

# BYLAWS OF THE SOUTH BAY APPLE MAC USER GROUP, INC.

A California Public Benefit Corporation

## ARTICLE I

The name of this corporation shall be South Bay Apple Mac User Group abbreviated, SBAMUG .

## ARTICLE II - OFFICES

The principal offices for the transaction of the business of the corporation ("principal executive office") is located at Los Angeles, County, California. The directors may change the location of the principal office from one location to another. Any change of this location shall be noted by the secretary on these bylaws opposite this section, or this section may be amended to state the new location. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

## ARTICLE III - OBJECTIVES AND PURPOSES

The objectives of this corporation shall be to provide education and develop educational materials dealing with computers and to promote and encourage interest in such educational activities and materials.

## ARTICLE IV - NONPARTISAN ACTIVITIES

This corporation has been formed under the laws of the State of California as a non-profit corporation for the educational purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted for public vote.

## ARTICLE V - DEDICATION OF ASSETS

The property and assets of this nonprofit corporation are irrevocably dedicated to religious or charitable purposes. No part of the net earnings, properties, or assets of this corporation, upon dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that organization continues to be dedicated to the exempt purposes specified in Internal Revenue Code 501 (c)(3).

## ARTICLE VI - MEMBERSHIP

### SECTION 1. QUALIFICATIONS

There shall be four classes of membership in this corporation: regular membership, sponsoring membership, honorary membership and life membership.

Any person or individual dedicated to the purposes of this corporation shall be eligible for regular membership upon acceptance of his or her application (on a form prescribed by the Board of Directors) by the Board of Directors or its appointed representative, and upon payment of such dues and initiation fees as may from time to time be fixed by the Board of Directors. Each such person shall constitute one member and shall have one vote.

Any individual, partnership or corporation conducting business in the State of California or in any other state and having an interest in small computers shall be eligible for sponsoring membership upon acceptance of its application by the Board of Directors and payment of such dues and initiation fees as may from time to time be fixed by the Board of Directors. Sponsoring members shall have no vote.

The Board of Directors may upon its decision or upon advice of the membership confer the special status of life member. The life member shall be entitled to all privileges and responsibilities of a regular member (including the right to cast a vote) with the exception that such member shall be exempt from any future fees or dues required of a regular member. Life members need not have been a regular member prior to being awarded this status. Although this classification is intended to reward those persons that have rendered extraordinary service to this corporation, life membership may be obtained by the payment of such fees as may from time to time be set by the Board of Directors.

The Board of Directors may upon its decision or upon advice of the membership confer the special status of honorary member. The honorary member shall be entitled to all privileges normally granted a regular member except the right to cast a vote. The honorary member shall be exempt from all responsibilities normally required of a regular member, including the payment of any fees or dues. This classification is intended to reward those persons that have rendered extraordinary service to this corporation. It is intended that this classification shall be awarded to an individual that would not normally take an active, regular role in the affairs of this corporation.

This corporation shall not discriminate on the basis of race, color, creed, religion, national origin or sex in the selection or admission of members.

### SECTION 2. FEES, DUES, AND ASSESSMENTS

Each member in good standing must pay, within the time and on the conditions set by the Board of Directors, the initiation fees and annual dues in amounts to be fixed from time to time by the Board of Directors. The dues and fees shall be equal for all members of each class, but the Board of Directors may set different dues and fees for each class.

### SECTION 3. TERMINATION OF MEMBERSHIP

(a) Causes of Termination. The membership of any member terminate upon the occurrence of any of the following events:

(i) The resignation of the member.

(ii) The failure of a member to renew membership for the following year by paying annual dues within the times set forth by the Board of directors.

(iii) The occurrence of any event which renders any member ineligible for membership provided that termination for such cause shall take effect only upon expiration of the period (not to exceed one year) for which such member's current membership runs.

(iv) The unauthorized duplication of any copyrighted software at any corporate function. Such termination shall be effective only by majority vote of the Board of Directors at a meeting where all members of the Board are present.

