



BYLAWS OF
ASIAN/PACIFIC GAYS AND FRIENDS

A CALIFORNIA PUBLIC BENEFIT CORPORATION

As Adopted November 1995
As Amended April 4, 2002
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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 |

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ARTICLE I

NAME

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

7 **ARTICLE II**

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9 **OFFICES**

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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, Coun-
14 ty of Los Angeles, at 7985 Santa Monica Boulevard, Suite 109, Box 443,
15 West 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.

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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.

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ARTICLE III

NONPARTISAN ACTIVITIES

This corporation has been formed under California Corporation Law for the purposes described hereinbelow at Article V (Purpose and Objectives) 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.

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

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ARTICLE IV

DEDICATION OF ASSETS

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

54 **ARTICLE V**

55

56 **PURPOSE AND OBJECTIVES**

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58 **SECTION 1 PURPOSE**

59 The purpose of this corporation shall be to hold and manage property
60 and funds for charitable and eleemosynary purposes, including the assis-
61 tance 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 expe-
71 rience 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
78 descent to develop leadership skills and function in leadership po-
79 sitions
- 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
83 and 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**

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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.

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

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

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

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

148

149 SECTION 4 TRANSFER OF MEMBERSHIP

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

152

153 **ARTICLE VII**

154 **MEETINGS OF MEMBERS**

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156

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 accor-
183 dance 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.

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)
198 in case of a special meeting, the general nature of the business to
199 be transacted, or (2) in the case of the annual meeting, those mat-
200 ters which the Steering Committee, at the time of giving notice, in-
201 tends to present for action by the members.
- 202 (b) Notice of Certain Agenda Items: If action is proposed to be given
203 at any annual or special meeting for approval of any of the follow-
204 ing proposals, the notice shall also state the general nature of the
205 proposal(s). Member action on such items is invalid unless the no-
206 tice 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 ex-
230 ecuted by the Secretary, Assistant Secretary, or any other party of
231 the corporation giving the notice. If so executed, the affidavit shall
232 be 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 herinabove 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 quo-
248 rum by approval of at least a majority of the members required to
249 constitute a quorum shall be valid actions of the corporation.

250

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 my 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 ar-
268 ticles of incorporation.

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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

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wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present in person, and if, either before or after the meeting, each person entitled to vote, who was not present in person, signs a written waiver of notice or a consent to a 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 special meeting of members, except that if action is taken for approval of any of those matters specified in Section 4(b) of this Article VII, 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 part of the minutes of the meeting.

- (b) Waiver by Attendance: Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. However, 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 the objection is expressly made at the meeting.

294 **SECTION 9 ACTION BY WRITTEN CONSENT WITHOUT A MEETING**

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

303 **SECTION 10 RECORDING DATE**

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- (a) Determined by Steering Committee: For the purpose of determining which members are entitled to receive notice of any meeting, to vote, or to give consent to corporate action without a meeting, the Steering Committee may fix, in advance, a “record date” which shall not be more than 90 nor fewer than seven (7) days before the date of any such meeting, nor more than 90 days before any such action taken without a meeting. Only members of record on the date so fixed are entitled to notice, to vote, or to give consents, as the case may be, notwithstanding any transfer of any membership on the books of the corporation after the record date, except as oth-

314 otherwise 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.

331

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

348 **STEERING COMMITTEE**

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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 corpora-

365 tion. Subject to the provisions of California Nonprofit Corporation

366 Law, and any limitation in the articles of incorporation and these

367 bylaws relating to actions required to be approved by the member-

368 ship, the business and affairs of the corporation shall be managed,

369 and all corporate powers shall be exercised, by or under the direc-

370 tion of 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

384 notes, bonds, debentures, deeds of trust, mortgages, pledges,

385 hypothecations, and other evidences of debt and securities

386 (4) Approve and coordinate the events and programs developed
387 by the Standing Committees and the Ad Hoc Committees.
388

389 SECTION 3 TERM OF OFFICE

390 The term of office of the members of the Steering Committee shall be for
391 one year beginning January first of the year and ending December 31st
392 of the same year inclusive.
393

394 SECTION 4 VACANCIES

395 (a) Events Causing a Vacancy: A vacancy on the Steering Committee
396 shall occur only when a vacancy exists due to the death, resigna-
397 tion, removal, disqualification, or any other cause in the position of
398 the President, the Vice President, the Secretary, the Treasurer, a
399 Delegate-at-Large, or an appointed Steering Committee member.
400 No member of the Steering Committee shall vacate membership on
401 the Steering Committee without vacating the corresponding posi-
402 tion as a(n) officer, Delegate-at-Large, or coordinator of a Standing
403 Committee.

