

***The Next Generation  
Swing Dance Club, Inc.  
Bylaws***

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**BYLAWS OF**  
**THE NEXT GENERATION SWING DANCE CLUB, INC.**

*A California Nonprofit Corporation*

**ARTICLE I - NAME AND OFFICE**

The name of this corporation is and shall be The Next Generation Swing Dance Club, Inc. (hereinafter referred to as the 'corporation' or the 'Club').

The principal office of the corporation shall be located in the City and County of San Francisco. The principal office and additional offices may be located in such other places as may be determined from time to time by the Board of Directors.

**ARTICLE II - PURPOSE, PHILOSOPHY, AND VISION**

The specific purposes for which this corporation is organized are to encourage swing dancing as an art form, to promote swing dancing and to encourage other forms of social dancing among the general public, and to provide dance instruction and educational materials.

The philosophy and vision of the corporation is to foster a warm, encouraging, and healthful environment for new dancers and to create and sustain a sense of community among all swing dancers, swing dance clubs, swing dance organizations, and other businesses engaged in conduction swing dance activities; to encourage the participation of all members of the corporation in the corporation's activities, including the management of the corporation; to encourage all interested members of the corporation to become involved in the community, in the activities of the Board of Directors, and in the elected offices of the corporation, as much as they are able and desirous to do so; and to encourage all interested members to seek elected and appointed offices of the corporation; in essence, to live up to the corporation's name.

**ARTICLE III - BOARD OF DIRECTORS**

Section 1. Number of Directors

The corporation shall have a minimum of eight (8) Directors and collectively they shall be known as the Board of Directors (hereinafter referred to as the 'Board'). The Directors shall be comprised as follows: five (5) Officers, to five (5) Independent Directors, and any Standing Committee Directors and Long Term Ad Hoc Committee Directors. No person shall hold more than one position on the Board.

Section 2. General Powers

Subject to the limitations of these Bylaws, the Articles of Incorporation, and the laws of the State of California, the Board shall make decisions, determine goals, oversee financial matters, and evaluate the performance of the corporation, and shall act in accordance with the philosophy, purpose, and vision of the Club.

The Board, from time to time, may make changes to or otherwise authorize Standing or Ad Hoc Committees to perform certain actions on behalf of the Board and the Club. Those actions may include expending funds or entering into contracts, the nature and limits of expenditure of which must be specified by the Board, and any contract must be signed or agreed to by the President or Vice President and Chairperson.

### Section 3. Term

The first regular meeting of the Board, following the annual election meeting of the membership, (hereinafter referred to as the 'transition meeting of the Board') shall be held within twenty-one (21) days after the annual election meeting. Directors shall take office at the close of the business of the previous Board during the transition meeting of the Board, and shall serve in office until the close of the business of the next transition meeting of the Board, and such period in office shall be the term of office for the Board. Incoming Directors are expected to attend the transition meeting of the Board following their election. No person shall be an Officer or Independent Director of the corporation for more than four (4) terms out of any consecutive five (5) term period.

### Section 4. Election of Officers, Independent Directors, and Standing Committee Directors

The five (5) Officers and the five (5) Independent Directors shall be those persons receiving the highest number of votes for those positions in the annual election conducted pursuant to Article IX, Section 22 of these Bylaws.

The Standing Committee Directors shall be elected from their committees pursuant to Article V, Section 6 of these Bylaws.

### Section 5. Requirements for Directors

Each Director must be a member in good standing of the Club at the time of their nomination or appointment to office and during their entire term.

### Section 6. Restriction on Interested Persons

No interested person shall be an Officer, a Standing Committee Chairperson, ~~or~~ a Committee Director from a Standing or Long Term Ad Hoc Committee, or the Assistant Treasurer for the Convention Committee.

Interested person shall mean any person whose primary source of income is directly derived from dancing, or who promotes themselves as a professional in the dance community, or who promotes dancing with the intent of enhancing their own financial interest. No interested person shall be permitted to sell or promote his or her goods or services at Club functions or to do business with the Club without approval of the Board. Interested persons shall be prohibited from using the Club's resources without approval of the Board.