(v) The determination by the Board of Directors, or a committee designated to make such determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the interests of the corporation.

(b) Procedure for Expulsion. The corporation shall follow such procedure for expulsion provided for in the applicable California law.

### SECTION 4. TRANSFER OF MEMBERSHIP

No member may transfer a membership or any right arising from it without the prior written approval of the corporation. All rights of membership cease upon termination of membership.

## ARTICLE VII - MEETINGS

### SECTION 1. PLACES OF MEETINGS AND PROCEDURAL RULES

Meetings of the membership shall be held at any place within or outside the State of California designated by the Board of Directors. In the absence of any such designation, members' meetings shall be held at the principal executive office of the corporation. Roberts Rules of Order shall be followed for all formal meeting procedures unless a majority of the members present votes to substitute some other rules of order.

### SECTION 2. MEETING CATEGORIES

(a) Annual Meeting. An annual meeting of members shall be held in the month of September, unless the Board of Directors fixes another date and so notifies the members as provided in Article 7, Section 3. Officers shall be elected during this annual meeting.

(b) Social Meeting. Social meetings are informal meetings intended to afford the membership opportunities to pursue interests concerning small computers. No official business shall be conducted during a social meeting. Restrictions regarding the notification of members as to the time and location of meetings as provided in Article 7, Section 3 need not apply to social meetings.

(c) Special Meeting. A special meeting of the members may be called at any time by either the Board of Directors or five percent of the regular members. If a special meeting is called by regular members, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or delivered by registered mail or by telegraphic or other facsimile transmission to any member of the Board of Directors of the corporation. The officer receiving the request shall cause notice to be given to the members entitled to vote, in accordance with the provisions pertaining to special meetings in Section 3 of this Article 7, that a meeting will be held, and the date for such meeting, which date shall not be less than 20 nor more than 30 days following the receipt of the request. The Board of Directors shall fix the location for any special member's meeting. If the notice is not given within 14 days of the request, the members requesting the meeting may give the notice. Nothing in this subsection shall be construed as limiting, fixing or affecting the time when a meeting may be held when the meeting is called by action of the Board of Directors.

### SECTION 3. NOTICE TO MEMBERS OF MEETINGS

(a) General Notice Contents. All notices of meetings of members shall be sent or otherwise given in accordance with Subsection (c) of this Section not less than 10 nor more than 30 days before the date of the meeting. The notice shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business in that case may be transacted, or (ii) in the case of the annual meeting, those matters which, at the time of giving the notice, the Board of Directors intends to present for action by the members.

(b) Notice of Certain Agenda Items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such proposals is invalid unless the notice or written waiver of notice states the general nature of proposal(s).

- (i) Removing a director without cause.
- (ii) Filling vacancies on the Board of Directors by the members.
- (iii) Amending the bylaws or the articles of incorporation.
- (iv) Voluntarily dissolving the corporation.

(c) Manner of Giving Notice. Primary method of giving notice of any meeting shall be through the SBAMUG Newsletter, addressed and mailed with postage prepaid to each member either at the address of that member appearing on the books of the corporation or at the address of the member given to the corporation for the purpose of notice. Notice of any meeting may alternatively be given either personally or by first class mail, or by telegraphic or other written means. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to that member by first class mail or telegraphic or other written communication to the corporation's principal executive office, or (ii) notice is published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegraphic or other means of written communication.

(d) Affidavit of Mailing Notice. An affidavit of mailing or other means of giving any notice of any members' meeting may be executed by the secretary, assistant secretary or any transfer agent of the corporation giving the notice, and if so executed, shall be filed and maintained in the minute book of the corporation.

#### SECTION 4. QUORUM

(a) Percentage Required. Fifty percent plus one of the eligible voting members, whether represented in person or by proxy, shall constitute a quorum for the transaction of business at a business meeting, with the provision that any member not represented either in person or by written proxy shall be counted as present but abstaining from the vote.

