



BYLAWS OF
ASIAN/PACIFIC GAYS AND FRIENDS

A CALIFORNIA PUBLIC BENEFIT CORPORATION

As Adopted November 1995
As Amended April 4, 2002
As Amended Effective January 1, 2003
As Amended June 18, 2003
As Amended September 4, 2015

BYLAWS OF ASIAN/PACIFIC GAYS AND FRIENDS, INC.

TABLE OF CONTENTS

ARTICLE I	NAME	1
ARTICLE II	OFFICES	2
	Section 1 Principal Offices	2
	Section 2 Other Offices	2
ARTICLE III	NONPARTISAN ACTIVITIES	3
ARTICLE IV	DEDICATION OF ASSETS	4
ARTICLE V	PURPOSE AND OBJECTIVES	5
	Section 1 Purpose	5
	Section 2 Objectives	5
ARTICLE VI	MEMBERSHIP	6
	Section 1 Qualifications and Classes	6
	(a) Qualifications	
	(b) Membership Classes	
	Section 2 Fees, Dues and Assessments	6
	Section 3 Termination of Membership	6
	(a) Causes for Termination	
	(b) Procedures for Termination	
	Section 4 Transfer of Membership	7
ARTICLE VII	MEETINGS OF MEMBERS	8
	Section 1 Place of Meetings	8
	Section 2 Annual Meeting	8
	Section 3 Special Meetings	8
	(a) Authorized Persons Who May Call	
	(b) Calling of Special Meetings by Members	
	Section 4 Notice of Annual and Special Meetings	9
	(a) General Notice Contents	
	(b) Notice of Certain Agenda Items	

	(c) Manner of Giving Notice	
	(d) Affidavit of Mailing Notice	
Section 5	Quorum	10
	(a) Percentage Required	
	(b) Loss of Quorum	
Section 6	Adjournment.....	10
Section 7	Voting.....	10
	(a) Eligibility to Vote	
	(b) Manner of Casting Votes	
	(c) Number of Members Required	
Section 8	Waiver of Notice or Consent.....	11
	(a) Written Waiver of Consent	
	(b) Waiver by Attendance	
Section 9	Action by Written Consent Without a Meeting	11
Section 10	Recording Date	11
	(a) Determined by Steering Committee	
	(b) Failure to Determine Date	
Section 11	Votes Required	12
Section 12	Other Meetings	12
ARTICLE VIII	STEERING COMMITTEE.....	13
Section 1	Composition and Voting Rights.....	13
Section 2	Powers	13
	(a) General Corporate Powers	
	(b) Specific Powers	
Section 3	Term of Office	14
Section 4	Vacancies	14
	(a) Events Causing a Vacancy	
	(b) Filling of Vacancies	
	(c) Reduction of Steering Committee Members	
Section 5	Meetings	14
	(a) Place of Meetings	
	(b) Meetings by Telephone	
Section 6	Robert's Rules of Order	15
Section 7	Regular Meetings.....	15
Section 8	Special Meetings.....	15

	(a) Authority to Call	
	(b) Notice	
Section 9	Quorum	16
	(a) Number Required)	
	(b) Withdrawal of Steering Committee Members	
Section 10	Waiver of Notice	16
Section 11	Adjournment.....	17
Section 12	Notice of Adjournment	17
Section 13	Actions Without Meeting	17
Section 14	Fees and Compensation.....	17
Section 15	Ad Hoc Committees	17
	(a) Functions and Limitations	
	(b) Terms of Ad Hoc Committees	
	(c) Fees and Compensation	
ARTICLE IX	OFFICERS.....	19
Section 1	Officers	19
Section 2	Subordinate Officers	19
Section 3	Removal of Officers	19
Section 4	Removal of Subordinate Officers	19
Section 5	Resignation of Officers.....	20
Section 6	Vacancies in Office	20
	(a) President	
	(b) President and Vice President Concurrently	
	(c) Other Vacancies	
Section 7	Responsibilities of Officers.....	21
	(a) President	
	(b) Vice President	
	(c) Secretary	
	(d) Treasurer	
Section 8	Fees and Compensation.....	22
ARTICLE X	DELEGATES-AT-LARGE	23
Section 1	Functions and Responsibilities	23
Section 2	Term of Office	23

Section 3	Removal of Delegates-at-Large	23
Section 4	Resignation of Delegates-at-Large	23
Section 5	Vacancies in Position	24
Section 6	Fees and Compensation	24
ARTICLE XI	ELECTION OF OFFICERS AND DELEGATES-AT-LARGE	25
Section 1	Nominations	25
	(a) Nomination/Transition Committee	
	(b) Nominations by Members	
Section 2	Elections	25
	(a) Election Ballot	
	(b) Nominees Exceed Number to be Elected	
	(c) Vote Solicitation	
	(d) Candidate Mailings	
	(e) Corporate Funds	
Section 3	Votes Required	27
	(a) Officers	
	(b) Delegates-at-Large	
Section 4	Time for Elections	27
ARTICLE XII	STANDING COMMITTEES	28
Section 1	Functions	28
	(a) Culture-Education Committee	
	(b) Membership Outreach Committee	
	(c) Fundraising Committee	
	(d) Publications Committee	
	(e) Asians & Friends HIV Support Group	
	(f) Rap Committee	
	(g) Webmaster	
Section 2	Coordinators	29
	(a) Responsibilities	
	(b) Appointment	
	(c) Removal	
	(d) Resignation	
	(e) Vacancy	
Section 3	Standing Committee Members	30
	(a) Membership Qualifications	

	(b) Functions	
Section 4	Standing Committee Meetings	31
	(a) Frequency	
	(b) Meeting Content and Vote	
	(c) Quorum	
	(d) Adjournment	
	(e) Notice of Adjournment	
	(f) Action Without Meeting	
	(g) Standing Committee Meeting Minutes	
ARTICLE XIII	RECORDS AND REPORTS	32
Section 1	Articles and Bylaws	32
	(a) Location	
	(b) Inspection	
Section 2	Other Corporate Records.....	32
	(a) Location	
	(b) Inspection	
Section 3	Inspection by Steering Committee Members	32
Section 4	Annual Report.....	33
Section 5	Access to Membership Records	33
ARTICLE XIV	CONSTRUCTION AND DEFINITIONS.....	34
ARTICLE XV	AMENDMENTS	35
Section 1	Amendments by Members	35
Section 2	Amendments by Steering Committee Members	35

1
2
3
4
5
6

ARTICLE I

NAME

The name of this corporation shall be *Asian/Pacific Gays and Friends, Inc. (A/PGF, Inc.)*

7 **ARTICLE II**

8

9 **OFFICES**

10

11 **SECTION 1 PRINCIPAL OFFICE**

12 The principal office for the transaction of the business of the corporation
13 (“principal executive office”) is located in the State of California, County
14 of Los Angeles, at 1049 Havenhurst Drive, Suite 109, Box 443, West
15 Hollywood, CA 90046.