Any Independent Director who is an interested person shall not vote on any issue directly involving a financial gain to that interested person.

### Section 7. Regular Meetings

Regular meetings of the Board shall be held as often as is necessary to effectively address Club business, but no less frequently than quarterly.

### Section 8. Notice of Regular Meetings

The Board will assure that members are effectively notified of the date, time, and person to contact for

location of regular meetings of the Board, regular meetings of the Standing Committees, and other regular Club meetings.

#### Section 9. Special Meetings.

Special meetings of the Board may be called by or at the request of the President, the Vice President, or thirty (30) percent of the Directors currently in office. The date, time, and location of any special meeting shall be approved by the Board.

#### Section 10. Notice of Special Meetings.

Notice of any special meeting of the Board shall be given at least two (2) days prior thereto either personally or by telephone or telegram or four (4) days prior thereto by first class mail. All such notices shall be given or sent to all Directors at such Directors' addresses or telephone numbers as shown on the records of the corporation and shall include the purposes for which the special meeting is being called. The attendance of a Director at any special meeting shall constitute a waiver of notice of such meeting. Notice to the membership of a special meeting of the Board may be dispensed with. No business other than the purposes for which a special meeting is called may be considered at such special meeting. Minutes of the special meeting will be entered into the minutes of the next regular Board meeting.

#### Section 11. Quorum.

A majority of Directors currently in office, of which three (3) must be Officers, or if only two (2) are Officers, then one (1) must be the President or Vice President, shall constitute a quorum for the transaction of business by the Board. In the absence of a quorum no business can be transacted and the only motion the Chair can entertain is one to adjourn.

#### Section 12. Manner of Acting.

Action by the Board shall require a simple majority of the Directors present at a meeting at which a quorum is present unless a greater number is required by law or by these Bylaws. Any action required or permitted to be taken by the Board at a meeting at which a quorum is present, may be taken by the Board outside of a meeting (such as by letter, e-mail, chat forum ,telephone, secure web site, etc), provided a reasonable effort is made to give all Directors an opportunity to engage fully in the discussion preceding an action and a quorum of the Directors vote on the action. Policies and Procedures shall define what constitutes reasonable effort and shall establish discussion and voting procedures for acting outside of a meeting, and lacking any, the rules observed for regular Board meetings shall apply. Actions taken or rejected by the Board outside of a meeting will be added to the minutes of the next Board meeting in the same manner as actions taken or rejected at a meeting..

#### Section 13. Attendance of Directors at Meetings and Dances.

All Directors are expected to regularly attend Board meetings, general membership meetings, and Club dances. If vacancies in positions essential to the operation of a Club function occur, Board members present are expected to fill such vacancies. If a Director cannot attend a meeting or dance, he or she is expected to minimize any adverse effect on Club business through such mechanisms as supplying written reports in advance, briefing other members in attendance, or other comparable means.

Should any Director fail to attend three (3) or more Club dances or a total of three (3) or more Board and General Membership meetings, that Director may be removed from office by resolution of the Board.

#### Section 14. Vacancies.

1. Events causing vacancy. A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of, but not limited to, any of the following: (i) the death, resignation, or removal of any Director; (ii) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of

unsound mind by an order of court or convicted of a felony or has been found by final order of judgment of any court to have breached a duty under the California Nonprofit Corporation Law; (iii) an increase of the authorized number of Directors; (iv) the failure of the members, at any meeting of the members at which the Director or Directors are to be elected, to elect the number of Directors to be elected at such meeting.

2. Resignations. Except as provided in this paragraph, any Director or Officer may resign by giving written notice to the President, the Secretary, or the Board. Such resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice. The acceptance of the resignation shall not be necessary to make it effective. If the resignation of a Director or Officer is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. No Director or Officer may resign when the corporation would then be left without any Director or Officer in charge of its affairs. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the Director or Officer is a party.

#### Section 15. Filling Vacancies.

In the event of a vacancy on the Board, including Officers and Independent Directors, but excluding Standing and Ad Hoc Committee Directors, the Officers Committee shall nominate one or more qualified persons to fill such vacancies for the remainder of the term of office. Each vacancy shall be filled by a majority vote of a quorum of the Directors.