#### SECTION 5. ADJOURNED MEETINGS

Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by vote of a majority of eligible voting members present at the meeting, either in person or by proxy; but in the absence of a quorum, no other business may be transacted, except as provided in this Article.

#### SECTION 6. VOTING

(a) Eligibility to Vote. Only regular or life members as of the date determined in accordance with Article 7, Section 9, subject to the provisions of California Law, shall be entitled to vote at any meeting of members or by ballot. The Board of Directors shall approve the credentials of each eligible member before such member shall be allowed to vote at a members' meeting or by ballot.

(b) Manner of Casting Votes At Meetings. Voting at meetings may be by voice or secret ballot, provided that any election of directors or officers must be by secret ballot if demanded by any member before the voting begins. A regular or a life member shall be entitled to cast one vote for each matter submitted to a vote of the members.

(c) Majority of Members Represented at Meeting Required, Unless Otherwise Specified. If a quorum is present, the affirmative vote of a majority of the eligible voting members represented at the meeting, entitled to vote and voting on any matter shall be the act of the members, unless the voting of a greater number or voting by classes is required by California Law or by the articles of incorporation.

#### SECTION 7. WAIVER OF NOTICE OR CONSENT BY ABSENT MEMBER

(a) Written Waiver or Consent. The transaction of any meetings of members, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, who was not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or business or special meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 4(b) of Article 7, the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(b) Waiver By Attendance. Attendance at a meeting by an eligible voting member whose credentials have been approved by the board of directors shall also constitute a waiver of notice of that meeting, except when the member objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

## SECTION 8. ACTION BY WRITTEN CONSENT WITHOUT A MEETING

(a) General. Any action that may be taken at any meeting of members, including election of directors, may be taken without a meeting and without prior notice upon compliance with provisions of this section.

(b) Solicitation of Written Ballots. The corporation shall distribute one written ballot to each member entitled to vote; such ballots shall be mailed or delivered in the manner required by Article 7, Section 3 for giving notice of special meetings. All solicitations of votes by ballot shall: (1) indicate the number of responses needed to meet the quorum requirement; (2) state the percentage of approvals required to pass the measure(s); and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall: (1) set forth the proposed action; and (2) provide the members an opportunity to specify approval or disapproval of each proposal, if more than one proposal is set forth. Any form of written ballot in any election of directors shall name the directors to be voted on therein and shall provide for a member to withhold authority to vote for the election of directors. Any ballot so marked or otherwise marked to indicate that the authority to vote for the election of directors is withheld shall not be voted either for or against the election of a director.

## ARTICLE VIII - ELECTION OF DIRECTORS

### SECTION 1. NOMINATIONS

(a) Nominating Committee. The Chairperson of the Board of Directors shall appoint a committee to supervise the nomination of qualified candidates for the election of the Board of Directors. The nominating committee shall publish in the newsletter its intent to seek qualified candidates. Such publication shall be in a newsletter to be received by members no less than 15 days prior to the closing of nominations and shall state the closing date for acceptance of nominations and the manner in which nominations should be directed to the committee. Any voting member in good standing may be nominated. The nominating committee shall present a list of qualified candidates to the president no later than 30 days prior to the date of the election of directors. The president shall cause a list of qualified candidates to be published in the newsletter to be received by the members prior to the date of the election of directors.

(b) Other Nominations. On the day of elections, nominations will be accepted from the floor prior to the voting. It is the responsibility of the officer presiding at the meeting to ensure that the individual making such floor nomination is a voting member in good standing and that the proposed nominee is a qualified candidate.

(c) Solicitation of Votes. If more people are nominated for the board than can be elected, the election shall take place by means of a procedure that allows all nominees a reasonable opportunity to solicit votes and all members a reasonable opportunity to choose among the candidates. If after close of nominations there is no more than one nominee for each position, the corporation may without further action declare that those nominated and qualified to be elected have been elected.