16

17 The Steering Committee may change the principal executive office from
18 one location to another. Any change in this location shall be noted by the
19 Secretary on these bylaws opposite this section, or this section may be
20 amended to state the new location.

21

22 **SECTION 2 OTHER OFFICES**

23 The Steering Committee may, at any time, establish branch or subordi-
24 nate offices at any place or places where the corporation is qualified to
25 do business.

26

27 **ARTICLE III**

28

29 **NONPARTISAN ACTIVITIES**

30

31 This corporation has been formed under California Corporation Law for the purposes de-
32 scribed herein below at Article V (Purpose and Objectives) and it shall be nonprofit and
33 nonpartisan. No substantial part of the activities of the corporation shall consist of the
34 publication or dissemination of materials with the purpose of attempting to influence leg-
35 islation.

36

37 The corporation shall not, except in an insubstantial degree, engage in any activities or
38 exercise any powers that are not in furtherance of the purpose and objectives described in
39 Article V (Purpose and Objectives).

40

41 **ARTICLE IV**

42
43 **DEDICATION OF ASSETS**

44
45 The properties and assets of this nonprofit corporation are irrevocably dedicated to chari-
46 table purposes. No part of the net earnings, properties, or assets of this corporation, on
47 dissolution or otherwise, shall inure to the benefit of any private person or individual, or
48 any member or Steering Committee member of this corporation. On liquidation or disso-
49 lution, all properties and assets and obligations shall be distributed and paid over to an
50 organization dedicated to the below stated purposes in Article V, provided that that or-
51 ganization continues to be dedicated to the exempt purposes as specified in Internal Rev-
52 enue Code Section 501(c)(3).
53

54 **ARTICLE V**

55 **PURPOSE AND OBJECTIVES**

56

57

58 **SECTION 1 PURPOSE**

59 The purpose of this corporation shall be to hold and manage property and
60 funds for charitable and eleemosynary purposes, including the assistance
61 and support of such institutions, associations, and undertakings.
62

63 **SECTION 2 OBJECTIVES**

64 The objectives of this corporation shall be:

- 65
- 66 (a) To provide a support system for gay men and women of
67 Asian/Pacific Islander descent in their relations with their families
68 and communities so as to understand and accept each other with
69 caring and pride
- 70 (b) To inform individuals and the community at large on the experi-
71 ence of Asian/Pacific Islander gay men and women
- 72 (c) To support the full human rights and civil rights of gay men and
73 women
- 74 (d) To increase awareness and understanding of the rich cultural herit-
75 age and diversity that exists among Asian/Pacific Islander ethnic
76 groups for members and the general public
- 77 (e) To provide opportunities for members of Asian/Pacific Islander de-
78 scent to develop leadership skills and function in leadership posi-
79 tions
- 80 (f) To foster a sense of community in a family-like environment
- 81 (g) To promote positive interactions among the members
- 82 (h) To provide a support system that will help members understand and
83 accept other important people in their lives
- 84 (i) To strive to enhance the self identity, pride, personal growth and
85 competence of the membership
- 86 (j) To inform the membership of relevant political and social issues
- 87 (k) To improve understanding of the gay and lesbian Asian/Pacific Is-
88 lander experience by the greater gay communities, the Asian/Pa-
89 cific communities, and the public at large.
- 90

91 **ARTICLE VI**

92 **MEMBERSHIP**

93

94

95 **SECTION 1 QUALIFICATIONS AND CLASSES**

- 96 (a) Qualifications: Any person eighteen years of age or older, of good
97 character and dedicated to the purposes of this corporation, shall be
98 eligible for membership upon acceptance of an application by the
99 Steering Committee, or appointed representative, and payment of
100 such dues and initiation fees as may from time to time be fixed by
101 the Steering Committee.
- 102 (b) Membership Classes: There shall be at least one class of member-
103 ship in this corporation, i.e., Regular Membership. The Steering
104 Committee may establish from time to time one or more classes of
105 membership with dues higher or lower than those for regular mem-
106 bership. The Steering Committee shall establish special qualifica-
107 tions for each class of membership other than regular membership.
108 Each member shall have the same rights and privileges, regardless
109 of class of membership.
- 110

111 **SECTION 2 FEES, DUES, AND ASSESSMENTS**

112 Each member in good standing must pay, within the time and on the
113 conditions set by the Steering Committee, the initiation fee and annual
114 dues in amounts which shall be fixed from time to time by the Steering
115 Committee.
116

117 **SECTION 3 TERMINATION OF MEMBERSHIP**

- 118 (a) Causes for Termination: The membership of any member shall
119 terminate upon occurrence of any of the following events:
- 120 (1) The resignation of the member
- 121 (2) The failure of the member to pay annual dues in the amount
122 and within the times set forth by the Steering Committee
- 123 (3) The determination by the Steering Committee, or a commit-
124 tee designated by the Steering Committee to make such a de-
125 termination, or a written petition signed by twenty (20) per-
126 cent of the members, that the member has failed in a material
127 and serious degree to observe the rules of conduct governing
128 this corporation as promulgated from time to time by the
129 Steering Committee.

(b) Procedures for Expulsion: Following the determination that a member should be expelled under Section 3(a)(3) of this Article VI, the following procedure shall be implemented:

(1) A special meeting shall be called in which this determination is an item on the agenda for voting, in accordance with applicable sections of Article VII of these bylaws. A member shall be expelled if a vote for termination is sustained by a two-thirds majority of the members present at this special meeting

(2) A notice shall be sent by prepaid, first-class or registered mail, to the most recent address of the member as shown in the corporation's records, setting forth the expulsion. Such notice shall be sent at least five (5) days before the proposed effective date of the expulsion

(3) Any person expelled from the corporation shall receive a refund of dues or assessments already paid. The refund shall be prorated to return only the uncapped balance remaining for the period of the dues payment.

SECTION 4 TRANSFER OF MEMBERSHIP

No member may transfer a membership or any right arising from it. All rights of membership cease on a member's death.

153 **ARTICLE VII**

154 **MEETINGS OF MEMBERS**

157 **SECTION 1 PLACE OF MEETINGS**

158 Annual and special meetings of the membership shall be held at any
159 place within or outside the State of California designated by the Steering
160 Committee. In the absence of any such designation, members' meetings
161 shall be held at the principle executive office of the corporation.
162

163 **SECTION 2 ANNUAL MEETING**

164 The annual meeting of members shall be held on the first Sunday of No-
165 vember of each year unless the Steering Committee fixes another date
166 and so notifies the members as provided in Section 4 of this Article VII.
167

168 **SECTION 3 SPECIAL MEETINGS**

169 (a) Authorized Persons Who May Call: A special meeting may be
170 called at any time by any of the following: the President, or the
171 Vice President, or any three Steering Committee members, or at
172 least ten percent of the members.