404 (b) Filling of Vacancies: A vacancy or vacancies on the Steering
405 Committee shall be filled by filling the respective position(s) in ac-
406 cordance with Article IX, Section 6 of these bylaws for officers,
407 Article X, Section 5 for Delegates-at-Large, and Article XII, Sec-
408 tion 2(e) for Standing Committee Coordinators. The new officer(s),
409 Delegate(s)-at-Large, and/or Standing Committee Coordinator(s)
410 shall then serve as member(s) of the Steering Committee for the
411 remainder of the term.

412 (c) Reduction of Steering Committee Members: No reduction of the
413 authorized number of Steering Committee members shall have the
414 effect of removing any Steering Committee member before that
415 member's term of office expires.
416

417 SECTION 5 MEETINGS

418 (a) Place of Meetings: Regular meetings of the Steering Committee
419 may be held at any place within or outside the state of California
420 that has been designated from time to time by resolution of the
421 Steering Committee. In the absence of such a designation, regular
422 meetings shall be held at the principal executive office of the cor-
423 poration. Special meetings of the Steering Committee shall be held
424 any place within or outside the state of California that has been

425 designated in the notice of the meeting or, if not stated in the no-
426 tice, of if there is no notice, at the principal executive office of the
427 corporation. Notwithstanding the above provisions of this Section 5
428 of Article VIII, a regular or special meeting of the Steering Com-
429 mittee may be held at any place consented to, verbally or in writ-
430 ing, by all the Steering Committee members, either before or after
431 the meeting.

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 meet-
437 ing.

438

439 SECTION 6 ROBERT'S RULES OF ORDER

440 All Steering Committee meetings will be governed by Robert's Rules of
441 Order, the Modern Edition, except where these bylaws state otherwise.
442

443 SECTION 7 REGULAR MEETINGS

444 Regular meetings of the Steering Committee shall be held without call at
445 such times as shall from time to time be fixed by the Steering Commit-
446 tee. Such regular meetings may be held without notice.
447

448 SECTION 8 SPECIAL MEETINGS

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

452 (b) Notice: Notice of special meetings shall comply with the follow-
453 ing:

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

457 a) By personal delivery or written notice

458 b) By first-class mail, postage paid

459 c) By telephone communication, either directly to the
460 Steering Committee member or to a person who would
461 reasonably be expected to communicate such notice
462 promptly

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- 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.

478 SECTION 9 QUORUM

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- (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 Nonprofit 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.

497 SECTION 10 WAIVER OF NOTICE

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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 con-

503 sent to holding the meeting, or an approval of the minutes. The waiver of
504 notice or consent need not specify the propose of the meeting. All waiv-
505 ers, consents, and approvals shall be filed with the corporate records or
506 made part of the minutes of the meeting. Notice of a meeting shall also
507 be deemed given to any Steering Committee member who attends the
508 meeting without protesting before or at its commencement about the lack
509 of adequate notice.
510

511 **SECTION 11 ADJOURNMENT**

512 A majority of the Steering Committee members present, whether or not
513 constituting a quorum, may adjourn any meeting to another time and
514 place.
515

516 **SECTION 12 NOTICE OF ADJOURNMENT**

517 Notice of the time and place of holding an adjourned meeting need not
518 be given unless the meeting is adjourned for more than 24 hours, in
519 which case personal notice of the time and place shall be given, before
520 the time the adjourned meeting reconvenes, to the Steering Committee
521 members who were not present at the time of the adjournment.
522