#### Section 16. Compensation.

Directors shall not receive compensation for their services as members of the Board. Nothing herein shall be construed to preclude any Director from serving the corporation in any other capacity as an Officer, agent, employee, or otherwise, and receiving reimbursement for reasonable expenses incurred in the conduct of the business of the corporation. The Board shall adopt resolutions for incorporation into the corporation's Policies and Procedures Manual for reimbursement of such expenses.

#### Section 17. No Interest in Assets.

No Director shall possess any property right in or to the property of the corporation. In the event the corporation owns or holds any property upon its dissolution and winding up, after payment or adequately providing for its debts and obligations, the Directors shall dispose of the remaining property in accordance with the provisions of the Article of Incorporation and these Bylaws.

#### Section 18. Outgoing Board of Directors.

Each outgoing Board shall conduct a review of the corporation's Bylaws before the end of its term and shall recommend any amendments of such Bylaws based on the experience of the outgoing Board during its term.

#### Section 19. Indemnification.

This corporation shall provide indemnification to the full extent allowed by law. The Board may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against the liability under law.

#### Section 20. Other Governing Documents.

The Board shall adopt a Policies and Procedures Manual and a Default Rules of Order. Should conflicts occur amongst these documents and the Bylaws, the Bylaws take precedence. The Default Rules take precedence over the Policies and Procedures for other conflicts.

## **ARTICLE IV - OFFICERS**

### **Section 1. Officers.**

The Officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and a Membership Director. Except as otherwise provided in these Bylaws, Officers shall be elected by the membership. No person may hold more than one office.

### **Section 2. General Officers' Duties.**

Each Officer shall be a Director of the corporation. Each Officer shall be a signatory on the corporation's bank account(s). Officers shall have other powers and duties as specified in these Bylaws or as adopted by the Board for incorporation into the corporation's Policies and Procedures Manual.

*If the Convention Committee decides to appoint an Assistant Treasurer, that person shall also be a signatory on the corporation's bank account(s).*

### **Section 3. Term of Office.**

The term of office for Officers shall coincide with the term of office for the Directors. No person shall hold a particular office for more than two (2) terms out any consecutive three (3) term period. Incoming Officers are expected to attend the transition meeting of the Board following their election.

### **Section 4. Requirement for Officers.**

All persons accepting a nomination for an Officer's position must be at least twenty one (21) years of age and members in good standing of the Club. They may not be an interested party. (See Article II, Section 6)

### **Section 5. President.**

The President shall preside over all meetings of the Board and the membership. The President shall promote the objectives and purposes of the Club. The President shall have such powers and duties as set forth in the corporation's Policies and Procedures Manual.

### **Section 6. Vice President.**

The Vice President shall assist the President and other members of the Board of Directors in the performance of their duties when requested to do so by the President and shall perform the duties of the President in the President's absence or inability to serve, and shall have other duties as set forth in the corporation's Policies and Procedures Manual.

### **Section 7. Treasurer.**

The Treasurer shall be the custodian of all funds of the Club and shall receive all moneys and disburse funds only in accordance with the policies and procedures of, and for the purposes as approved by, the Board. All such policies and procedures are to be set forth in the Policies and Procedures Manual. The Treasurer shall also be responsible for ensuring that those filings and reports required by federal and state agencies are prepared. The Treasurer shall also ensure that annual financial and budget reports and other reports as deemed necessary by the Board are prepared. The Treasurer shall serve as the President in the absence of the President and Vice President, and perform other duties as set forth in the corporation's Policies and Procedures Manual.

If the Convention Committee decides to appoint an Assistant Treasurer, his/her sole responsibility will be to handle all financial duties and functions associated with the Club's yearly convention "Boogie by the Bay". The Assistant Treasurer is responsible to, and shall report all of the Convention Committee financial business to the Club's Treasurer and the accountant. No interested person (as defined in Article 3, Section 6) shall be appointed as the Assistant Treasurer. The Assistant Treasurer is not a Board position and, therefore, has no



voting rights on the Board.