173 (b) Calling of Special Meetings by Members: If a special meeting is
174 called by members other than the President, Vice President or three
175 members of the Steering Committee as provided by Section 3(a) of
176 this Article VII, the request shall be submitted by such members in
177 writing, specifying the general nature of the business proposed to
178 be transacted, and shall be delivered personally or sent by regis-
179 tered mail or by telegraphic or other facsimile transmission to the
180 President, the Vice President, or the Secretary of the corporation.
181 The President, or the officer receiving the request, shall cause no-
182 tice to be promptly given to the members entitled to vote, in ac-
183 cordance with the provisions of Section 4 of this Article VII, that a
184 meeting will be held, and the date for such meeting, which date
185 shall not be less than 35 nor more than 90 days after the receipt of
186 the request. If notice is not given within 20 days after the receipt of
187 the request, the person(s) requesting the meeting may give notice.
188 Nothing contained in this subsection shall be construed as limiting,
189 fixing, or affecting the time when a special meeting may be held
190 when the meeting is called by action of the Steering Committee or
191 the President.
192

193 SECTION 4 NOTICE OF ANNUAL AND SPECIAL MEETINGS

- 194 (a) General Notice Contents: All notices of annual and special meet-
195 ings shall be sent or otherwise given not less than seven (7) nor
196 more than ninety (90) days before the date of the meeting. The no-
197 tice shall specify the place, date, and hour of the meeting, and (1) in
198 case of a special meeting, the general nature of the business to be
199 transacted, or (2) in the case of the annual meeting, those matters
200 which the Steering Committee, at the time of giving notice, intends
201 to present for action by the members.
- 202 (b) Notice of Certain Agenda Items: If action is proposed to be given at
203 any annual or special meeting for approval of any of the following
204 proposals, the notice shall also state the general nature of the pro-
205 posal(s). Member action on such items is invalid unless the notice
206 or written waiver of notice states the general nature of the pro-
207 posal(s):
- 208 (1) Removal of a Steering Committee member without cause
 - 209 (2) Filling of vacancies on the Steering Committee by members
 - 210 (3) Amendment of the articles of incorporation or these bylaws
 - 211 (4) Voluntary dissolution of the corporation
 - 212 (5) Expulsion of a member.
- 213 (c) Manner of Giving Notice: Notice of any annual or special meeting
214 of members shall be given, either personally or by first-class mail,
215 telegraphic or other written communication, charges prepaid, ad-
216 dressed to each member either at the address of that member ap-
217 pearing on the books of the corporation or the address given by the
218 member to the corporation for the purpose of notice. If no address
219 appears on the corporation's books and no other has been given,
220 notice shall be deemed to have been given if either (1) notice is
221 sent to that member by first-class mail or telegraphic or other writ-
222 ten communication to the corporation's principal executive office,
223 or (2) notice is published at least once in a newspaper of general
224 circulation in the county where that office is located. Notice shall
225 be deemed to have been given at the time when delivered personal-
226 ly or deposited in the mail or sent by telegram or other means of
227 written communication.
- 228 (d) Affidavit of Mailing Notice: An affidavit of the mailing or other
229 means of giving any notice of any members' meeting may be exe-
230 cuted by the Secretary, Assistant Secretary, or any other party of the
231 corporation giving the notice. If so executed, the affidavit shall be
232 filed and maintained in the minute books of the corporation.
- 233

234 SECTION 5 QUORUM

- 235 (a) Percentage Required: Thirty-three and one-third (33 1/3) percent of
236 the members shall constitute a quorum for the transaction of busi-
237 ness at an annual or special meeting of the members. A lesser
238 amount, which equals the number of members present at the begin-
239 ning of the meeting, shall constitute a quorum if notice of the gen-
240 eral nature of the annual or special meeting is sent to the members
241 at least seven (7) days before the meeting, and said notice complies
242 with all bylaw provisions governing the time and manner of giving
243 notice as stated herein above in Section 4 of this Article VII.
- 244 (b) Loss of Quorum: The members present at a duly called or duly held
245 meeting at which a quorum is present may continue to transact
246 business until adjournment. In the event of the loss of a quorum, all
247 actions taken (other than adjournment) prior to the loss of a quorum
248 by approval of at least a majority of the members required to con-
249 stitute a quorum shall be valid actions of the corporation.

251 SECTION 6 ADJOURNMENT

252 Any members' meeting, annual or special, whether or not a quorum is
253 present, may be adjourned from time to time by a vote of the majority of
254 the members represented in person at the meeting.
255

256 SECTION 7 VOTING

- 257 (a) Eligibility to Vote: Persons entitled to vote at any annual or special
258 meeting shall be members as of the date determined in accordance
259 with Section 10 of this Article VII, subject to the provisions of the
260 California Nonprofit Corporation Law.
- 261 (b) Manner of Casting Votes: Voting may be by voice or ballot, pro-
262 vided that any election of Steering Committee members must be by
263 ballot if demanded by any member before the voting begins.
- 264 (c) Number of Members Required: If a quorum is present, the affirma-
265 tive vote of the majority of the members present at a meeting shall
266 be the act of the members, unless the vote of a greater number is
267 required by California Nonprofit Corporation Law or by the articles
268 of incorporation.

270 SECTION 8 WAIVER OF NOTICE OR CONSENT

- 271 (a) Written Waiver of Consent: The transactions of any meeting of
272 members, either annual or special, however called or noticed, and
273 wherever held, shall be as valid as though taken at a meeting duly
274 held after regular call and notice, if a quorum be present in person,
275 and if, either before or after the meeting, each person entitled to
276 vote, who was not present in person, signs a written waiver of no-
277 tice or a consent to a holding of the meeting, or an approval of the
278 minutes. The waiver of notice or consent need not specify either the
279 business to be transacted or the purpose of any annual or special
280 meeting of members, except that if action is taken for approval of
281 any of those matters specified in Section 4(b) of this Article VII,
282 the waiver of notice or consent shall state the general nature of the
283 proposal. All such waivers, consents, or approvals shall be filed
284 with the corporate records or made part of the minutes of the meet-
285 ing.
- 286 (b) Waiver by Attendance: Attendance by a person at a meeting shall
287 also constitute a waiver of notice of that meeting, except when the
288 person objects at the beginning of the meeting to the transaction of
289 any business due to the inadequacy or illegality of the notice. How-
290 ever, attendance at a meeting is not a waiver of any right to object
291 to the consideration of matters not included in the notice of the
292 meeting, if the objection is expressly made at the meeting.

294 SECTION 9 ACTION BY WRITTEN CONSENT WITHOUT A MEETING

295 Any action that may be taken at any annual or special meeting of mem-
296 bers may be taken without a meeting and without prior notice if written
297 ballots are received from a number of members at least equal to the
298 quorum applicable to a meeting of members. All such written ballots
299 shall be filed with the Secretary of the corporation and maintained in the
300 corporate records. All solicitations of ballots shall indicate the time by
301 which the ballots must be returned to be counted.