523 **SECTION 13 ACTIONS WITHOUT MEETING**

524 Any action required or permitted to be taken by the Steering Committee
525 may be taken without a meeting if a majority of the members of the
526 Steering Committee, individually or collectively, consent to that action.
527 Such action by consent shall have the same force and effect as a unan-
528 imous vote of the Steering Committee. Such consent or consents shall be
529 filed with the minutes of the proceedings of the Steering Committee.
530

531 **SECTION 14 FEES AND COMPENSATION**

532 Steering Committee members shall not receive compensation for their
533 services. They shall, however, be reimbursed for actual expenses in-
534 curred while conducting business of the corporation. The expenses and
535 business must, however, have prior approval by the Steering Committee.
536

537 **SECTION 15 AD HOC COMMITTEES**

538 (a) Functions and Limitations: The Steering Committee may, by mo-
539 tion or resolution adopted by a majority of the Steering Committee
540 members present at a regular or special Steering Committee meet-
541 ing, designate one or more Ad Hoc committees, to serve at the

542 pleasure of the Steering Committee. The function(s) of the Ad Hoc
543 committee(s) shall be to undertake special and definite tasks which
544 aid in accomplishing the purpose and objectives of the corporation.
545 An Ad Hoc committee shall have only the authority and power ex-
546 pressly delegated to it by the Steering Committee by motion or res-
547 olution.

548 (b) Terms of Ad Hoc Committees: The Term of an Ad Hoc Committee
549 shall be decided by the Steering Committee in the motion or reso-
550 lution adopted to form the Ad Hoc Committee. This term can be
551 extended by the Steering Committee in the form of a motion or
552 resolution adopted by a majority vote for the purpose of having
553 more time to complete the task(s) delegated to the Ad Hoc Com-
554 mittee.

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

560

ARTICLE IX
OFFICERS

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565 **SECTION 1 OFFICERS**

566 The Officers of the Corporation shall be a President, a Vice President, a
567 Secretary, and a Treasurer. The corporation may also have, at the discre-
568 tion of the Steering Committee, subordinate officers including, but not
569 limited to, one or more Assistant Vice Presidents, one or more Assistant
570 Secretaries, one or more Assistant Treasurers, and one or more Fundrais-
571 ers as may be appointed in accordance with provisions of Section 2 of
572 this Article IX. Officers of the Corporation are limited to two (2) con-
573 secutive elected terms.
574

575 **SECTION 2 SUBORDINATE OFFICERS**

576 The Steering Committee may appoint, and may authorize the President
577 or another Steering Committee member to appoint, any subordinate of-
578 ficers that the business of the corporation may require, each of whom
579 shall have the title, hold office for the period, have the authority and per-
580 form the duties specified in the bylaws or determined from time to time
581 by the Steering Committee. These subordinate officers shall have no vot-
582 ing power at any regular or special meeting of the Steering Committee.
583

584 **SECTION 3 REMOVAL OF OFFICERS**

585 An officer of the corporation shall be removed from office if a written
586 petition to the Steering Committee for such is sustained by a two-thirds
587 majority of the membership present at a special meeting in which such
588 petition is an item on the agenda for voting. Removal of an officer from
589 office shall terminate membership of that officer on the Steering Com-
590 mittee but shall not affect that officer’s standing as a member of the cor-
591 poration.
592

593 **SECTION 4 REMOVAL OF SUBORDINATE OFFICERS**

594 Subject to the rights, if any, of a subordinate officer under any contract
595 of employment, any subordinate officer may be removed, with or with-
596 out cause, by the Steering Committee at any regular or special meeting
597 of the Steering Committee or by a member of the Steering Committee on
598 whom such power of removal has been conferred by the Steering Com-
599 mittee.
600

601 SECTION 5 RESIGNATION OF OFFICERS

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

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

614

615 SECTION 6 VACANCIES IN OFFICES

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

623

624 (a) President: In the event of a vacancy in the office of the President,
625 the office shall be assumed by the Vice President for the remainder
626 of the term

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

638 (c) Other Vacancies: In the event of a vacancy in an office under con-
639 ditions other than those described in Section 6(a) and (b) of this
640 Article IX, a member of the corporation shall be appointed by the
641 Steering Committee to fill that office for the remainder of the term.

