7**

## **IRC 501(C)(7) TAX EXEMPTION PROVISIONS**

### **SECTION 1. LIMITATIONS ON ACTIVITIES**

Notwithstanding any other provisions of these By-Laws, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code.

### **SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

### **SECTION 3. PROHIBITION AGAINST UNLAWFUL DISCRIMINATION**

The actions and policies of the corporation shall not discriminate against any person on the basis of race/ethnicity, color or religion.

### **SECTION 4. GROSS RECEIPTS FROM NONMEMBERSHIP SOURCES**

As a 501(c)7 tax exempt organization, the corporation may receive up to 35% of its gross receipts, including investment income, from sources outside its membership. Of the 35%, up to 15% of the gross receipts may be derived from the use of the corporation's facilities or services by the general public or from other activities not furthering social or recreational purposes for its members. Gross receipts for the purpose of this section shall include normal, recurring receipts but shall exclude proceeds from one-time events, such as sale of property of the corporation.

### **SECTION 5. DISTRIBUTION OF ASSETS**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more non-profit public-benefit organizations or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of California.

# **ARTICLE 8**

## **AMENDMENT OF BY-LAWS**

### **SECTION 1. AMENDMENT**

These By-Laws may be altered, amended, or repealed and new By-Laws adopted by a 2/3 majority of the members participating in an electronic vote following electronic written notice of intention to alter, amend, repeal or adopt new By-Laws.

### **SECTION 2. VOTING**

Only members shall be eligible to cast votes. The starting and ending times for voting shall be announced at least fifteen days before voting commences. Ballots shall be distributed when voting commences. The voting period shall be a minimum of 72 hours.

### **SECTION 3. VOTING AUDITS**

In case of allegations of voting irregularities, a committee of the Board of Directors shall decide if the allegations are significant and perform an audit of the voting results. If not enough Directors are available to act impartially, the Board shall appoint a committee of no fewer than two impartial members to decide on the significance and possibly perform an audit. If an audit can neither re-count nor confirm the election results, the committee shall overturn the vote.

## **ARTICLE 9 CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these By-Laws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these By-Laws be held unenforceable or invalid for any reason, the remaining provisions and portions of these By-Laws shall be unaffected by such holding.

All references in these By-Laws to the Articles of Incorporation shall be to the Articles of Incorporation of this corporation filed with the State of California and used to establish the legal existence of this corporation.

All references in these By-Laws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

## **ARTICLE 10 MEMBERS**

### **SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS**

The corporation shall have two classes of memberships, contributing memberships and participating memberships. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation, the By-Laws of this corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions.

### **SECTION 2. QUALIFICATIONS OF MEMBERS**

All persons interested in the purpose set forth in Article 2 of these By-Laws and with the willingness to contribute efforts to the furtherance of these aims shall be eligible for membership.

### **SECTION 3. ADMISSION OF MEMBERS**

Applications for membership shall be submitted electronically on a form provided by the corporation. Each applicant must express a willingness to abide by the By-Laws and such rules as shall be promulgated from time to time by the corporation.

### **SECTION 4. CONTRIBUTING MEMBERSHIPS**

Unless otherwise decided by the Board of Directors, all members are of the class of "contributing memberships". To maintain contributing memberships, annual dues of 10 dollars will be due and payable on January 1 of each year. Proportional rates will be charged from the beginning of the current month when there are fewer than 6 months remaining in the current calendar year.

### **SECTION 5. PARTICIPATING MEMBERSHIPS**

In order to sustain ongoing volunteer activities, the Board of Directors may grant a "participating membership" to any member who performs one or more unpaid non-trivial volunteer roles on an ongoing basis upon which the corporation depends, or which further the goals of the corporation in ways that other members depend. Counting their efforts in lieu of dues, a participating member shall not be required to pay dues, though may opt to contribute dues anyway. The duration of the participating membership grant may be set at the time of the grant for a term no longer than 3 years. Otherwise if a duration is not explicitly set, the duration of the grant shall be unlimited until the member ceases to perform the role(s) for which the grant was made. The Board of Directors may at any time determine that a volunteer role no longer qualifies for a participating membership. All

participating memberships shall be reviewed annually and renewed only if in compliance. A participating membership shall not be granted for any officer, director or other elected position in the corporation. Though a person holding an elected position may qualify for a participating membership from another non-elected volunteer role. Upon expiration or termination of a participating membership, the member's class reverts to a contributing membership with dues payable within 30 days. A participating membership is a privilege so there is no right of appeal of a termination.

## **SECTION 6. NUMBER OF MEMBERS**

There is no limit on the number of members the corporation may admit.

## **SECTION 7. MEMBERSHIP RECORDS**

The corporation shall keep membership records containing the name and address of each member. Termination of the membership of any member shall be recorded in the records, together with the date of termination of such membership. Such records shall be kept in electronic form at the corporation's principal office or in the possession of an officer of the corporation.

## **SECTION 8. NONLIABILITY OF MEMBERS**

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

## **SECTION 9. NONTRANSFERABILITY OF MEMBERSHIPS**

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

## **SECTION 10. TERMINATION OF MEMBERSHIP**

The membership of a member shall terminate upon the occurrence of any of the following events:

- (1) Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally, by mail, or by electronic mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- (2) Upon a failure to renew his or her contributing membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally, mailed or electronically mailed to such member by the Secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.
- (3) After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any person expelled from the corporation shall receive a refund of dues already paid for the current dues period.