303 SECTION 10 RECORDING DATE

- 304 (a) Determined by Steering Committee: For the purpose of determin-
305 ing which members are entitled to receive notice of any meeting, to
306 vote, or to give consent to corporate action without a meeting, the
307 Steering Committee may fix, in advance, a “record date” which
308 shall not be more than 90 nor fewer than seven (7) days before the
309 date of any such meeting, nor more than 90 days before any such
310 action taken without a meeting. Only members of record on the

311 date so fixed are entitled to notice, to vote, or to give consents, as
312 the case may be, notwithstanding any transfer of any membership
313 on the books of the corporation after the record date, except as oth-
314 erwise provided in the articles of incorporation, by agreement, or in
315 the California Nonprofit Corporation Law.

316 (b) Failure to Determine Date: Unless fixed by the Steering Commit-
317 tee, the record date shall be determined as follows:

318 (1) The record date for determining those members entitled to
319 receive notice of, or to vote at, a(n) annual or special meet-
320 ing, shall be the next business date preceding the day on
321 which the notice is given or, if notice is waived, the next
322 business day preceding the day on which the meeting is held

323 (2) The record date for determining those members entitled to
324 vote by ballot on corporate action without a meeting, when
325 no prior action by the Steering Committee to fix a record
326 date has been taken, shall be the day on which the Steering
327 Committee adopts the resolution relating to that action

328 (3) For purposes of this paragraph (b) of Section 10, Article VII,
329 a person holding membership as of the close of business on
330 the record date shall be deemed a member of record.

332 SECTION 11 VOTES REQUIRED

333 Unless otherwise required by California Nonprofit Corporation Law, the
334 articles of incorporation, or other articles and sections of these bylaws,
335 any motion or resolution placed before the membership shall be passed
336 by an affirmative vote of a simple majority of the members voting on the
337 motion or resolution.
338

339 SECTION 12 OTHER MEETINGS

340 Other meetings of members, such as General Meetings, may be called
341 from time to time by the Steering Committee to further the purpose and
342 objectives of this corporation. These meetings shall not be construed as
343 annual or special meetings and no business which requires a vote by the
344 membership shall be conducted at these meetings.
345

346 **ARTICLE VIII**

347 **STEERING COMMITTEE**

350 **SECTION 1 COMPOSITION AND VOTING RIGHTS**

351 The Steering Committee shall consist of the following voting members:

- 352 • The officers of the corporations, i.e., the President, the Vice Presi-
- 353 dent, the Secretary and the Treasurer
- 354 • The Delegate-at-Large
- 355 • The coordinators of the Standing Committees as described in Article
- 356 XII of these bylaws.

357
358 All Steering Committee members shall have equal voting rights on all
359 matters and business placed before the Steering Committee which re-
360 quire voting except where these bylaws state otherwise.
361

362 **SECTION 2 POWERS**

363 (a) General Corporate Powers: The Steering Committee, as a whole,
364 shall be the decision-making and executive body of the corporation.
365 Subject to the provisions of California Nonprofit Corporation Law,
366 and any limitation in the articles of incorporation and these bylaws
367 relating to actions required to be approved by the membership, the
368 business and affairs of the corporation shall be managed, and all
369 corporate powers shall be exercised, by or under the direction of
370 the Steering Committee.

371 (b) Specific Powers: Without prejudice to these general powers and
372 subject to the same limitations, the Steering Committee members
373 shall have the power to:

- 374 (1) Select and remove all subordinate officers, agents, and em-
- 375 ployees of the corporation; prescribe any powers and duties
- 376 for them that are consistent with the law, with the articles of
- 377 incorporation, and with these bylaws
- 378 (2) Adopt, make, and use a corporate seal; prescribe the forms of
- 379 membership certificates; and alter the form of the seal and
- 380 certificate
- 381 (3) Borrow money and incur indebtedness on behalf of the cor-
- 382 poration and cause to be executed and delivered for the cor-
- 383 poration's purposes, in the corporate name, promissory notes,
- 384 bonds, debentures, deeds of trust, mortgages, pledges, hy-
- 385 pothecations, and other evidences of debt and securities

- (4) Approve and coordinate the events and programs developed by the Standing Committees and the Ad Hoc Committees.

SECTION 3 TERM OF OFFICE

The term of office of the members of the Steering Committee shall be for one year beginning January first of the year and ending December 31st of the same year inclusive.

SECTION 4 VACANCIES

- (a) Events Causing a Vacancy: A vacancy on the Steering Committee shall occur only when a vacancy exists due to the death, resignation, removal, disqualification, or any other cause in the position of the President, the Vice President, the Secretary, the Treasurer, a Delegate-at-Large, or an appointed Steering Committee member. No member of the Steering Committee shall vacate membership on the Steering Committee without vacating the corresponding position as a(n) officer, Delegate-at-Large, or coordinator of a Standing Committee.
- (b) Filling of Vacancies: A vacancy or vacancies on the Steering Committee shall be filled by filling the respective position(s) in accordance with Article IX, Section 6 of these bylaws for officers, Article X, Section 5 for Delegates-at-Large, and Article XII, Section 2(e) for Standing Committee Coordinators. The new officer(s), Delegate(s)-at-Large, and/or Standing Committee Coordinator(s) shall then serve as member(s) of the Steering Committee for the remainder of the term.
- (c) Reduction of Steering Committee Members: No reduction of the authorized number of Steering Committee members shall have the effect of removing any Steering Committee member before that member's term of office expires.

SECTION 5 MEETINGS

- (a) Place of Meetings: Regular meetings of the Steering Committee 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 Steering Committee. In the absence of such a designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Steering Committee shall be held any place within or outside the state of California that has been des-

425 ignated in the notice of the meeting or, if not stated in the notice, of
426 if there is no notice, at the principal executive office of the corpora-
427 tion. Notwithstanding the above provisions of this Section 5 of Ar-
428 ticle VIII, a regular or special meeting of the Steering Committee
429 may be held at any place consented to, verbally or in writing, by all
430 the Steering Committee members, either before or after the meet-
431 ing.

- 432 (b) Meetings by Telephone: Any meeting, regular or special, may be
433 held by conference telephone or similar communication equipment,
434 so long as all Steering Committee members participating in the
435 meeting can hear one another, and all such Steering Committee
436 members shall be deemed to be present in person at such a meeting.

437
438 SECTION 6 ROBERT’S RULES OF ORDER

439 All Steering Committee meetings will be governed by Robert’s Rules of
440 Order, the Modern Edition, except where these bylaws state otherwise.
441

442 SECTION 7 REGULAR MEETINGS

443 Regular meetings of the Steering Committee shall be held without call at
444 such times as shall from time to time be fixed by the Steering Commit-
445 tee. Such regular meetings may be held without notice.
446

447 SECTION 8 SPECIAL MEETINGS

- 448 (a) Authority to Call: Special meetings of the Steering Committee for
449 any purpose may be called at any time by the President, or the Vice
450 President, or any five Steering Committee Members.

- 451 (b) Notice: Notice of special meetings shall comply with the following:

- 452 (1) Notice of the time and place of special meetings shall be giv-
453 en to each Steering Committee member by one of the follow-
454 ing methods

- 455 a) By personal delivery or written notice
456 b) By first-class mail, postage paid
457 c) By telephone communication, either directly to the
458 Steering Committee member or to a person who would
459 reasonably be expected to communicate such notice
460 promptly
461 d) By telegram, charges prepaid.