642

643 SECTION 7 RESPONSIBILITIES OF OFFICERS

644 (a) President: Subject to the control of the Steering Committee as pro-
645 vided by these bylaws, the President shall generally supervise, di-
646 rect, coordinate, and control the business and the Steering Commit-
647 tee members of the Corporation. The President may preside at all
648 meetings of the members and of the Steering Committee. The pres-
649 ident shall have such other powers and duties as may be prescribed
650 by the Steering Committee or these bylaws. The President is li-
651 mited to two (2) consecutive elected terms.

652 (b) Vice President: The Vice President shall assist in carrying out the
653 responsibilities of the President. In the absence or disability of the
654 President, the Vice president shall have all the powers of, and be
655 subjected to all restrictions upon, the President. The Vice President
656 shall have such other powers and perform such other duties as pre-
657 scribed by these bylaws or as may be prescribed from time to time
658 by the Steering Committee. The Vice President is limited to two
659 (2) consecutive elected terms.

660 (c) Secretary: The Secretary shall attend to the following:

661 (1) The Secretary shall keep, or cause to be kept, at the principal
662 executive office or such other place as the Steering Commit-
663 tee may direct, a book of minutes of all meetings and actions
664 of the Steering Committee, and of the members, with the
665 time and place of holding, whether regular or special, and if
666 special, how authorized, the notice given, the names of those
667 present at such meetings, the number of members present at
668 member's meetings, and the proceedings of such meetings

669 (2) The Secretary shall keep, or cause to be kept, at the principal
670 executive office, or such other place as the Steering Commit-
671 tee may direct, records of the corporate members, showing
672 the names of all members and their addresses

673 (3) The Secretary shall give, or cause to be given, notice of all
674 meetings of the members and of the Steering Committee re-
675 quired by these bylaws to be given. The Secretary shall keep
676 the seal of the corporation in safe custody and shall have
677 such other powers and perform such other duties as may be
678 prescribed by the Steering Committee or these bylaws

679 (4) In the event of a concurrent vacancy in the office of the Pres-
680 ident and the Vice President, the Secretary shall assume the
681 responsibilities of the president and shall preside at all meet-
682 ings of the members and of the Steering Committee until a
683 new President is elected in accordance with Section 6(b) of
684 this Article IX

- 685 (5) The Secretary is limited to two (2) consecutive elected terms.
- 686 (d) Treasurer: The Treasurer shall attend to the following:
- 687 (1) The Treasurer shall keep and maintain, or cause to be kept
- 688 and maintained, adequate and correct books and records of
- 689 accounts of the properties and business transactions of the
- 690 corporation, including accounts of its assets, liabilities, re-
- 691 cepts, disbursements, gains, losses, capital, retained earn-
- 692 ings, and other matters customarily included in financial
- 693 statements. The books of account shall be open to inspection
- 694 by any Steering Committee member at all reasonable times
- 695 (2) The Treasurer shall deposit all money and other valuables in
- 696 the name and to the credit of the corporation with such depo-
- 697 sitories as may be designated by the Steering Committee;
- 698 shall disburse the funds of the corporation as may be ordered
- 699 by the Steering Committee; shall render to the Steering
- 700 Committee members, whenever they request it, an account of
- 701 all transactions as Treasurer and of the financial condition of
- 702 the corporation; and shall have other powers and perform
- 703 such other duties as may be prescribed by the Steering
- 704 Committee or these by laws
- 705 (3) If required by the Steering Committee, the Treasurer shall
- 706 give the corporation a bond in the amount and with the sure-
- 707 ty or sureties specified by the Steering Committee for faith-
- 708 ful performance of the duties of the office and for restoration
- 709 to the corporation of all its books, papers, vouchers, money,
- 710 and other property of every kind in the possession or under
- 711 control of the Treasurer in the event of the Treasurer's death,
- 712 resignation, retirement, or removal from office
- 713 ~~(4) The Treasurer is limited to two (2) consecutive elected~~
- 714 ~~terms.~~
- 715

