

BY-LAWS of the  
SAN MATEO COUNTY ASTRONOMICAL SOCIETY

A California Nonprofit Corporation

February 26, 2002

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## **ARTICLE I: GENERAL PROVISIONS**

### Section 1; Principal Office

Subject to the provisions of Section 1, third of Article III of these By-laws, the principal office of the Corporation shall be located in the County of San Mateo, California.

### Section 2; Annual Assembly meeting

The Annual Meeting of the Assembly shall be held concurrent with the general meeting of the membership in June of each year.

### Section 3; Number of Directors

Subject to the terms of Article III, Section 1 of these By-laws, the number of Directors of the Corporation shall be nine (9); 5 At-Large, and 4 Officers.

### Section 4; Regular meetings of the Directors

Regular meetings of the Directors shall be held at a time to be determined by the Directors but shall not be less frequently than once per quarter.

### Section 5; Regular Assembly meetings

Regular meetings of the Assembly shall be held at a location within San Mateo County, and at a date and time selected by majority vote of the Board. If such date shall cause hardship, the Directors may vote to move the meeting to an alternate date.

### Section 6; Annual Dues

The annual dues shall be set by the Board of Directors, and shall be payable by all members wishing to renew membership by the end of the fifth day following the expiration of the member's membership. The period thus paid for shall ensue on that date and continue until the equivalent date of the year following.

Dues not paid within sixty days after the due date become delinquent, and the member shall be so notified by the Treasurer or Membership Chairman. If dues are not paid within twenty-one days following this notice, the member's name shall be removed from the Assembly role, at the discretion of the Board of Directors, with subsequent loss of any accumulative privileges and seniority.

## **ARTICLE II MEETINGS**

### Section 1; Place of Meetings

Except as otherwise provided by law, all Assembly meetings shall be held either at the principal office or at any other place within or without the County of San Mateo which may be designated either by the Directors pursuant to authority hereinafter granted to said Board, or by the written consent of all persons entitled to vote thereat, given either before or after the meeting and filed with the Secretary of the Corporation.

### Section 2; Annual Meetings

The Annual Assembly Meeting shall be held at the time and date provided in Article I, Section 2 hereof. At such meeting, Directors shall be considered and elected, and any other business may be transacted which is within the powers of the Assembly.

Written notice of each Annual Meeting is hereby dispensed with, except that actions shall not be taken on any of the following proposals unless written notice of the general nature of the business or proposal has been given as in the case of a special meeting:

- a) A proposal to sell, lease, convey, exchange, transfer, or otherwise dispose of all of the property or assets of the Corporation, except action involving a mortgage, deed of trust, pledge, or other hypothecation of all or any part of the Corporation's real or personal property subject to the provisions of section 3900 of the California Corporations Code;
- b) A proposal to merge or consolidate with another foreign or domestic corporation;
- c) A proposal to amend the Articles of the Corporation, except for the purpose of extending the term of the corporate existence;
- d) A proposal to wind up or dissolve the Corporation

### Section 3; Special Meetings

Special meetings of the Assembly for any purpose or purposes whatsoever, may be called at any time by the President, or by the Directors, or by one-fifth of the Assembly. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given to each member entitled to vote, either personally or by mail, charges prepaid, addressed to each member at his/her address appearing on the books of the Corporation or given by him/her to the Corporation for the purpose of notice. If a member gives no address, notice shall be deemed to have been given him/her if sent by mail or other means of written communication addressed to the place where the principal office of the Corporation is situated, or if published at least once in some newspaper of general circulation in the county where said office is located. All such notices shall be sent to each member entitled thereto not less than seven days before each meeting. Such notices shall specify the place, the day, and the hour of such meeting, state such other matters, if any, as may be required by statute.

### Section 4; Quorum

The presence in person, or by proxy of .300 (30%) of the Assembly Membership shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

### Section 5; Adjourned Meeting and Notice Thereof

Any Assembly meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members present, but in the absence of a quorum no other business may be transacted at such meeting.