All such notices shall be given or sent to the Steering Committee member's address or telephone number as shown in the records of the corporation

(2) Notice sent by first-class mail shall be deposited into a United States mail box at least four (4) 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 meeting

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

SECTION 9 QUORUM

(a) Number Required. Fifty percent (50%) of the elected and appointed Steering Committee members shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 12 of this Article VIII. Every act or decision done or made by a majority of the Steering Committee members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Steering Committee, subject to the provisions of California Non-profit Corporation Law, especially those provisions relating to (1) approval of contracts or transactions in which a Steering Committee member has a direct or indirect material financial interest, (2) appointment of committees, and (3) indemnification of Steering Committee members.

(b) Withdrawal of Steering Committee Members. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Steering Committee members, 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 Steering Committee, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (1) a quorum is present and (2) either before or after the meeting, each of the Steering Committee members 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

consent need not specify the propose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Steering Committee member who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

SECTION 11 ADJOURNMENT

A majority of the Steering Committee members 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 holding 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 the adjourned meeting reconvenes, to the Steering Committee members who were not present at the time of the adjournment.

SECTION 13 ACTIONS WITHOUT MEETING

Any action required or permitted to be taken by the Steering Committee may be taken without a meeting if a majority of the members of the Steering Committee, individually or collectively, consent to that action. Such action by consent shall have the same force and effect as a unanimous vote of the Steering Committee. Such consent or consents shall be filed with the minutes of the proceedings of the Steering Committee.

SECTION 14 FEES AND COMPENSATION

Steering Committee members shall not receive compensation for their services. They shall, however, be reimbursed for actual expenses incurred while conducting business of the corporation. The expenses and business must, however, have prior approval by the Steering Committee.

SECTION 15 AD HOC COMMITTEES

(a) Functions and Limitations: The Steering Committee may, by motion or resolution adopted by a majority of the Steering Committee members present at a regular or special Steering Committee meeting, designate one or more Ad Hoc committees, to serve at the pleasure of the Steering Committee. The function(s) of the Ad Hoc

committee(s) shall be to undertake special and definite tasks which aid in accomplishing the purpose and objectives of the corporation. An Ad Hoc committee shall have only the authority and power expressly delegated to it by the Steering Committee by motion or resolution.

(b) Terms of Ad Hoc Committees: The Term of an Ad Hoc Committee shall be decided by the Steering Committee in the motion or resolution adopted to form the Ad Hoc Committee. This term can be extended by the Steering Committee in the form of a motion or resolution adopted by a majority vote for the purpose of having more time to complete the task(s) delegated to the Ad Hoc Committee.

(c) Fees and Compensation: Ad Hoc Committee members shall not receive compensation for their services. They shall, however, be reimbursed for actual expenses incurred while conducting business of the corporation. The expenses and business must however, have prior approval by the Steering Committee.

558 **ARTICLE IX**

559 **OFFICERS**

562 **SECTION 1 OFFICERS**

563 The Officers of the Corporation shall be a President, a Vice President, a
564 Secretary, and a Treasurer. The corporation may also have, at the discre-
565 tion of the Steering Committee, subordinate officers including, but not
566 limited to, one or more Assistant Vice Presidents, one or more Assistant
567 Secretaries, one or more Assistant Treasurers, and one or more Fundrais-
568 ers as may be appointed in accordance with provisions of Section 2 of
569 this Article IX. Officers of the Corporation are limited to two (2) consec-
570 utive elected terms.
571

572 **SECTION 2 SUBORDINATE OFFICERS**

573 The Steering Committee may appoint, and may authorize the President or
574 another Steering Committee member to appoint, any subordinate officers
575 that the business of the corporation may require, each of whom shall
576 have the title, hold office for the period, have the authority and perform
577 the duties specified in the bylaws or determined from time to time by the
578 Steering Committee. These subordinate officers shall have no voting
579 power at any regular or special meeting of the Steering Committee.
580

581 **SECTION 3 REMOVAL OF OFFICERS**

582 An officer of the corporation shall be removed from office if a written
583 petition to the Steering Committee for such is sustained by a two-thirds
584 majority of the membership present at a special meeting in which such
585 petition is an item on the agenda for voting. Removal of an officer from
586 office shall terminate membership of that officer on the Steering Com-
587 mittee but shall not affect that officer's standing as a member of the cor-
588 poration.
589

590 **SECTION 4 REMOVAL OF SUBORDINATE OFFICERS**

591 Subject to the rights, if any, of a subordinate officer under any contract of
592 employment, any subordinate officer may be removed, with or without
593 cause, by the Steering Committee at any regular or special meeting of the
594 Steering Committee or by a member of the Steering Committee on whom
595 such power of removal has been conferred by the Steering Committee.
596

597 **SECTION 5 RESIGNATION OF OFFICERS**

598 Any officer may resign at any time by giving written notice to the corpo-
599 ration. Any resignation shall take effect at the date of the receipt of that
600 notice or at any later time specified in that notice and, unless otherwise
601 specified in that notice, the acceptance of the resignation shall not be
602 necessary to make it effective. Any resignation is without prejudice to the
603 officer's status as a member of the corporation.
604

605 Any Officer who fails to attend two (2) consecutive Regular Meetings of
606 the Steering Committee, and who neglects to notify the President or pre-
607 siding Officer of his/her intent not to attend a specific meeting, shall be
608 considered to have submitted his/her resignation effective with the Call-
609 to-Order of the second missed meeting.
610

611 **SECTION 6 VACANCIES IN OFFICES**

612 A vacancy in any office because of death, resignation, removal, disquali-
613 fication (by resolution of the Steering Committee to declare a vacancy in
614 that office due to an officer's being declared of unsound mind by court
615 order or convicted of a felony or found by final order or judgment of any
616 court to have breached legally imposed duty under California Nonprofit
617 Corporation Law), or any other cause shall be filled in the manner pre-
618 scribed below:
619

620 (a) President: In the event of a vacancy in the office of the President,
621 the office shall be assumed by the Vice President for the remainder
622 of the term

623 (b) President and Vice President Concurrently: In the event of a con-
624 current vacancy in the office of the President and the Vice Presi-
625 dent, a new President shall be nominated and elected by the Steer-
626 ing Committee from among its members for the remainder of the
627 term in that office. If no member of the Steering Committee accepts
628 the nomination, a new President shall be nominated and elected
629 from the membership for the remainder of the term of office. The
630 nomination and election of a President by the general membership
631 to serve for the remainder of the term shall follow the procedures
632 outlined in Sections 1 and 2 of Article XI of these bylaws

633 (c) Other Vacancies: In the event of a vacancy in an office under con-
634 ditions other than those described in Section 6(a) and (b) of this Ar-
635 ticle IX, a member of the corporation shall be appointed by the
636 Steering Committee to fill that office for the remainder of the term.
637