716 SECTION 8 FEES AND COMPENSATION

717 Officers and subordinate officers shall not receive compensation for their

718 services to the corporation. They shall, however, be reimbursed for ac-

719 tual expenses incurred while conducting business of the corporation. The

720 expenses and the business must, however, have prior approval of the

721 Steering Committee.

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ARTICLE X

DELEGATES-AT-LARGE

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727 **SECTION 1 FUNCTIONS AND RESPONSIBILITIES**

728 The Delegates-at-Large shall represent the interests of the members.
729 They shall also assist in carrying out the functions and responsibilities of
730 the Steering Committee.
731

732 **SECTION 2 TERM OF OFFICE**

733 The term of office of the Delegates-at-Large shall be for one year begin-
734 ning on January first of the year and ending on December 31st of the
735 same year inclusive.
736

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

738 A Delegate-at-Large shall be removed from the position if a written peti-
739 tion to the Steering Committee for such is signed by twenty (20) percent
740 of the membership and a vote for such is sustained by a two-thirds ma-
741 jority of the membership present at a special meeting in which such peti-
742 tion is an item on the agenda for voting. Removal of a Delegate-at-Large
743 from that position shall terminate membership on the Steering Commit-
744 tee but shall not affect the individual’s standing as a member of the cor-
745 poration.
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747 **SECTION 4 RESIGNATION OF DELEGATES-AT-LARGE**

748 A Delegate-at-Large may resign at any time from the Steering Commit-
749 tee by giving notice to the corporation. Any resignation shall take effect
750 at the date of the receipt of that notice or at any later time specified in
751 that notice; and, unless specified otherwise in that notice, the acceptance
752 of the resignation is without prejudice to status as a member of the cor-
753 poration.
754

755 Any Delegate-at-Large who fails to attend two (2) consecutive Regular
756 Meetings of the Steering Committee, and who neglects to notify the
757 President or presiding Officer of his/her intent not to attend a specific
758 meeting, shall be considered to have submitted his/her resignation effec-
759 tive with the Call-to-Order of the second missed meeting.
760

761 SECTION 5 VACANCIES IN POSITION

762 A vacancy or vacancies in the position of Delegate-at-Large because of
763 death, resignation, removal, disqualification, or any other cause shall be
764 filled by appointment(s) made by the Steering Committee from the
765 membership. The(se) new Delegate(s)-at-Large shall serve for the re-
766 mainder of the term.
767

768 SECTION 6 FEES AND COMPENSATION

769 Delegates-at-Large shall not receive compensation for their services to
770 the corporation. They shall, however, be reimbursed for actual expenses
771 incurred while conducting business of the corporation. The expenses and
772 the business must, however, have prior approval of the Steering Commit-
773 tee.
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ARTICLE XI

ELECTION OF OFFICERS AND DELEGATES-AT-LARGE

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SECTION 1 NOMINATIONS

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(a) Nomination/Transition Committee: The Steering Committee shall appoint a Nomination/Transition Committee to select qualified candidates for election to become officers and Delegates-at-Large. The committee shall also assist in effecting the smooth transaction from one Steering Committee to another at the end of the year. The Nomination/Transition Committee shall be formed at least 60 days before the last day for receiving election ballots to elect officers and delegates-at-large (hereinafter called "election day"). At least 30 days before election day, the committee shall make its report to the Steering Committee on its list of nominees.

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(b) Nominations by Members: In addition to the Nomination/Transition Committee's selections, if any, the committee shall solicit nominations from members through nomination ballots sent to each member of the corporation. Any member nominated by at least three (3) percent of the membership OR at least five members, whichever is more, on nomination ballots sent to each member of the corporation and received by the Nomination/Transition Committee before the 30th day preceding election day, shall become eligible candidates. After verification by the committee of the acceptance of their nominations, the committee shall cause the names of these candidates to be placed on the election ballot along with those candidates named by the Nomination/Transition Committee, if any, for that office or position.

SECTION 2 ELECTIONS

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(a) Election Ballot: At least 14 days before election day, the Nominations/Transition Committee shall forward to each member of record, as determined either by Section 10(a) or Section 10(b)(2) of Article VII of these bylaws, an election ballot with a list of candidates nominated by office or position.