When any Assembly meeting, either annual or special, is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than announcement at the meeting at which such adjournment is taken.

## Section 6; Voting

The voting members of this Corporation shall each be entitled to cast one vote for each person to be elected. Votes may not be cumulated for one nominee.

To be a "voting member" of this Corporation, one must have paid in full by the end of the fifth day following that on which the elections are held, all fees due from him/her. A record date other than that specified in this section shall be controlled by edict of the Directors if they so determine. A list shall be published of those qualified to cast votes for the Directors and Officers by the time elections are held.

Only members who have paid in full all fees due from them, and who fulfill the other requirements of these by-laws and the Articles may cast votes. Such votes may be viva voce or by ballot; provided however, that all elections for Directors must be by ballot unless a directorship is uncontested in which case the candidate may be elected by acclamation. Every member entitled to vote in such an election of Directors shall have a number of votes equal to the number of Directors to be elected. Votes for any one candidate may not be cumulated. The candidates receiving the highest numbers of votes shall be declared elected. The offices of President, Vice-President, Treasurer, and Secretary shall be elective, to be filled by vote of the Assembly. The Officers thereby elected must be of age eighteen (18), or older. The Officers shall serve as Directors of the Corporation also. Additional Directors shall then be elected as above, until the number of Directors reaches the authorized number in Article I Section 3.

## Section 7; Consent of Absentees

The transactions of any Assembly meeting, either annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the persons entitled to vote, not present in person, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the appropriate corporate records, or made a part of the minutes of the meeting.

## Section 8; Action Without Meeting

Any action which, under any provision of the California General Corporation Law, may be taken at an Assembly meeting, except approval of an agreement for merger or consolidation of the Corporation with other corporations, may be taken without a meeting if authorized by a writing signed by all the persons who would be entitled to vote upon such an action at a meeting, and filed with the Secretary of the Corporation.

## Section 9; Inspectors of Election

In advance of any Assembly meeting, the Board of Directors may appoint any persons other than the nominees for office, inspectors of election to act at such meeting or any adjournment thereof. If inspectors of election be not so appointed, the Chair of any such meeting may, and on the request of any member shall, make such appointment at the meeting. The number of inspectors shall be three. If appointed at a meeting upon the request of one or more members, the majority of members present shall ratify or not each inspector appointed. In case any person appointed as an inspector fails to appear or fails to act, the resulting vacancy may be filled by appointment of the Board of Directors in advance of the meeting, or at the meeting by the Chair.

The duties of the inspectors shall be as prescribed by Section 2233 of the Corporations Code of California and shall include: determination of all challenges and questions in any way arising in connection with the right to vote; determining the existence of a quorum; receiving votes, ballots, and

consents; counting and tabulating all votes and consents; determining the result; and such acts as may be proper to conduct the election or vote with fairness to all members.

#### Section 10; Membership Qualifications

There shall be one class of membership in the Corporation Assembly called general.

The qualifications, requirements, and privileges of general membership shall be:

- a) Age greater than twelve (12) years.
- b) Payment of annual fees according to Article I, Section 6.
- c) Exercise of one membership vote per annual fee paid.

### **ARTICLE III: BOARD OF DIRECTORS**

#### Section 1; Powers

Subject to limitations of the Articles of Incorporation, of the By-laws, and of the California General Corporation Law as to action to be authorized or approved by the Assembly Members (shareholders), and subject to the duties of Directors as prescribed by the By-laws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers to with:

First--To select and remove all Officers of the Corporation, and prescribe such powers and duties for them, as may not be inconsistent with the Articles of Incorporation or the By-laws.

Second--To conduct, manage, and control the affairs and business of the Corporation, and to make such rules and regulations therefor which are not inconsistent with law, with the Articles of Incorporation, or with the By-laws, as they may deem best.