#### Section 8. Secretary.

The Secretary shall record the minutes, including attendance records, of all regular meetings of the Board of Directors, Officers Committee, and Membership. The Secretary shall also:

1. Maintain a current and historical record of these Bylaws.
2. Serve as President in the absence of the President, Vice President, and Treasurer.

The Secretary shall also perform other duties as set forth in the corporation's Policies and Procedures Manual.

#### Section 9. Membership Director.

The Membership Director is responsible for promoting Club membership and maintaining membership records. The Membership Director shall serve as President in the absence of the President, Vice President, Treasurer, and Secretary, and shall perform other duties as set forth in the corporation's Policies and Procedures Manual.

### **ARTICLE V - STANDING COMMITTEES**

#### Section 1. Names of Standing Committees

The corporation shall have seven (7) Standing Committees as follows:

1. Dance Committee
2. Information Committee
3. Education Committee
4. Community Involvement Committee
5. Social Activities Committee
6. Convention Committee
7. Finance Committee

#### Section 2. Major Functions

The Board shall prescribe the major functions of the Standing Committees. As much as possible, the Standing Committees may conduct Committee business without undue interference or direction from the Board. Actions of the Standing Committees should be in furtherance of the purpose, philosophy, and vision of the Club, and the Standing Committee shall not perform any action detrimental to the Club.

#### Section 3. Members' Participation.

All members in good standing of the Club shall be encouraged to join one or more Standing Committees. No member shall have a vote on more than two Standing Committees.

#### Section 4. Reporting.

Standing Committees shall present status reports of upcoming, ongoing, and concluding programs and activities, together with the proposed and actual budgets, respectively, if any, to the Board at the regular meetings of the Board. Specifically, each Standing Committee should report to the Board any matters on which the Board might have concerns because of the Board's fiduciary duties and responsibility for the corporation, and any matters about which the Board might be concerned because of possible conflicts with

the Club's purpose, philosophy, and vision, or which might be sensitive by their nature.

#### Section 5. Chairpersons and Committee Directors.

The Chairperson (hereinafter referred to as 'Committee Chairperson') of each Standing Committee shall be elected by the members of each committee. The representative of each Standing Committee to the Board (hereinafter referred to as the 'Committee Director') shall be elected by the members of each Standing Committee, shall attend each Board meeting, and shall be considered a Director of the corporation as delineated in Article III, Section 1. The term of office for Committee Chairpersons and Committee Directors shall coincide with the term of office for Directors. Committee Chairpersons and Committee Directors shall be elected at the last meeting of each Standing Committee preceding the transition meeting of the Board. Election procedure shall be subject to review and approval by the Board. At the discretion of each Standing Committee the Committee Chairperson and Committee Director may be the same person except that no person may serve as a Committee Chairperson and/or Committee Director for more than one Standing Committee.

In the event that the Committee Director is unable to attend a scheduled Board meeting, the committee may appoint another member to replace the Director for that meeting only. The substitute will have no voting rights for that meeting.

#### Section 6. Scope of Position.

Committee Directors shall bring their committees' recommendations for programs and activities to the Board for review and consent.

The Board may authorize the committees to conduct specified business of the Club, including expenditure of funds and entering into contracts. Any such authorization by the Board shall specify the nature and limits of expenditure. Any such contract, written or verbal must be signed or agreed to by the President or Vice President, and the Committee Chairperson.

Upon the request of a Committee Chairperson, the Board will help resolve disputes between Standing Committees.

#### Section 7. Term.

No person shall be a Committee Director of the same committee for more than three (3) terms out of any consecutive four (4) term period. The Committee Chairpersons or Committee Directors are expected to attend the transition meeting of the Board following their appointment by the Standing Committees.

#### Section 8. Dance Committee.

The major function of the Dance Committee is to organize and operate Club-sponsored dances.

#### Section 9. Information Committee.

The major function of the Information Committee is to provide information about upcoming Club events and related activities. The committee is also charged with determining the vehicles (e.g., newsletter, website, email) by which information is relayed, and coordinating all efforts in getting the information disseminated through those vehicles.