(b) Nominees Exceed Number to be Elected: If more people are nominated for an office or position than can be elected, the election shall take place by means of a procedure that allows all candidates a reasonable opportunity to solicit votes and all members a reasonable opportunity to choose among candidates.

- 815 (c) Vote Solicitation: Without limiting the generality of the foregoing,
816 if the corporation now or hereafter publishes, owns, or controls a
817 magazine, newsletter, or other publication, and publishes material
818 in the publication soliciting votes for any candidate, it shall make
819 available to all other candidates for that position or office, in the
820 same issue of the publication, an equal amount of space and with
821 equal prominence, to be used by the candidate(s) for a purpose rea-
822 sonably related to the election.
- 823 (d) Candidate Mailings: On written request by any candidate for elec-
824 tion as an officer or Delegate-at-Large, and accompanying payment
825 of the reasonable costs of mailing (including postage), the corpora-
826 tion shall, within ten (10) business days after the request (provided
827 that payment has been made), mail to all members, or such portion
828 of them as the candidate may reasonably specify, any material that
829 the candidate may furnish and that is reasonably related to the elec-
830 tion, unless the corporation, within five (5) business days after re-
831 ceipt of the request, allows the candidate, at the corporation's op-
832 tion, the right to do either of the following:
- 833 (1) Inspect and copy the record of all the members' names, ad-
834 dresses, and voting rights, at reasonable times, five (5) busi-
835 ness days after a written demand on the corporation, which
836 demand shall state the purpose for which the inspection
837 rights are requested
- 838 (2) Obtain from the Secretary of the corporation, on written de-
839 mand and tender of a reasonable charge, a list of names, ad-
840 dresses, and voting rights of those members entitled to vote
841 for the election of officers and delegates-at-large, as of the
842 most recent record date for which it has been compiled or as
843 of a date specified by the candidate subsequent to the date of
844 demand. The membership list shall be made available no later
845 than ten (10) business days after the demand is received or
846 no later than ten (10) business days after the record date
847 stated in the demand.
- 848 The corporation may not decline to publish or mail material on be-
849 half of any candidate, on the basis of the content of the materials,
850 except that the corporation or any of its agents, Steering Committee
851 members, or employees may seek and comply with an order of the
852 Superior Court allowing them to delete material that the court finds
853 will expose the moving party to liability.
- 854 (e) Corporate Funds: Without the authorization of the Steering Com-
855 mittee, no corporate funds may be expended to support a candidate
856 for officer or delegate-at-large after there are more people nomi-
857 nated for an office or position than can be elected.

858

859 SECTION 3 VOTES REQUIRED

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

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

867

868 SECTION 4 TIME FOR ELECTIONS

869 Election day for the election of the officers and delegates-at-large of the
870 corporation shall be the day of the annual meeting of members unless
871 decided otherwise by the Steering Committee. In the latter case, howev-
872 er, election day must be before the last day of the calendar year.

873

874 **ARTICLE XII**

875 **STANDING COMMITTEES**

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878 **SECTION 1 FUNCTIONS**

879 Standing Committees shall assume the responsibility of developing and
880 carrying out the programs and events of the corporation which will fulfill
881 its purpose and objectives. All programs and events shall be subject to
882 final approval by the Steering Committee.

883

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

- 885
- 886 (a) Culture-Education Committee: Coordinates cultural and education-
887 al programs for the membership and the public:
- 888 (1) Increases awareness and understanding of the rich cultural
889 heritage and diversity that exists among Asian/Pacific ethnic
890 groups through seminars, workshops, presentations, and the
891 like
- 892 (2) Conducts rap sessions and workshops of a personal growth
893 and educational nature
- 894 (f) Coordinates a speaker’s program for speaking engagements to
895 inform the general public about Asian/Pacific cultures and the
896 gay Asian/Pacific experience.
- 897 (g) Provides the membership with information and news political-
898 ly relevant to the purposes and goals of the corporation via
899 newsletter articles, workshops, and other venues.
- 900 (b) Membership Outreach Committee: Maintains, and strives to in-
901 crease, the membership of the corporation and provides a support
902 system for the members:
- 903 (1) Solicits new members through publicity and announcements
- 904 (2) Maintains the active interest and participation of the mem-
905 bers in the affairs of the corporation by continued contacts,
906 such as through a phone tree system.
- 907 (c) Fundraising Committee: Organizes events for fundraising purpos-
908 es:
- 909 (1) Organizes programs and events for the specific purpose of
910 raising revenues for the continued operation of the organiza-
911 tion
- 912 (2) Explores other funding resources for the enhancement of the
913 organization’s financial well being.