Third--To change the principal office for the transaction of the business of the Corporation from one location to another within the same county; to fix and locate from time to time one or more subsidiary offices of the Corporation within or without the State of California; to designate any place within or without the State of California for the holding of any Assembly meeting or meetings, and to adopt, make, and use a corporate seal, and to prescribe the forms of certificates of membership, and to alter the form of such seal and of such certificates from time to time, as in their judgment they may deem best, provided such seal and such certificates shall at all times comply with the provisions of law.

Fourth--To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefor, in the corporate name; promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

Fifth--To appoint an executive committee, and to delegate to the executive committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except to adopt, amend, or repeal the By-laws. The Board of Directors shall have the power to prescribe the

manner in which proceedings of the executive committee and committees shall be conducted. The executive committee shall be composed of two or more Directors. Unless the Board of Directors shall otherwise provide: regular meetings of the executive committee, notice of which is hereby dispensed with, shall be held at such times as are determined by the Board of Directors, or by such committee if appointed; special meeting of the executive committee shall be held at the principal office of the Corporation, or at any place which has been designated from time to time by resolution of the executive committee or by written consent of all members thereof, and may be called by the President, or any two members thereof, upon written notice to the members of the executive committee of the time and place of such special meeting given in the manner provided for the giving of written notice to members of the Board of Directors of the time and place of special meetings of the Board of Directors; minutes shall be kept of each meeting of the executive committee; Vacancies in the membership of the executive committee may be filled by the Board of Directors; a majority of the authorized number of members of the executive committee shall constitute a quorum for the transaction of business; and transactions of any meeting of the executive committee, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the members not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

#### Section 2; Number and Qualification of Directors

Each Director shall be a member and eighteen (18) years of age or older at the time of taking office. Each Director must maintain membership for the duration of the term of office. The authorized number of Directors shall be as provided in Article I, Section 3 hereof, until changed by amendment of the Articles of Incorporation or by a By-law duly adopted by the members amending Section 3 of Article I; and if it is proposed to alter the authorized number of Directors, a majority vote of the Assembly shall be necessary for such alteration.

#### Section 3; Election and Term of Office

The Officers-as-Directors shall be elected at each Annual Assembly Meeting. At-Large Directors shall be elected at the general Assembly meeting in November each year, but if any such meetings are not held or if the Directors are not elected thereat, the Directors may be elected at any special Assembly meeting held for that purpose. All Directors shall hold office until their respective successors are elected and installed.

#### Section 4: Vacancies

Vacancies on the Board of Directors may be filled by a majority of the remaining Directors, though less than a quorum, and each Director so elected shall hold office until his/her successor is elected at an annual or special Assembly meeting. A vacancy shall be deemed to exist in the case of the death, departure, resignation, or removal of any Director, or if the authorized number of Directors be increased, or if the members fail, at any annual or special Assembly meeting at which any Director or Directors are elected, to elect the full authorized number of Directors to complete the Board.

The Assembly may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors. If the Board of Directors accepts the resignation of a Director rendered to take effect at a future time, the Board or the Assembly shall have power to elect a successor to take office when the resignation is to become effective.

No reduction in the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his/her regular term of office.

## Section 5; Removal and Resignation

Any Director may be removed from office, with or without cause, by a majority vote of the Assembly.

Any Director who misses two consecutive Board meetings, or a total of three in the course of his/her annual term, may be considered to have thereby tendered his/her resignation as a Director. In that event, the Board may choose to pass a resolution accepting the resignation. Any Officer in a similar position may be considered by the Board to have resigned that Office as well.

Any Director may resign at any time by giving written notice to the board of Directors, to the President, or to the Secretary of the Corporation. Any such resignation shall take effect at the date of receipt by the Secretary of such notice, or at any later time specified therein. Unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

## Section 6; Place of Meetings

Regular meetings of the Board of Directors shall be held at any place within or without the State which has been designated from time to time by resolution of the Board or by written consent of all members of the board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board may be held at a place so designated or at the principal office.