638 SECTION 7 RESPONSIBILITIES OF OFFICERS

- 639 (a) President: Subject to the control of the Steering Committee as pro-
640 vided by these bylaws, the President shall generally supervise, di-
641 rect, coordinate, and control the business and the Steering Commit-
642 tee members of the Corporation. The President may preside at all
643 meetings of the members and of the Steering Committee. The pres-
644 ident shall have such other powers and duties as may be prescribed
645 by the Steering Committee or these bylaws. The President is lim-
646 ited to two (2) consecutive elected terms.
- 647 (b) Vice President: The Vice President shall assist in carrying out the
648 responsibilities of the President. In the absence or disability of the
649 President, the Vice president shall have all the powers of, and be
650 subjected to all restrictions upon, the President. The Vice President
651 shall have such other powers and perform such other duties as pre-
652 scribed by these bylaws or as may be prescribed from time to time
653 by the Steering Committee. The Vice President is limited to two (2)
654 consecutive elected terms.
- 655 (c) Secretary: The Secretary shall attend to the following:
- 656 (1) The Secretary shall keep, or cause to be kept, at the principal
657 executive office or such other place as the Steering Commit-
658 tee may direct, a book of minutes of all meetings and actions
659 of the Steering Committee, and of the members, with the
660 time and place of holding, whether regular or special, and if
661 special, how authorized, the notice given, the names of those
662 present at such meetings, the number of members present at
663 member's meetings, and the proceedings of such meetings
- 664 (2) The Secretary shall keep, or cause to be kept, at the principal
665 executive office, or such other place as the Steering Commit-
666 tee may direct, records of the corporate members, showing
667 the names of all members and their addresses
- 668 (3) The Secretary shall give, or cause to be given, notice of all
669 meetings of the members and of the Steering Committee re-
670 quired by these bylaws to be given. The Secretary shall keep
671 the seal of the corporation in safe custody and shall have
672 such other powers and perform such other duties as may be
673 prescribed by the Steering Committee or these bylaws
- 674 (4) In the event of a concurrent vacancy in the office of the Pres-
675 ident and the Vice President, the Secretary shall assume the
676 responsibilities of the president and shall preside at all meet-
677 ings of the members and of the Steering Committee until a
678 new President is elected in accordance with Section 6(b) of
679 this Article IX

~~(5) — The Secretary is limited to two (2) consecutive elected terms.~~

(d) Treasurer: The Treasurer shall attend to the following:

(1) The Treasurer 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 Steering Committee member at all reasonable times

(2) The Treasurer 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 Steering Committee; shall disburse the funds of the corporation as may be ordered by the Steering Committee; shall render to the Steering Committee members, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the Steering Committee or these by laws

(3) If required by the Steering Committee, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Steering Committee for faithful performance of the duties of the office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or under control of the Treasurer in the event of the Treasurer's death, resignation, retirement, or removal from office

~~(4) — The Treasurer is limited to two (2) consecutive elected terms.~~

SECTION 8 FEES AND COMPENSATION

Officers and subordinate officers shall not receive compensation for their services to the corporation. They shall, however, be reimbursed for actual expenses incurred while conducting business of the corporation. The expenses and the business must, however, have prior approval of the Steering Committee.

717 **ARTICLE X**

718 **DELEGATES-AT-LARGE**

719

720

721 **SECTION 1 FUNCTIONS AND RESPONSIBILITIES**

722 The Delegates-at-Large shall represent the interests of the members.
723 They shall also assist in carrying out the functions and responsibilities of
724 the Steering Committee.
725

726 **SECTION 2 TERM OF OFFICE**

727 The term of office of the Delegates-at-Large shall be for one year begin-
728 ning on January first of the year and ending on December 31st of the
729 same year inclusive.
730

731 **SECTION 3 REMOVAL OF DELEGATES-AT-LARGE**

732 A Delegate-at-Large shall be removed from the position if a written peti-
733 tion to the Steering Committee for such is signed by twenty (20) percent
734 of the membership and a vote for such is sustained by a two-thirds major-
735 ity of the membership present at a special meeting in which such petition
736 is an item on the agenda for voting. Removal of a Delegate-at-Large from
737 that position shall terminate membership on the Steering Committee but
738 shall not affect the individual's standing as a member of the corporation.
739

740 **SECTION 4 RESIGNATION OF DELEGATES-AT-LARGE**

741 A Delegate-at-Large may resign at any time from the Steering Committee
742 by giving notice to the corporation. Any resignation shall take effect at
743 the date of the receipt of that notice or at any later time specified in that
744 notice; and, unless specified otherwise in that notice, the acceptance of
745 the resignation is without prejudice to status as a member of the corpora-
746 tion.
747

748 Any Delegate-at-Large who fails to attend two (2) consecutive Regular
749 Meetings of the Steering Committee, and who neglects to notify the Pres-
750 ident or presiding Officer of his/her intent not to attend a specific meet-
751 ing, shall be considered to have submitted his/her resignation effective
752 with the Call-to-Order of the second missed meeting.
753

754 **SECTION 5 VACANCIES IN POSITION**

755 A vacancy or vacancies in the position of Delegate-at-Large because of
756 death, resignation, removal, disqualification, or any other cause shall be
757 filled by appointment(s) made by the Steering Committee from the
758 membership. The(se) new Delegate(s)-at-Large shall serve for the re-
759 mainder of the term.
760

761 **SECTION 6 FEES AND COMPENSATION**

762 Delegates-at-Large shall not receive compensation for their services to
763 the corporation. They shall, however, be reimbursed for actual expenses
764 incurred while conducting business of the corporation. The expenses and
765 the business must, however, have prior approval of the Steering Commit-
766 tee.
767

768 **ARTICLE XI**

769
770 **ELECTION OF OFFICERS AND DELEGATES-AT-LARGE**

771
772 **SECTION 1 NOMINATIONS**

- 773 (a) Nomination/Transition Committee: The Steering Committee shall
774 appoint a Nomination/Transition Committee to select qualified
775 candidates for election to become officers and Delegates-at-Large.
776 The committee shall also assist in effecting the smooth transaction
777 from one Steering Committee to another at the end of the year. The
778 Nomination/Transition Committee shall be formed at least 60 days
779 before the last day for receiving election ballots to elect officers
780 and delegates-at-large (hereinafter called "election day"). At least
781 30 days before election day, the committee shall make its report to
782 the Steering Committee on its list of nominees.
- 783 (b) Nominations by Members: In addition to the Nomina-
784 tion/Transition Committee's selections, if any, the committee shall
785 solicit nominations from members through nomination ballots sent
786 to each member of the corporation. Any member nominated by at
787 least three (3) percent of the membership OR at least five members,
788 whichever is more, on nomination ballots sent to each member of
789 the corporation and received by the Nomination/Transition Com-
790 mittee before the 30th day preceding election day, shall become el-
791 igible candidates. After verification by the committee of the ac-
792 ceptance of their nominations, the committee shall cause the names
793 of these candidates to be placed on the election ballot along with
794 those candidates named by the Nomination/Transition Committee,
795 if any, for that office or position.