(d) Publications. Without limiting the generality of the foregoing, if the corporation now or hereafter publishes, owns, or controls a magazine, newsletter or other publication, and publishes material in the publication soliciting votes for any nominee for director, it shall make available to all other nominees, in the same issue of the publication, an equal amount of space, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

(e) Mailing Election Material. The corporation shall not be responsible for the distribution of any material soliciting votes on behalf of a nominee with the exception noted in this Article VIII, Section I(d).

(f) Use of Corporate Funds to Support Nominee. Without authorization of the board, no corporate funds may be expended to support a nominee for a director after there is more than one person nominated for that position.

## SECTION 2. PLACE AND DATE OF ELECTIONS

The election of directors shall take place during the Annual Meeting at a time and location announced according to provisions in Article VII, Section 3.

## SECTION 3. DIRECTORS ELECTED AS OFFICERS OF THE CORPORATION

It is intended that the election of directors serve as the election of the corporate officers: president, vice-president, treasurer, secretary. Within 60 days of the election of the Board of Directors, the members shall elect one of their number to serve as the Chairman of the Board. If no such election is held, then the person elected to the office of president shall serve as the Chairman of the Board of Directors. Other elected directors will serve as officers in the position for which each was elected. Any director who does not serve as a corporate officer shall be deemed a director-at-large.

## SECTION 4. VOTE REQUIRED TO ELECT A DIRECTOR

Candidates receiving the highest number of votes shall be elected.

# ARTICLE IX - DIRECTORS

## SECTION 1. POWERS

(a) General Corporate Powers. Subject to the provisions of California Law and any limitations in the articles of incorporation and these bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the Board of Directors.

(b) Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

(i) Select and remove all appointed officers, agents, and employees of the corporation; prescribe any duties or powers for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix their compensation.

(ii) Change the principal executive office or principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of members' meeting or meetings, including annual meetings.

(iii) Adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates.

(iv) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

## SECTION 2. NUMBER AND QUALIFICATIONS OF DIRECTORS

The authorized number of directors shall be no less than 3 and no more than 11. Each director shall be elected to a specific position as a corporate officer. Any director not elected to an officer's position shall be considered a director-at-large. Directors must be members in good standing.

## SECTION 3. ELECTION AND TERM OF OFFICE OF DIRECTORS

(a) Term of Office. The term of office of a director shall be one year, from the first day of the month following the meeting at which such director is elected until the last day of the month in which a successor is elected.

(b) Election of Officers. All directors shall be elected either at the annual general meeting, at a special meeting, or by mail ballot.

(c) Ballots. When the election of directors is held by mail ballot, the provisions in this subsection shall apply:

(i) An official ballot shall be sent to all voting members no later than 30 days prior to the date of the election, containing the names of all the nominees for each office.

(ii) All ballots shall be returned to the corporation's official mailing address no later than the date specified in the official ballot.

(iii) Ballots shall be counted by an independent group designated by the Board of Directors.

(iv) The results of the balloting shall be published in the official publication of the corporation. The newly elected directors/officers shall take their places as directors of the corporation at the next regular meeting.

(d) If any annual meeting is not held or if the directors are not elected at any annual meeting, they may be elected at a special members' meeting held for that purpose or by mail ballot. Each director, including a director elected to fill a vacancy or elected at a special members' meeting or by mail ballot, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.



## SECTION 4. VACANCIES

(a) Events Causing Vacancy. A vacancy or vacancies on the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal, as set forth in subsection 4(b) below, of any director; (ii) the declaration by resolution of the Board of Directors of a vacancy in the office of a director who has been declared of unsound mind by order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under applicable sections of California law; (iii) the increase of the authorized number of directors, or (iv) the failure of members at any meeting or meetings at which directors are to be elected, to elect the number of directors to be elected at such a meeting.

(b) Removal of Directors. A director shall be removed from his/her position as director upon vote of the members to remove a director (if the corporation has fewer than 50 members, the vote of the majority of the members); provided that no director who was designated as such, rather than elected by the members, may be removed without the written consent of the person or persons who designated such director.