## Section 7; Organization Meeting

Immediately following each Annual Assembly Meeting, the Board of Directors shall hold a regular meeting for the purpose of organization, and the transaction of other business. Call and notice of such meetings are hereby dispensed with.

## Section 8; Regular Meetings

Regular meetings of the board of Directors shall be held without call at the time and day provided for in Article I, Section 4 hereof.

Any general member may attend any regular Board session, provided that his/her presence will not unduly conflict with time and space limitations, or interfere with the conduct of business. A member having requested to attend such meeting of any Director shall not unreasonably be prevented from doing so.

## Section 9; Special Meetings

Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President, or if he/she is absent and unreachable, unable or unreasonably refuses to act, by the Vice-President and any two additional Board members, or by a majority of the full Board.

Written notice of the time and place of special meetings shall be delivered personally to each Director or sent to each Director by mail or by other form of written communication, charges prepaid, addressed to him/her at his/her address as it is shown on such records, or if not readily ascertainable, at the place in which the meetings of the Directors are regularly held. Notice may also be made by telephone to the telephone number as it is shown on such records. In such case that the notice is mailed, it shall be deposited in the United States mail at least forty-eight (48) hours prior to the holding of the meeting. In case such notice is delivered as above provided, it shall be delivered at least twenty-four (24) hours prior to the time of the meeting. Such mailing, telephoning, or delivery shall be due, legal, and personal notice to each Director.

#### Section 10; Quorum

A majority of Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision by a majority of Directors present at a meeting duly held at which a quorum is present shall be regarded as an act or decision of the Board, unless a greater number be required by law, or by the Articles of Incorporation, or by specific exception of these By-laws.

#### Section 11; Waiver of Notice

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each Director not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

#### Section 12; Adjournment

A quorum of Directors may adjourn any Board meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum a majority of the Directors present at any Board meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

#### Section 13; Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed or determined at the meeting adjourned.

#### Section 14; Fees and Compensation

Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by resolution of the Board.

#### Section 15; Action without Meeting

Any action which, under any provision of the California General Corporation Law, may be taken at a meeting of the Board of Directors, except approval of an agreement for merger or consolidation of the Corporation with other corporations, may be taken without a meeting if authorized by a writing signed by all of the persons who would be entitled to vote upon such action at a meeting, and filed with the Secretary of the Corporation.

#### Section 16; Review by Assembly

Any Board decision or policy that would result in the commitment of more than 30% of the treasury, or of any amount in excess of \$1000 to a single creditor, contract, disbursement, grant, or assignment shall be subject to review by the Assembly prior to its commitment, execution, or implementation.



## **ARTICLE IV: OFFICERS**

### Section 1; Officers

The Officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, who must be 18 years of age or older and a member during the term of office. At the Board's discretion, it may also designate one or more assistant Secretaries, one or more assistant Treasurers, and such Officers as may be appointed in accordance with Section 3. One person may not hold more than one of the above offices concurrently.

### Section 2; Election

The Officers of the Corporation, except such Officers who may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen annually by the Assembly at the Annual Meeting, and each shall hold his/her office until he/she shall resign or shall be removed or otherwise disqualified to serve, or until his/her successor shall be elected.

### Section 3; Subordinate Officers, Etc.

The Board of Directors may appoint, and may empower the President to appoint such other Officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided for in the By-laws, or as the Board of Directors may from time to time determine.

### Section 4; Removal and Resignation

Any Officer may be removed either with or without cause, by the Board of Directors, except those who are themselves Directors, who may be removed with or without cause by the Assembly at any regular or special meeting thereof, or, in case of an Officer chosen by the Board of Directors, by any Officer upon whom such power of removal may be conferred by the Board. Any Officer who is also a Director, may be relieved by a majority vote of the full Board of his/her office, but not of his/her Board membership. A vacancy shall in such case be deemed to exist in that office. Filling of vacancies and procedures involving resignations shall be handled as outlined for Directors under Article III of these By-laws.