#### Section 10. Education Committee.

The major function of the Education Committee is to provide access to dance-related educational materials.

#### Section 11. Community Involvement Committee.

The major function of the Community Involvement Committee is to promote the Club and swing dancing

within the community.

Section 12. Social Activities Committee.

The function of the Social Activities Committee is to plan and conduct dance and non-dance social activities.

Section 13. Convention Committee.

The major function of the Convention Committee is to plan and conduct an annual convention. The Convention Committee, subject to annual approval of the Board, may appoint an Assistant Treasurer on the committee to handle all of the financial functions related to the Club's annual convention "Boogie by the Bay". (Refer to Article IV, Section 7 for details regarding the reporting responsibilities of the Assistant Treasurer.)

Section 14. Finance Committee.

The major functions of the Finance Committee are to oversee the financial operations of the Club and to report to the Board on a monthly basis. The Treasurer may not fulfill the role of the Committee Chairperson or Committee Director of the Finance Committee. The Treasurer shall not vote in any action taken by the Finance Committee but shall be a participating non-voting member of the committee.

**ARTICLE VI - AD HOC COMMITTEES**

Ad Hoc Committees may be established by the Board of Directors or any Officer to help carry out their respective positions. The Ad Hoc Committees shall be dissolved by the Board or Officer that created them. Ad Hoc Committees are subject to the same procedures as Standing Committees regarding Article V, Section 4 (Reports), Section 5 (Rules), and Section 7 (Scope of Position). An Ad Hoc Committee is a Long Term Ad Hoc Committee if so designated by a two-thirds vote of the Board. Each Long Term Ad Hoc Committee shall have one voting Committee Director, selected by the committee. Each Ad Hoc Committee not designated as long term shall have one non-voting Chairperson that will report to whoever appointed them.

Ad Hoc Committees appointed by the Board shall report to the Board and shall ask for approval of their budgets from the Board. Ad Hoc Committees appointed by an Officer shall report to the Officer and the Officer shall ask the Board for approval of budgets for such Ad Hoc Committees.

All members of an Ad Hoc Committee must be members in good standing of the Club.

**ARTICLE VII - OFFICERS COMMITTEES**

The Officers Committee shall be the Officers of the Club. The President will serve as the Chairperson of the Officers Committee.

Section 1. Regular and Emergency Meetings.

Meetings of the Officers Committee shall be held in advance of the regular Board meetings for the purpose of preparing for each upcoming Board meeting. The Officers Committee shall meet at times and places and for such purposes as determined by the President and/or the Officers Committee itself, with a reasonable effort to notify all Officers.

Emergency meetings of the Officers Committee may be convened by any two (2) Officers, with notification to all Officers, and such meetings shall be held at a time and place designated by those convening the meeting.

Decisions of the Officers Committee may be made outside of a meeting, provided all Officers are given a reasonable opportunity to engage fully in the discussion preceding a decision and a quorum of the Officers

vote on the decision.

Decisions made by the Officers Committee shall be reported to the Board.

### Section 2. Quorum.

At least three (3) Officers must attend the Officers Committee meeting in order to constitute a quorum for the transaction of business at Officers Committee meetings.

### Section 3. Duties.

1. The Officers Committee shall be responsible for nominating an appropriate substitute in the absence of an Officer from his or her duties if such Officer has not already done so.
2. If Standing or Long Term Ad Hoc Committees cannot find enough members to accomplish the Committees' goals and responsibilities, or if the Committee cannot agree on or find someone willing to be a Committee Chairperson and/or Committee Director, then the Officers Committee may step in and recruit someone to fill those positions, resolve any in-Committee disputes, or distribute the duties of the Committee to other Committees.
3. The Officers Committee may request Committee Directors of Standing and Ad Hoc Committees, Standing Committee Chairpersons, Club members, or outside parties to attend Officers Committee meeting.