(c) Recall of Directors By Members. Recall of a director may be sought by a petition signed by 51% or more of the voting members. The petition shall state the reason for the recall and shall be filed with the corporation at its official mailing address. The memberships and signatures on such petitions shall be verified by the secretary of the corporation before the recall shall become effective. The recall shall become effective when the secretary shall have filed with the president a certificate of verification of the petition for recall. The petition and the secretary's certification shall be filed with the corporation's minute book. Notice of the results of the petition shall be to all members and to the Board of Directors and officials of the corporation.

(d) Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the chairperson of the board, the president, the secretary, or the Board of Directors, unless the resignation specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office as of the date when resignation becomes effective. No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

(e) Vacancies Filled By Board of Directors. If a directorship becomes vacant, the Board of Directors may appoint a director to serve until the next election of directors, or it may elect to leave that directorship vacant until the next election of directors. If the vacancy is among the elected officers, the Board may at its option, choose one of its members to serve in that office and appoint another Director, or simply fill the vacated position directly by appointing a person as both Officer and Director.

(f) Vacancies Filled By Members. The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors, but any such election by written consent shall require the consent of a majority of the voting power.

(g) No Vacancy On Reduction of Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

(h) Restriction On Interested Directors. Not more than 49% of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by the corporation for services rendered to it in the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. Any violation of the provisions in this paragraph shall not effect the validity or enforceability of any transaction entered into by the corporation.

## SECTION 5. PLACE OF MEETINGS; MEETINGS BY TELEPHONE

Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the board. In absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board may be held at any place within or outside the State of California that has been designated by the notice of the meeting or, if not stated in the notice, at the principal executive office of the corporation. Notwithstanding the provisions of this Section 5, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, either regular or special, may be held by conference phone or by other electronic communications equipment, so long as all directors participation in the meeting can communicate instantaneously with each other by visible or audible means, and all such directors shall be deemed to be present at such meeting.

## SECTION 6. ANNUAL MEETING

Immediately following each annual meeting of members, the board shall hold a regular meeting for the purposes of organization, appointing of officers, and the transaction of other business. Notice of this meeting shall not be required.

## SECTION 7. OTHER REGULAR MEETINGS

Other regular meetings of the Board of Directors shall be held without call at such time as shall be from time to time be fixed by the Board. Such meetings may be held without notice.

## SECTION 8. SPECIAL MEETINGS

(a) Authority to Call. Special meetings of the Board of Directors may be called for any purpose, at any time by the Chairperson of the Board or any other two directors or elected officers.

(i) Manner of Giving. Notice of the time and place of special meetings may be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage prepaid; (c) by telephone communication; or, (d) by telegram, charges prepaid. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.

(ii) Time Requirements. Notices sent by first class mail shall be deposited into a United States mail box at least seven days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least 48 hours before the time set for the time of the meeting.

(iii) Notice Contents. The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, of the place of the meeting, if it is to be held at the principal executive office of the corporation.

## SECTION 9. QUORUM

Fifty percent plus one of the authorized number of directors, but in no event fewer than 2 directors, shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of Article IX. Every act done or decision made by a majority of directors present at a meeting held at which a quorum is present shall be regarded as an act of the Board of Directors, subject to the provisions of California law, especially those transactions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material interest, (ii) appointment of committees, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

## SECTION 10. WAIVER OF NOTICE

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or the consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall be also deemed to be given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

## SECTION 11. ADJOURNMENT

A majority of directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

## SECTION 12. NOTICE OF ADJOURNMENT

Notice of the time and place of the holding of an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

## SECTION 13. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

## SECTION 14. FEES AND COMPENSATION OF DIRECTORS

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

## ARTICLE X - COMMITTEES

### SECTION 1. MEETINGS AND ACTIONS OF COMMITTEES

Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article IX of these bylaws concerning meetings of directors, with such changes in the context of these bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the times for regular meetings of the committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws. A member may join any committee except the Organizational Committee; all committee meetings are open to any member; and, committee Chairs are appointed by the President and serve at his pleasure.