### Section 5; President

The President shall be the Chief Executive Officer of the Corporation and shall have the general direction, supervision, and control of the business and Officers of the Corporation. He/She shall preside at all Assembly meetings and at all meetings of the Board of Directors.

The President shall have sole power to appoint and dissolve standing committees and their chairmen to assist with the execution of normal executive responsibilities. He/She shall be ex-officio a member of all standing committees. He may also appoint and dismiss, with or without cause, any committee chairmen or personnel, save those on an executive committee specifically appointed by the Board.

### Section 7; Vice-President

The Vice-President shall serve on the Board, and shall ordinarily perform duties to assist the President. In the cases of unavailability, disability, or the continuing unqualified absence of the President, the Vice-President shall be the designate to assume the Presidency, on either a temporary or permanent basis, when so requested by a majority of the full Board in Board session. In such event, he/she shall assume all the duties of the President, and when so acting shall have all the powers of, and be subject to all

restrictions upon, the President. The Vice-President shall otherwise have such powers and perform such other duties as from time to time may be prescribed for him/her respectively by the Board, the President, or by provision of these By-laws.

#### Section 8; Secretary

The Secretary shall keep, or cause to be kept, at the principal office or such other place as the Board of Directors may order, a book of minutes of all meetings of the Directors and Assembly, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at the meetings, and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office, or such other place as the Board may direct, a register of members showing the names and addresses of Members of the Assembly, the dates when membership fees were received and the amounts thereof. Such register shall be available for inspection at all reasonable times by members, and at all Annual Assembly Meetings.

The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board required by the By-laws to be given, and shall keep the seal of the Corporation, if any, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors, the President, or by provision of the By-laws.

#### Section 9; Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and capital. The books of account shall at all reasonable times be open to inspection by any Director or member upon request.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the Board of Directors whenever they request it, give account of all transactions as Treasurer, report the financial condition of the Corporation, and shall have such other powers and duties as may be assigned by the Board, the President, or by provision of these By-laws.

## **ARTICLE V: ELECTION PROCEDURES**

#### Section 1; Board of Directors

The Board shall have the authority to determine all matters of election procedure not specifically set forth in the Articles or By-laws, and not in conflict with the laws of this nation, state, or county, and provided that such does not prevent the obtaining and maintenance of tax exempt status under both California and federal laws.

#### Section 2; Nominations

Any member may make nominations from the floor at any Assembly meeting during which nominations are open. Nominations shall be opened two meetings prior to the elections meeting, but incumbents

shall not be nominated until the meeting immediately prior. A Nominating Committee may be appointed not more than sixty (60) days, nor less than thirty (30) days before elections, who may propose nominees for offices to which two or fewer people have been nominated from the floor of the Assembly.

Any name offered into nomination must receive a second from the floor of the Assembly before being officially recognized as nominated.

Any nominee may decline nomination with or without cause, or withdraw from consideration, with or without cause, at any time preceding the elections. A nominee must indicate willingness to serve before his/her name shall be entered on the ballots to be used in the elections. Silence or absence of comment shall not be construed as assent.

### Section 3; Ballots

All contested elections for Directors shall be held by use of secret ballot. Ballots shall be printed prior to the elections meetings and distributed either by inclusion in the final announcement of elections distributed to the Assembly Membership by mail or comparable means, or by distribution by hand at the elections meeting.

### Section 4; Record Date

The Board of Directors may fix a time in the future as a 'record date' for the determination of the Assembly Members entitled to notice of, and to vote at, any Assembly meeting. The record date so fixed shall not be more than fifty days prior to the date of the meeting or event for which it is fixed. When a record date is so fixed, only members of record on that date are entitled to notice of, and to vote at, the meeting, or to exercise the rights, as the case may be, notwithstanding any gain or loss of memberships on the books of the Corporation following the record date.