796
797 **SECTION 2 ELECTIONS**

- 798 (a) Election Ballot: At least 14 days before election day, the Nomina-
799 tions/Transition Committee shall forward to each member of rec-
800 ord, as determined either by Section 10(a) or Section 10(b)(2) of
801 Article VII of these bylaws, an election ballot with a list of candi-
802 dates nominated by office or position.
- 803 (b) Nominees Exceed Number to be Elected: If more people are nomi-
804 nated for an office or position than can be elected, the election shall
805 take place by means of a procedure that allows all candidates a rea-
806 sonable opportunity to solicit votes and all members a reasonable
807 opportunity to choose among candidates.

(c) Vote Solicitation: 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 candidate, it shall make available to all other candidates for that position or office, in the same issue of the publication, an equal amount of space and with equal prominence, to be used by the candidate(s) for a purpose reasonably related to the election.

(d) Candidate Mailings: On written request by any candidate for election as an officer or Delegate-at-Large, and accompanying payment of the reasonable costs of mailing (including postage), the corporation shall, within ten (10) business days after the request (provided that payment has been made), mail to all members, or such portion of them as the candidate may reasonably specify, any material that the candidate may furnish and that is reasonably related to the election, unless the corporation, within five (5) business days after receipt of the request, allows the candidate, at the corporation's option, the right to do either of the following:

(1) Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, five (5) business days after a written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested

(2) Obtain from the Secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of those members entitled to vote for the election of officers and delegates-at-large, as of the most recent record date for which it has been compiled or as of a date specified by the candidate subsequent to the date of demand. The membership list shall be made available no later than ten (10) business days after the demand is received or no later than ten (10) business days after the record date stated in the demand.

The corporation may not decline to publish or mail material on behalf of any candidate, on the basis of the content of the materials, except that the corporation or any of its agents, Steering Committee members, or employees may seek and comply with an order of the Superior Court allowing them to delete material that the court finds will expose the moving party to liability.

(e) Corporate Funds: Without the authorization of the Steering Committee, no corporate funds may be expended to support a candidate for officer or delegate-at-large after there are more people nominated for an office or position than can be elected.

851

852 **SECTION 3 VOTES REQUIRED**

853 (a) Officers: For the offices of the President, the Vice President, the
854 Secretary and the Treasurer, the candidate who receives the highest
855 number of votes on the election ballot shall be elected to that of-
856 fice.

857 (b) Delegate-at-Large: For the position of Delegate-at-Large, the one
858 (1) candidates with the highest number of votes on the election bal-
859 lot shall be elected to that positions.

860

861 **SECTION 4 TIME FOR ELECTIONS**

862 Election day for the election of the officers and delegates-at-large of the
863 corporation shall be the day of the annual meeting of members unless de-
864 cided otherwise by the Steering Committee. In the latter case, however,
865 election day must be before the last day of the calendar year.
866

867 **ARTICLE XII**

868 **STANDING COMMITTEES**

871 **SECTION 1 FUNCTIONS**

872 Standing Committees shall assume the responsibility of developing and
873 carrying out the programs and events of the corporation which will fulfill
874 its purpose and objectives. All programs and events shall be subject to
875 final approval by the Steering Committee.

876
877 The Standing Committees and examples of their functions are as follows:

878
879 (a) Culture-Education Committee: Coordinates cultural and education-
880 al programs for the membership and the public:

881 (1) Increases awareness and understanding of the rich cultural
882 heritage and diversity that exists among Asian/Pacific ethnic
883 groups through seminars, workshops, presentations, and the
884 like

885 (2) Conducts rap sessions and workshops of a personal growth
886 and educational nature

887 (f) Coordinates a speaker's program for speaking engagements to
888 inform the general public about Asian/Pacific cultures and the
889 gay Asian/Pacific experience.

890 (g) Provides the membership with information and news political-
891 ly relevant to the purposes and goals of the corporation via
892 newsletter articles, workshops, and other venues.

893 (b) Membership Outreach Committee: Maintains, and strives to in-
894 crease, the membership of the corporation and provides a support
895 system for the members:

896 (1) Solicits new members through publicity and announcements

897 (2) Maintains the active interest and participation of the mem-
898 bers in the affairs of the corporation by continued contacts,
899 such as through a phone tree system.

900 (c) Fundraising Committee: Organizes events for fundraising purposes:

901 (1) Organizes programs and events for the specific purpose of
902 raising revenues for the continued operation of the organiza-
903 tion

904 (2) Explores other funding resources for the enhancement of the
905 organization's financial well being.

- (d) Publications Committee: Disseminates information, news, and knowledge related to the purposes and objectives of the organization to the membership and to the public via the publication of the corporation's monthly newsletter. Promotes and prepares articles (e.g., press releases) for publication in journals, newspapers, and other media on issues related to the purpose and objectives of the corporation.
- (e) Asians & Friends HIV Support Group: Addresses the needs of persons testing HIV Positive, their significant others, the membership, the Asian/Pacific community, and society at large:
- (1) Conducts raps and workshops on AIDS education and prevention for the members
 - (2) Outreaches to the Asian/Pacific community to coordinate AIDS education programs and disseminates AIDS information
 - (3) Provides emotional support and support programs to members and their significant others
 - (4) Acts as the organization's representative with other AIDS related agencies and organizations.
- (f) Rap Committee: Coordinates regular rap and video events for the membership and the public. Coordinates facilitators, locations and other necessary logistics for the rap/video events.
- (g) Webmaster: Provides the organization, its members, and the public at large, with a website dedicated to dissemination information relevant to the purpose and goals of Asian/Pacific Gays and Friends as is, from time to time, defined by the Board.

SECTION 2 COORDINATORS

- (a) Responsibilities: It will be the combined responsibility of both the elected and appointed members of the Steering Committee to carry out the functions of the various Standing Committees as set forth in these bylaws. The Standing Committee coordinator shall conduct all meetings of his Committee, and shall coordinate the planning and carrying out of programs, functions, and activities of that Committee.
- (b) Appointment: The elected officers and Delegates-at-Large shall appoint the Standing Committee Coordinators from among the membership to serve a term coinciding with their own term immediately after their assumption of office or position and before the first Steering Committee meeting of their term.

(c) Removal: Any Standing Committee Coordinator may be removed, with or without cause, by a two-thirds majority of the Steering Committee members present at a special meeting of the Steering Committee in which the removal of the Steering Committee Coordinator is announced in the notice of the special meeting as an item on the agenda for voting. Removal of a Standing Committee Coordinator shall terminate membership on the Steering Committee but shall not affect that individual's standing as a member of the corporation.

(d) Resignation: Any Standing Committee Coordinator may resign at any time by giving written notice to the Steering Committee. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice, and, unless specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the Standing Committee Coordinator's status as a member of the corporation but shall terminate the individual's membership on the Steering Committee.

Any Standing Committee Coordinator who fails to attend two (2) consecutive Regular Meetings of the Steering Committee, and who neglects to notify the President or presiding Officer of his/her intent not to attend a specific meeting, shall be considered to have submitted his/her resignation effective with the Call-to-Order of the second missed meeting.