### SECTION 2. STANDING COMMITTEES

The standing committees of this corporation and their duties shall be:

- (a) Educational Committee. Responsible for planning and conducting all educational activities.
- (b) Social or Program Committee. Responsible for planning and conducting Social Meetings and other member activities of a recreational nature.
- (c) Newsletter Committee. Responsible for the editing and publishing of the newsletter. Chairman is the Newsletter Editor.
- (d) Membership Committee. Responsible for attracting new members, new-member orientation and promoting member involvement in club activities.
- (e) Library Committee. Responsible for maintaining and providing member access to the club's library of public-domain software. The Librarian shall also serve as the club archivist and historian under the direction of the Board of Directors. The Librarian shall be Chairman of this committee.
- (f) Evaluation Committee. Responsible for evaluating software or hardware as requested by the Board or some other committee. Also supervises and judges club-sponsored competitions.

(g) Financial Committee. Responsible for assisting the Treasurer in the preparation and filing of any paperwork relating to financial matters. The Treasurer may be Chairman of this committee.

(h) Organizational Committee. Responsible for the coordination of all committee activities with the goal of facilitating interaction and resolving conflicts among the various committees. Membership is restricted to the President, Vice-president and currently-serving Chairpersons of all standing committees, advisory committees and ad hoc committees. The Vice-president shall serve as Chairman of this committee. Other standing committees may be established by resolution of the Board of Directors.

### SECTION 3. ADVISORY COMMITTEE

The Board of Directors shall have the authority to establish such advisory committees as it may from time to time find appropriate and to dissolve such committees from time to time.

## ARTICLE XI - OFFICERS

### SECTION 1. OFFICERS

The officers of the corporation shall be a president, a vice-president, a secretary and a chief financial officer. The corporation may also have, at the discretion of the Board of Directors, a Chair-person of the board, one or more assistant secretaries, one or more assistant treasurers and such other officers as may be appointed in accordance With the provisions of Section 3 of this Article. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently a\$ either the president or the chairperson of the board.

### SECTION 2. ELECTION OF OFFICERS

The officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article, Section 6, herein, and each sh<sup>^</sup>ll serve at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment.

### SECTION 3 SUBORDINATE OFFICERS

The Board of Directors may appoint, and may authorize the chairperson of the board or the president or another officer to appoint, any other officers that the business of the corporation may require, each of whom shall have the title, hold office f<br the period, have the authority, and perform the duties specified in the bylaws or determined from time to time by the board of directors. Subordinate officers may include, but are not limited to Editor, Librarian.

### SECTION 4 REMOVAL OF OFFICERS

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the board, or, except in case of an officer chosen by the Board of Directors, by an officer on whom such power of removal may be conferred by the board of Directors.

## SECTION 5 RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of that resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

## SECTION 6 VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these bylaws for regular appointments to that office.

## SECTION 7 RESPONSIBILITIES OF OFFICERS

(a) Chairperson Of The Board. If such an officer be elected, the chairperson of the board shall preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board of Directors or prescribed by the Board of Directors. Subject to such supervisory powers as may be given by the Board of Directors to the chairperson of the board, if any, the president shall, subject to the control of the board of directors, generally supervise, direct, and control the business and the officers of the corporation. He or she shall preside at all meetings of the members and, in the absence of the chairperson of the board or if there be none, at all meetings of the Board of Directors. He or she shall have such other powers and duties as may be prescribed by the Board of Directors or the bylaws.

(c) Vice presidents). In the absence or disability of the president, the vice president(s) in order of their rank as fixed by the Board of Directors or, if not ranked a vice president designated by the Board of Directors, 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 upon, the president. The vice president(s) shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the president.

(d) Secretary. The secretary shall attend to the following: (i) Book of minutes. The secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of the Board of Directors. (ii) Membership records. The secretary shall keep, or cause to be kept, at their principal executive office, as determined by resolution of the Board of Directors, a record of the corporation's members, showing the names of all members, their addresses, and the class of membership held by each. (iii) Notices, seal and other duties. The secretary shall give, or cause to be given, notice of all meetings of the members of the Board of Directors required by the bylaws to be given. He or she shall keep the seal of the corporation in safe custody. He or she shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.