All rights of a member in the corporation shall cease on termination of membership as herein provided.

# **ARTICLE 11 MEETINGS OF MEMBERS**

## **SECTION 1. SCHEDULING OF REGULAR MEETINGS**

Meetings of members shall be held from time to time by resolution of the Board of Directors. The members may participate in any meeting in person or by means of a teleconference, data network, or similar communications equipment.

## **SECTION 2. SPECIAL MEETINGS OF MEMBERS**

Special meetings of the members shall be called by the Board of Directors, the Chairperson of the Board, or the President of the corporation, or, if different, by the persons specifically authorized under the laws of the State of California to call special meetings of the members.

## **SECTION 3. NOTICE OF MEETINGS**

Unless otherwise provided by the Articles of Incorporation, these By-Laws, or provisions of law, notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be

delivered not less than ten (10) days before the date of the meeting, either personally, by mail or by electronic mail, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting.

#### **SECTION 4. QUORUM FOR MEETINGS**

A quorum shall consist of one fifth of the voting members of the corporation.

As required by the California Corporations Code §5512(b), if fewer than one third of the membership is in attendance in person or by proxy then the only matters which may be voted upon shall be those for which prior general notification was given to all the membership.

Except as otherwise provided under the Articles of Incorporation, these By-Laws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

#### **SECTION 5. MAJORITY ACTION AS MEMBERSHIP ACTION**

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, these By-Laws, or provisions of law require a greater number.

#### **SECTION 6. VOTING RIGHTS**

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors and Officers, however, shall be by written or electronic ballot.

#### **SECTION 7. ACTION BY WRITTEN OR ELECTRONIC BALLOT**

Except as otherwise provided under the Articles of Incorporation, these By-Laws, or provisions of law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written or electronic ballot to each member entitled to vote on the matter. The ballot shall:

1. set forth the proposed action;
2. provide an opportunity to specify approval or disapproval, or a list of choices, for each proposal;
3. indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to pass the measure submitted; and
4. shall specify the date by which the ballot must be received by the corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the corporation.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these By-Laws.

Approval of action by written or electronic ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

#### **SECTION 8. CONDUCT OF MEETINGS**

Meetings of members shall be presided over by the Chairperson of the Board, or, if there is no Chairperson or, in his or her absence, by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by rules of order adopted by the Board of Directors. University of British Columbia's Simplified Rules of Order shall be used if no other has been selected. In case any parts come in conflict, the rules of order shall be superseded by the Articles of Incorporation, these By-Laws and local, state and federal laws.

# **ARTICLE 12**

## **SPECIAL INTEREST GROUPS**

### **SECTION 1. FORMATION**

Any member may propose a Special Interest Group (SIG), subject to the following conditions:

- A proposal shall be made in writing or electronic form which defines the purpose of the SIG.
- There are at least three members who have expressed interest in the subject of the SIG and are willing to participate in it.
- One of those members is willing to coordinate the SIG.
- The proposal is brought to and approved by the President.

The SIG may commence operation after the President appoints the initial coordinator.

### **SECTION 2. CONDITIONS FOR OPERATION**

Any SIG failing to meet these criteria may be removed by the President.

- The coordinator shall be a member in good standing of the corporation.
- The participants of the SIG shall include a minimum of 3 members of the corporation.
- The SIG shall limit its activities to those within its defined purpose.
- The SIG shall have some form of electronic forum and/or monthly activity.
- The SIG is specifically allowed to have participants who are not members of the corporation, as a form of outreach. For IRC 501(c)7 compliance, the SIG shall limit these participants such that no privileges of the corporation's membership are given to non-members.
- Money, transactions and property of the SIG are those of the corporation. The SIG coordinators shall have no more financial authority than specifically delegated by the President and Treasurer of the corporation.
- An accounting and description of activities of the SIG shall be provided upon the request of any Director of the corporation.
- The SIG shall adhere to policies of the corporation, including with regard to use of property and intangible assets of the corporation not assigned to and not in possession of the SIG.

The Board of Directors of the corporation shall have authority to remove any SIG by a 2/3 majority vote, with or without cause.

### **SECTION 3. ORGANIZATION**

The SIG participants may opt as a group to adopt a charter as their governing rules. For SIGs with charters, the SIG charter shall include the following rules:

- Purpose of the SIG
- Roles and duties of SIG officers
- One officer position shall act as representative of the SIG to the corporation and be the SIG coordinator as defined in these

By-Laws.

- Qualifications of SIG officers, which shall include the requirement that all SIG officers be members in good standing of the corporation.
- Procedures for election and removal of SIG officers by the SIG's participants. Any SIG officer may be removed by the Board of Directors of the corporation by a 2/3 majority vote.
- In case of conflict, the SIG charter shall be superseded by these By-Laws, the Articles of Incorporation and any applicable local, state and federal laws.

A SIG without a charter shall be an informal association, over which the President of the corporation shall have authority to appoint and remove the SIG coordinator and remove any appointed posts within the SIG. The SIG coordinator shall have authority to appoint and remove positions within the SIG.

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### **ADOPTION OF BY-LAWS**

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing By-Laws as the By-Laws of this corporation.

Dated: February 10, 2006

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