## **ARTICLE VIII - FOUNDERS COMMITTEE**

The Founders Committee shall be an Independent group of members of the Club who have the Club's original philosophy, vision, and goals as their primary concern. Upon the Founders Committee seeing or being alerted to the fact that the Club is wandering from its primary philosophy, vision, or goals, the Founders Committee shall initiate the following process in the order given:

1. Bring such diversions to the attention of the Board and the Founders Committee shall offer its assistance or guidance to the Board.
2. If the Board and Founders Committee cannot agree on a resolution of such matters, then the Founders Committee shall call a special meeting of the Board to review the diversion.
3. If the Board and the Founders Committee cannot agree on a resolution of such matters, then the Founders Committee shall call a special meeting of the membership.
4. Upon determination by the Founders Committee that the corporation is working against the original philosophy, vision, and goals of the Club as set forth in the Articles of Incorporation, and the matters cannot be resolved with the Board or the general membership, the Founder's Committee, upon a four-fifths (4/5) vote of a quorum of the Founders Committee, may recommend to the membership that the members dissolve the corporation and that the assets of the corporation be distributed in accordance with Section Five of the Articles of Incorporation.

The active Founders present at a Founders Committee meeting shall constitute a quorum. All decisions of the Founders Committee shall be by a majority vote of a quorum, except as otherwise provided in these Bylaws.

The Founders Committee shall have no power to amend the Bylaws.

The Founders Committee shall report to the membership at the membership's semi-annual meetings regarding the state of the Club.

The initial Founders Committee shall be named by the incorporator of the corporation. The Founders Committee at its discretion may nominate new members for the Founders Committee to be approved by a majority vote of a quorum of the membership assembled in a membership meeting. In the event there are

fewer than four (4) active members of the Founders Committee, the Founders Committee shall (1) attempt to get inactive founders to become active founders, and (2) nominate new founders for approval by the membership in order to get the Founders Committee back to four (4) members.

There shall be no more than five (5) founders serving on the Board of Directors at any time.

The Founders Committee shall meet at least twice a year, sufficiently prior to the semi-annual meetings of the membership to allow adequate time for the preparation of such reports to the membership deemed necessary by the Founders Committee.

Inactive members of the Founders Committee shall be those persons previously appointed to the Founders Committee but who have since chosen to not pay their Club annual dues and do not attend the Founders Committee meetings. Inactive members are not considered active members of the Founders Committee.

The Founders Committee and any provisions in these Bylaws regarding the Founders Committee may only be amended by an eighty-five percent (85%) vote of the membership present at a regular membership meeting.

A member of the Founders Committee may only be removed by a four-fifths (4/5) vote of a quorum of the Founder Committee and confirmed by a majority vote of the membership present at a regular membership meeting.

Any member of the Founders Committee may resign at his or her discretion except the last Founder, who must nominate new members to the Founders Committee. In the event the Founders Committee is left without any active members, the Board will (1) attempt to get inactive members of the Founders Committee to become active, and (2) call a special meeting of the membership to nominate and elect one person to the Founders Committee.

## **ARTICLE IX - MEMBERSHIP**

### Section 1. Determination and Rights of Members.

The Club shall have two (2) classes of members:

1. Annual Members
2. Honorary Members

The rights, privileges, interests, and benefits of each member shall be equal, except as may otherwise be provided in subsequent sections of these Bylaws and in the Club's Policies and Procedures Manual.

Annual members shall be those persons who have paid their annual dues for a period of one year.

Honorary members shall be those persons who have been awarded an honorary membership by the unanimous vote of the Board for exemplary service or making a uniquely exceptional contribution for the benefit of the Club. A person so honored shall be exempt from annual dues for one full year. However, honorary members shall not hold office, chair a committee, be a Committee Director, or be an Independent Director.

No member shall hold more than one membership in the Club.

### Section 2. Qualifications of Members.

The qualifications for membership in this corporation are payment of annual dues as determined by the Board of Directors.

### Section 3. Bylaws.

Each member shall be entitled to a copy of the Club's Bylaws. The Board may establish a reasonable fee to cover the costs of providing such copies.