(e) Treasurer. The treasurer (chief financial officer) shall attend to the following:

(i) Books of account. The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

(ii) Deposit and disbursement of money and valuables. The chief financial officer shall deposit all money 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; shall disburse the funds of the corporation as may be ordered by the Board of Directors; shall render to the president and directors, whenever they request it, an account of all his or her transactions as chief financial officer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

(iii) Bond. If required by the Board of Directors, the chief financial officer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of his or her office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office. Should such bond be required, the Corporation shall bear the cost of obtaining such bond from a bonding agency.

## ARTICLE XII - INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

SECTION 1. DEFINITIONS. For the purpose of this Article:

(a) "Agent" means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation;

(b) "Proceedings" means any threatened, pending, or contemplated action or proceeding, whether civil, criminal, administrative or investigative; and

(c) "Expenses" includes, without limitation, all attorney's fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his or her position or relationship as agent and all attorney's fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

## SECTION 2. SUCCESSFUL DEFENSE BY AGENT

To the extent that an agent of this corporation has been successful on the merits in the defense of any proceedings referred to in this Article or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

## SECTION 3. ACTIONS BROUGHT BY PERSON OTHER THAN THE CORPORATION

Subject to the required findings to be made pursuant to Section 5, below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action brought by or in the right of this corporation to procure a judgment in its favor, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

#### SECTION 4. ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION

(A) Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceedings, unless it is settled with the approval of the Attorney General.

(b) Claims and suits awarded against agent. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(i) The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section; and;

(ii) Upon application, the court in which the action was brought must determine that, in view of all the circumstances of the case, the agent should be entitled to indemnify for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

#### SECTION 5. DETERMINATION OF AGENT'S GOOD FAITH CONDUCT

The indemnification granted to an agent in Section 3 and 4 above is conditioned on the following:

(a) Required standard of conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he or she believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he or she reasonably believed to be in the best interest of this corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his or her conduct was unlawful.

(b) Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with Paragraph (a) above shall be made by:

(i) the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or

(ii) the members by an affirmative vote (or written ballot in accord with Article VII, Section 9) of a majority of members represented and voting at a duly held meeting of members at which a quorum is present (which affirmative votes also constitute a majority of the required quorum); or

(iii) the court in which the proceeding is or was pending. Such determination may be made on application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this corporation.



## SECTION 6 LIMITATIONS

No indemnification or advance shall be made under this Article, except as provided in Section 2 or 5(b)(iii), in any circumstance when it appears: (a) That the indemnification or advance would be inconsistent with a provision of the articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts paid, which prohibits or otherwise limits indemnification; or

(b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

## SECTION 7. ADVANCE OF EXPENSES

Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this article.

## SECTION 8. CONTRACTUAL RIGHTS OF NON-DIRECTORS AND NON-OFFICERS

Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

## SECTION 9. INSURANCE

The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability other than for violating provisions against self-dealing asserted 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 that liability under the provisions of this section.

## ARTICLE XIII - RECORDS AND REPORTS

### SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Minutes in written form of the proceedings of its members, board, and committees of the board;
- (c) A record of its members, giving their names and addresses and the class of membership held by each.

All such records shall be kept at the corporation's principal executive office, or if the principal executive office is not in the State of California, at its principal business office in this state.

## SECTION 2. MEMBER'S INSPECTION RIGHTS

(a) Any member of the corporation may (i) inspect and copy the records of members' names and voting rights, but not in including their addresses, during usual business hours on five days' prior written demand on the corporation, stating the purpose for which the inspection rights are requested, or, (ii) on written demand and on the tender of the secretary's usual charges for such a list, if any, obtain a list of the names of members who are entitled to vote for the election of directors, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the secretary on or before the later of 10 days after the demand is received or the date specified in it as the date by which the list is to be compiled; and

(b) Any member of the corporation may inspect the accounting books and records and minutes of the proceedings of the members and the board and committees of the board, at any reasonable time, for a purpose reasonably related to such person's interest as a member.