### Section 5; Taking Office

Each elected Director shall assume the rights, duties, and privileges of his/her office at the Board meeting following the elections, canvassing, certification of results, and announcement of results of all elections to be conducted at the particular meeting, whether such election, certification, etc. are conducted by the Board or its delegatee(s).

## **ARTICLE VI: RECORDS**

### Section 1; Inspection of Corporate Records

The membership register or duplicate membership register, the books of account, and minutes of the proceedings of Assembly and Board meetings, and of the Executive and other Board committees shall be open to inspection upon the written demand of any member at any reasonable time, and for a purpose reasonably related to his/her interests as a member and shall be exhibited at any time when required by the demand of .100 (10%) of the Assembly Members at any Assembly meeting. Such inspection may be made in person, or by an agent or attorney, and shall include the right to make extracts. Demand of inspection other than at an Assembly meeting shall be made in writing upon the President or Secretary of the Corporation.

Any individual requesting or demanding an audit of the Corporation and its records must be prepared to arrange for such at his/her own expense. In no case will the Corporation fund or provide means to audit itself except when specifically authorized by a majority of the full Board.

#### Section 2; Checks, Drafts, Etc.

All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of, or payable to the Corporation, shall be signed, endorsed, or authorized by such persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

#### Section 3; Annual Report

The annual report to shareholders referred to in Section 3006 of the Corporations Code of California is expressly dispensed with, but nothing herein shall be interpreted as prohibiting the Board of Directors from issuing such reports.

#### Section 4; contracts, Etc.-How Executed

The Board of Directors, except as when otherwise provided in the By-laws, may authorize any Officer or Officers, agent or agents, to enter into any contract or execute any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

#### Section 5; Proof of Membership

All persons who can demonstrate to a majority of the Board of Directors that they have paid the membership fee and fulfilled the other requirements of these By-laws for membership shall be Members of the Assembly.

The Register of Members shall be prima facie evidence of membership in this Corporation.

#### Section 6; Inspection of By-laws

The Corporation shall keep in its principal office, for the transaction of business, the original or a copy of the By-laws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the Assembly Members at all reasonable times during office hours.

#### Section 7; Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California General Corporations Law shall govern the construction of these By-laws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number the singular, and the term 'person' includes a corporation as well as a natural person.

In the event that the person selected to chair a committee or meeting session is female, she may, at her discretion, choose to substitute the title of Chairwoman or Chairlady in lieu of Chairman, and may choose to be addressed as Madam Chairwoman or Madame Chairlady, instead of as Madame Chairman.

## **ARTICLE VII: PERIODICAL OF GENERAL CIRCULATION**

### Section 1; Periodical

The Corporation shall issue or cause to have issued a newsletter or other publication on a normal monthly basis. It shall be an official instrument of the Corporation, and shall be the vehicle for any communication from management to membership, plus be a normal means of serving notice regarding meetings or events of or sponsored by the Corporation.

### Section 2; Right of Access

Any member of the Assembly or Board may express concurrent or opposition viewpoints in the periodical, may advertise or contribute material to it, and shall not be denied access to space therein, except where not reasonably consistent with size and postage limitations, or with publishing or distribution deadlines.

### Section 3; Additional Publications

The persons, committee, or entity responsible for preparation of publications may be directed to issue special interim mailings by the Board, the President, or where necessary to comply with requirements, explicit or implied, in the By-laws, and as required by law.

## **ARTICLE VIII: PRESIDENTIAL COMMITTEES**

### Section 1; Creation and Basis for Establishment

The President may create one or more Presidential committees to assist in the conduct of the Corporation's affairs. Such committees, and their leadership, shall be specifically responsible to, and directed by, the President who shall, in turn, be ultimately responsible for their actions and commitments. The President shall also have exclusive authority to dissolve such committees at any time, with or without cause.