### Section 4. Fees, Dues, and Assessments.

Annual dues, in an amount determined by the Board, shall be required of each annual member. Such dues shall be payable in advance, are non-refundable, and will be renewable each year on each member's anniversary date.

Membership shall be non-assessable, non-transferable, and non-assignable.

### Section 5. Number of Members.

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

### Section 6. Non-liability of Members.

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

### Section 7. Warnings and Suspension of Members.

If it comes to the attention of the Board that a member or members are acting contrary to these Bylaws or the goals or philosophy of the Club, the Board shall consider each action of such member or members separately and the Board shall determine if the action warrants a warning, a suspension, or termination of membership as set forth in Section 8 below. All notices of warnings, suspensions, or terminations shall be in writing and shall include the pertinent facts of the offending behavior.

1. Warnings. All warnings shall advise the offending member or members of what actions the Board anticipates imposing should the offending behavior not cease.
2. Suspension. A suspension shall advise the offending member or members of the length of the suspension, and what privileges of membership are affected.

### Section 8. Termination of Membership.

Grounds for Termination. 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 or by mail, such membership will terminate upon the date of delivery of the notice or date of deposit in the mail.
2. 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 Club.
3. Upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective on the due date of the membership renewal.

Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a)(2) of this section, the following procedure shall be implemented.

1. A notice shall be sent prior to the proposed effective date of the expulsion.
2. The member being expelled shall be given an opportunity to be heard by the Board, either orally or in writing. A meeting will be held by the Board in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing before the Board.
3. The Board shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

### Section 9. Rights on Termination of Membership.

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

### Section 10. Club Assets.

Members, including Officers, Committee Chairpersons, Committee Directors, and Independent Directors shall not have any personal interest or rights in any of the assets of the Club, or in the use of its name; neither shall they have any rights of any kind to borrow, pledge, commit, hypothecate, or collateralize any of the assets of the Club, or to make loans or advances of any kind or nature in the name of or reference to the Club.

Members of the Club and third parties shall not use in any way whatsoever any of the Club's assets, funds, equipment, property, Club name, or membership rolls to produce, promote, advertise, or otherwise seek personal, commercial, or financial advantage, of any kind or nature; nor shall any religious, racial, political, scientific, trade union, or commercial doctrine or philosophy be advertised, announced, promoted, or otherwise publicly or privately, be advocated or endorsed at Club functions, except that written advertising not in violation of any law, the Articles of Incorporation, these Bylaws, or the Club's Policies and Procedures Manual, may be posted on the Club bulletin Board, if any, and/or published in the Club's newsletter, brochures, or similar literature, as approved in advance by the Board, or for a fee as determined by the Board.

### Section 11. Place of Meetings.

All meetings held for the purpose of conducting Club business shall be open to members in good standing. Meetings shall be announced and held at designated meeting places at times determined by the Executive Committee, Board of Directors, or as otherwise provided in these Bylaws. Minutes showing attendance and business conducted will be kept for all meetings.

### Section 12. Annual and Other Regular Membership Meetings.

The members shall meet semi-annually in regular session. One meeting shall be held in the fall of each year for the purpose of transacting business as may come before the meeting. The other meeting shall be held in the spring of each year for the purpose of electing Officers and Independent Directors and transacting other business as may come before the meeting.

### Section 13. Special Meetings of Members.

The Board shall report to the members semi-annually, once in the Fall and once in the Spring of each year. In the Fall the Board will present an annual report to the membership. The report must include the financial statement for the prior fiscal year, a "State of the Club" report from the Founders, Committee updates, any changes made to the Bylaws, and any other information deemed necessary by the Board. The means of communicating the annual report to the Membership will be at the discretion of the board of Directors. In the Spring a meeting shall be held for the purpose of nominating Officers and Independent Directors and transacting other business as may come before the meeting.

### Section 14. Notice of Meetings.

Notice of the time and place of Annual, Special, or Election Meetings shall be made to each member personally, by mail, by electronic means (example: by email), or by announcement in Club publications distributed to members, at least ten (10) days and not more than (90) days before the date of the meeting. However, if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than twenty (20) days before the meeting.

Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such

action. The notice of any meeting of the members at which Officers or Independent Directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or a telegraph to the Chairperson of the Board, President, Vice President, or Secretary of the corporation. The Officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than twenty (20) nor more than forty-five (45) days after the receipt of the request for the meeting by the Officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

#### Section 15. Quorum for Meetings.

A quorum shall consist of the number of voting members of the Club present at the meeting.

#### Section 16. Membership Action.

Every act or decision done or made by a majority vote at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

#### Section 17. Voting Rights.

Each member in good standing 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 or a show of hands. Election of Officers and Independent Directors, however, shall be by ballot at a meeting or, in the alternative, by electronic means (example: email). Each member entitled to vote shall have been a member of the Club for at least thirty (30) days before the date of the membership meeting.

#### Section 18. Non-Assignment of Voting Rights.

Members shall not be entitled to assign their voting rights to another person.

#### Section 19. Removal.

Members may remove any Director with or without cause.

#### Section 20. Conduct of Meetings.

Meetings of members shall be presided over by the President of the corporation or, in the President's absence, the Vice President, or in the absence of both President and Vice President, by a Chairperson chosen by a majority of the voting members, present in person at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of members, except that in the Secretary's absence, the presiding Officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by the Rules of Order recommended by the Board of Directors and agreed on by the membership, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation, or with any provision of law.

#### Section 21. Action by Written Ballot Without a Meeting.

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 ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposed action, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot



to the corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 14 of this Article.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the corporation in order to be counted.

Approval of action by written 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.

A written ballot may not be revoked after its receipt by the corporation or its deposit in the mail, whichever occurs first.

#### Section 22. Nomination and Election Procedures.

The Board will set forth procedures for the conduct of nominations and elections in the Club's Policies and Procedures Manual, in accordance with Sections 5511, 5520, 5521 and other applicable sections of the California Corporations Code. Elections shall be conducted by written ballot as set forth in Section 21 of this Article.

#### Section 23. Record Date for Meetings.

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other rights with respect to a meeting of the members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

### **ARTICLE X - FINANCE**

#### Section 1. Fiscal Year.

The fiscal year of this corporation shall be July 1 through June 30.

#### Section 2. Funds.

The corporation shall maintain a checking account and a savings account at a banking institution to be determined by the Board. Two signatures shall be required on all checks, or at the discretion of the current Board, if a single signature is permitted then the Finance Committee or the Board shall review all cash transactions, both receipts and checks, at least once per month. Only current Officers may be signatories on the corporation's accounts.

### **ARTICLE XI - BOOKS AND RECORDS**

The corporation shall keep at its principal office correct and complete books and records of account, written minutes of the proceedings of its meetings, the original or a copy of the Articles and Bylaws as amended to date, and a record giving names and addresses of all members. All books and records of the corporation may be inspected by any Director or member or his or her agent or attorney at any reasonable time for any purpose reasonably related to the Director's or member's interest as such.

### **ARTICLE XII - ANNUAL REPORTS**

Not later than one hundred twenty (120) days after the close of the corporation's fiscal year, the Board must cause to be sent to all members an annual report and an annual statement of transactions and indemnifications in accordance with applicable state law.

### **ARTICLE XIII - RULES OF ORDER**

The Board of Directors and all committees shall adopt their own rules of order independently of each other. If the Board or any Committee does not establish, or cannot agree on, its Rules of Order then that group shall use the latest version of the Default Rules of Order.

### **ARTICLE XIV - AMENDMENTS TO BYLAWS**

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them may be altered, amended, or repealed and new Bylaws adopted as follows:

1. Subject to the power of members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of a two-thirds (2/3) majority of a quorum of the Board unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this corporation has admitted any member, then a Bylaw specifying or changing the fixed number of Directors of the corporation, the maximum or minimum number of Directors, or changing from a fixed to variable Board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or
2. By approval of members, if any, of this corporation.

Amendment to portions of these Bylaws materially affecting the voting rights of members shall require a two-thirds (2/3) vote of a quorum of the Board and a two-thirds (2/3) vote of a quorum of the membership.