(c) Any inspection and copying under this section may be made in person or by an agent or attorney of the member and the right of inspection includes the right to copy and make extracts of documents.

## SECTION 3. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state, the original or a copy of the articles and bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal executive office of the corporation is outside the State of California and the corporation has no principal business office in this state, the secretary shall, on the written request of any member, furnish to that member a copy of the articles and bylaws as amended to date.

## SECTION 4. INSPECTION BY DIRECTORS

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

## SECTION 5. ANNUAL REPORT TO MEMBERS

(a) Not later than 120 days after the close of the corporation's fiscal year, the board shall cause an annual report to be sent to the members. Such report shall contain the following information in reasonable detail:

- (1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (2) The principal changes in assets and liabilities, including trust funds, during the fiscal year,
- (3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(5) Any information required by Section 6 of this Article.

(b) The report required by this Section shall be accompanied by any report thereon of independent accountants, or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

## SECTION 6. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

No later than the time the corporation gives its annual report, if any, to the members, and in any event no later than 120 days after the close of the corporation's fiscal year, the corporation shall prepare and mail or deliver to each member a statement of the amount and circumstances of any transaction or indemnification of the following kind:

(a) Any transaction(s) in which the corporation, its parent or its subsidiary was a party, and in which any director or officer of the corporation, its parent or subsidiary (a mere common directorship shall not be considered such an interest) had a direct or indirect financial interest.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation pursuant to Article XII hereof, unless such indemnification has already been approved by the members pursuant to Section 5(b) of Article XII.

## ARTICLE XIV - CONSTRUCTION AND DEFINITION

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in California law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

## ARTICLE XV - AMENDMENT OF BYLAWS

### SECTION 1. AMENDMENT BY MEMBERS

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the members or their proxies, or by written consent of these persons. However, if the corporation has more than one class of voting members, any amendment which would materially and adversely affect the rights of any class as to voting or transfer, differently from the manner in which such action affects another class, must be approved by the members of such affected class. Further, where any provisions of these bylaws requires the vote of a larger proportion of the members than otherwise required by law, such provisions may not be altered, amended or repealed except by vote of such larger number of members. No amendment may extend the term of a director beyond that for which director was elected.

## SECTION 2. AMENDMENT BY DIRECTORS

Subject to the rights of members under Section 1 of this Article XV and the limitations set forth below, the Board of Directors may adopt, amend or repeal bylaws. Such power is subject to the following limitations:

(a) the limitation set forth in Section 1 on the members' power to adopt, amend or repeal bylaws shall apply to actions by the Board of Directors.

(b) The Board of Directors may not amend a bylaw provision fixing the authorized number of directors or the minimum and maximum number of directors. However, if the articles or bylaws provide for a variable number of directors within specified limits, the directors may, subject to the other limitations of this Section, adopt, amend or repeal a bylaw fixing the exact numbers of directors within those limits.

(c) If any provision of these bylaws requires the vote of a larger proportion of the directors than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of directors.

(d) The Board of Directors may not adopt or amend bylaw provisions concerning the following subjects without the approval of the members:

(i) Any provision increasing the terms of directors;

(ii) Any provision allowing one or more directors to hold office by designation or selection rather than election by the members;

(iii) Any provision giving the Board of Directors power to fill vacancies on the board created by removal of directors;

(iv) Any provision increasing the quorum for members' meetings;

(v) Any provision repealing, restricting, creating or expanding proxy rights.

## CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the South Bay Apple Mac User Group, Inc. a California nonprofit corporation, and the above bylaws, consisting of 20 pages, are the bylaws of this corporation as adopted at a meeting of the Board of Directors held on October 20th, 1991.

Dated: October 20th, 1991

**MJL>**