(e) Vacancy: A vacancy in the position(s) of one or more of the Standing Committee Coordinators because of death, resignation, removal, disqualification, or any other cause, shall be filled by an appointment made by the Steering Committee from the membership. The newly appointed Standing Committee Coordinator shall serve for the remainder of the term.

SECTION 3 STANDING COMMITTEE MEMBERS

(a) Membership Qualifications: Standing Committee membership shall be open to all members of the organization in good standing. A member who has attended at least two Standing Committee meetings during the immediately preceding 12 months shall become a Standing Committee member. The Standing Committee Coordinator shall be responsible for submitting the names of these members to the Secretary for recording.

(b) Functions: Standing Committee members shall assist the Committee Coordinator in the developing, planning, and carrying out of the

functions of the Standing Committee as described in Section 1 of this Article XII.

SECTION 4 STANDING COMMITTEE MEETINGS

- (a) Frequency: Standing Committee meetings shall be called by the Committee Coordinator. Frequency of these meetings shall be determined by the Coordinators. Meeting time and place shall be announced to all members of the committee.
- (b) Meeting Content and Vote: Standing Committee meetings shall focus on developing, planning, and carrying out the functions of the Standing Committee as described in Section 1 of this Article XII. Each Standing Committee member shall be entitled to one vote on all matters placed before the Standing Committee for voting.
- (c) Quorum: The number of Standing Committee members present at a Standing Committee meeting duly called in accordance with Section 4(a) of this Article XII, shall constitute the quorum.
- (d) Adjournment: The majority of the Standing Committee members present may adjourn any meeting to another time and place.
- (e) Notice of Adjournment: Notice of the time and place to hold an adjourned meeting need not be given unless the meeting is adjourned for more than 24 hours, in which case the notice of the time and place shall be given, before the time the adjourned meeting reconvenes, to the Standing Committee members who were not present at the time of adjournment.
- (f) Action Without Meeting: Any action required or permitted to be taken by a Standing Committee may be taken without a meeting if a majority of the members of that Standing Committee consent to that action. Such consent or consents shall be noted in the minutes of the proceedings of the Standing Committee.
- (g) Standing Committee Meeting Minutes: Minutes of all meetings of a Standing Committee shall be filed with the corporate records after being submitted by the Committee Coordinator. Standing Committee reports which are submitted in writing to the Steering Committee during a Steering Committee meeting and which contain the proceedings and actions of the Standing Committee meeting(s) may suffice in lieu of minutes.

1025 **ARTICLE XIII**

1026 **RECORDS AND REPORTS**

1027

1028

1029 **SECTION 1 ARTICLES AND BYLAWS**

1030 (a) Location: The Secretary of the corporation shall keep, or cause to
1031 be kept, the original or a copy of the articles of incorporation and
1032 the bylaws, as amended to date.

1033 (b) Inspection: The Secretary shall, on the written request of any mem-
1034 ber, furnish to that member a copy of the articles of incorporation
1035 and bylaws as amended to date

1036

1037 **SECTION 2 OTHER CORPORATE RECORDS**

1038 (a) Location: The accounting books, records, and minutes of proceed-
1039 ings of members, the Steering Committee, Standing Committees,
1040 and any other committees shall be kept at such a place or places
1041 designated by the Steering Committee or, in the absence of such
1042 designation, at the principal executive office of the corporation.
1043 The minutes shall be kept in written or typed form and the account-
1044 ing books and records shall be kept either in written or typed form
1045 or in any other form capable of being converted into written, or
1046 printed form.

1047 (b) Inspection: The minutes and accounting books and records shall be
1048 open to inspection on written demand by any member, at any rea-
1049 sonable time during usual business hours, for a purpose reasonably
1050 related to the member's interests as a member. The inspection may
1051 be made in person or by an agent or an attorney, and shall include
1052 the right to copy and make extracts. These rights of inspection ex-
1053 tend to the records of each subsidiary corporation of the corpora-
1054 tion.

1055

1056 **SECTION 3 INSPECTION BY STEERING COMMITTEE MEMBERS**

1057 Every Steering Committee member shall have the absolute right at any
1058 reasonable time to inspect all books, records, and documents of every
1059 kind and the physical properties of the corporation and each of its subsid-
1060 iary corporations.
1061

SECTIONS 4 ANNUAL REPORT

The annual report to shareholders referred to in the California Nonprofit Corporation Law is expressly dispensed with, but nothing in these by-laws shall be interpreted as prohibiting the Steering Committee from issuing annual or other periodic reports to the members of the corporation as the Steering Committee considers appropriate. However, the corporation shall provide to the Steering Committee members, and to those members who request it in writing within 120 days after the close of its fiscal year, a report containing information in reasonable detail:

- (a) The assets and liabilities, including trust funds, of the corporation as of the end of the fiscal year
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year
- (e) Any information required by California Corporation Code Section 6322.

SECTION 5 ACCESS TO MEMBERSHIP RECORDS

Every person making application for membership in this corporation must waive the right to obtain and copy membership lists as provided in California Corporations Code 6330(a)(1), (2), and (b)(1), and shall expressly agree, as provided in California Corporations Code 6330(c), to accept a reasonable alternative method of contacting members.

Such alternative method shall be to pay the corporation the reasonable cost of mailing any material furnished by a member to be distributed to all other members and which is relevant to the business of the corporation. Such mailing shall be made within fifteen (15) days after submission of the materials to be mailed and payment in full of the costs of mailing.

The Secretary of the Corporation, upon completing the mailing, shall furnish, upon request of the member who initiated and paid for the mailing to all members, a declaration under penalty of perjury that such mailing has been completed.

ARTICLE XIV

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation 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

AMENDMENTS

SECTION 1 AMENDMENTS BY MEMBERS

New bylaws may be adopted, or these bylaws may be amended or repealed, by approval of the members. Written petition to adopt new bylaws, or to amend or repeal these bylaws after their going into effect, shall be signed by ten (10) percent of the members and submitted to the Steering Committee. Such amendment(s) or addition(s) shall be made part of these bylaws if the petition is sustained by a two-thirds majority at a special meeting or annual meeting in which such petition is an item on the agenda for voting.

SECTION 2 AMENDMENTS BY STEERING COMMITTEE MEMBERS

Subject to the right of members under Section 1 of this Article XV, bylaws may be adopted, amended, or repealed by the Steering Committee by a two-thirds majority of the Steering Committee members present at a duly called Steering Committee special meeting in which the adoption, amendment, and/or repeal of incorporation or bylaws is (are) an item on the agenda for voting. However, if the articles of incorporation or bylaws adopted by the members provide for an indefinite number of officers, Delegates-at-Large, Steering Committee members, and/or Standing Committee Coordinators, the Steering Committee may adopt or amend a bylaw to fix the exact number of officers, Delegates-at-Large, and/or Steering Committee coordinators. Such adoption or amendment shall become a part of these bylaws if approved by a two-thirds majority of the Steering Committee present at a duly called Steering Committee special meeting in which the adoption or amendment is an item on the agenda for voting.