Presidential committees, or committee Chair(s), if they are the sole member(s), may perform functions including, but not necessarily limited to, advertising, archiving, field trips, formal events, greeting/escorting, management & maintenance of corporation property, membership, negotiation, newsletter assembly and distribution, orientation, presentations, programs, public events and outreach, publicity, refreshments, research, social events, solicitation, speakers, special events, staff assistance, and training.

Presidential committees shall not assume authority to act on behalf of the Corporation, the Board, or the President, except where the President specifically authorizes, and in no case shall they assume authority to contract, allocate monies, or assume any powers not specifically granted the President. Hence, such committees are not required to keep official minutes, nor adhere to procedures beholden upon an executive committee, as established under Article III, Section 1, for establishment of meeting dates and locations, or for other activities and actions. Although not required to maintain official records or

meetings, actions, or activities, presidential committee Chair(s) may be called upon to give a general accounting of the business of that committee by the President, or by a majority vote of the Board.

The role of formally representing the corporation at meetings and events of other organizations in which the corporation is a member, or in whose activities the corporation is a participant, shall also be a committee Chair activity. As such, said Chair(s) represent(s) the President, Board, and membership of the corporation, and shall not perform that function without appropriate consultation with, and timely concurrence of, the President and Board. Such representatives shall be required to keep and present records sufficient to provide full disclosure.

#### Section 2; Personnel

The President shall have exclusive authority to appoint one or more people to chair each committee. Committee Chairs are subject to removal by the President, with or without cause, and may in addition resign or be removed in accordance with procedures outlined for other Officers in Articles II and IV of these By-laws. Committee Chair(s) may appoint additional willing personnel to their committee(s), and remove committee members without cause. The President may also appoint additional willing personnel to a committee, or remove committee members with or without cause, but must do either in consultation with the appropriate committee Chair(s).

#### Section 2; Term and Expiration of Office

The President shall have discretion to revoke, with or without cause, the charter of a presidential committee, and/or its Chair appointment(s), at any time. Otherwise, any committees and its Chair(s) shall have charter to exist and function for a period of one year, at which time both shall require renewal in order to continue in that function. The chartering/renewal process of each committee, and the appointment/reappointment of its Chair(s) shall normally be done at the first Board meeting in the January/February timeframe, following seating of the newly-elected At-Large Board Members (Directors), with the advice and counsel of the other Directors.

#### Section 4; Titling of Committee Leadership

Although the various gender-specific forms of Chair shall be the default reference to committee leadership, other more appropriate official titles may be interchanged or appended at the President's discretion, or upon the initiative of the leader(s) with the President's concurrence. Such titles may include, but are not limited to, Assistant, Associate, Coordinator, Delegate, Deputy, Designate or Designee, Facilitator, Lead, Organizer, and Representative.

#### Section 5; Permanent Committees

Any presidential committee may be made a permanent committee of the Corporation by its inclusion in these By-laws, by means of amendment to append additional sections to Article VIII.

## **ARTICLE IX: AMENDMENTS**

#### Section 1; Power of Members

New By-laws may be adopted, or these By-laws amended or repealed by majority vote of the Assembly, as authorized to exercise majority voting power of the Corporation, or by the written assent of such members, except as otherwise provided by law or by the Articles of Incorporation.

#### Section 2; Power of Directors

Subject to the right of Assembly Members as provided in section 1 of this Article to adopt, amend, or repeal By-laws, other than a By-law or amendment thereof changing the authorized number of Directors, any By-law may be adopted, amended or repealed by the Board of Directors.

## **ARTICLE X: RULES OF ORDER**

#### Section 1; Rules of Order

Unless otherwise provided for in these By-laws, the provisions in Robert's Rules of Order, as amended by the United States House of Representatives, shall govern the operation of this Corporation, and the conduct of its affairs unless the Board determines that such Rules are not necessary for a particular meeting.