- 914 (d) Publications Committee: Disseminates information, news, and
915 knowledge related to the purposes and objectives of the organiza-
916 tion to the membership and to the public via the publication of the
917 corporation's monthly newsletter. Promotes and prepares articles
918 (e.g., press releases) for publication in journals, newspapers, and
919 other media on issues related to the purpose and objectives of the
920 corporation.
- 921 (e) Asians & Friends HIV Support Group: Addresses the needs of per-
922 sons testing HIV Positive, their significant others, the membership,
923 the Asian/Pacific community, and society at large:
- 924 (1) Conducts raps and workshops on AIDS education and pre-
925 ventation for the members
- 926 (2) Outreaches to the Asian/Pacific community to coordinate
927 AIDS education programs and disseminates AIDS informa-
928 tion
- 929 (3) Provides emotional support and support programs to mem-
930 bers and their significant others
- 931 (4) Acts as the organization's representative with other AIDS re-
932 lated agencies and organizations.
- 933 (f) Rap Committee: Coordinates regular rap and video events for the
934 membership and the public. Coordinates facilitators, locations and
935 other necessary logistics for the rap/video events.
- 936 (g) Webmaster: Provides the organization, its members, and the public
937 at large, with a website dedicated to dissemination information rele-
938 vant to the purpose and goals of Asian/Pacific Gays and Friends as
939 is, from time to time, defined by the Board.

940

941 SECTION 2 COORDINATORS

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

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

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

972
973 Any Standing Committee Coordinator who fails to attend two (2)
974 consecutive Regular Meetings of the Steering Committee, and who
975 neglects to notify the President or presiding Officer of his/her in-
976 tent not to attend a specific meeting, shall be considered to have
977 submitted his/her resignation effective with the Call-to-Order of
978 the second missed meeting.

979 (e) Vacancy: A vacancy in the position(s) of one or more of the Stand-
980 ing Committee Coordinators because of death, resignation, remov-
981 al, disqualification, or any other cause, shall be filled by an ap-
982 pointment made by the Steering Committee from the membership.
983 The newly appointed Standing Committee Coordinator shall serve
984 for the remainder of the term.

985

986 SECTION 3 STANDING COMMITTEE MEMBERS

987 (a) Membership Qualifications: Standing Committee membership shall
988 be open to all members of the organization in good standing. A
989 member who has attended at least two Standing Committee meet-
990 ings during the immediately preceding 12 months shall become a
991 Standing Committee member. The Standing Committee Coordina-
992 tor shall be responsible for submitting the names of these members
993 to the Secretary for recording.

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

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

998

999 SECTION 4 STANDING COMMITTEE MEETINGS

- 1000 (a) Frequency: Standing Committee meetings shall be called by the
1001 Committee Coordinator. Frequency of these meetings shall be de-
1002 termined by the Coordinators. Meeting time and place shall be an-
1003 nounced to all members of the committee.
- 1004 (b) Meeting Content and Vote: Standing Committee meetings shall fo-
1005 cus on developing, planning, and carrying out the functions of the
1006 Standing Committee as described in Section 1 of this Article XII.
1007 Each Standing Committee member shall be entitled to one vote on
1008 all matters placed before the Standing Committee for voting.
- 1009 (c) Quorum: The number of Standing Committee members present at a
1010 Standing Committee meeting duly called in accordance with Sec-
1011 tion 4(a) of this Article XII, shall constitute the quorum.
- 1012 (d) Adjournment: The majority of the Standing Committee members
1013 present may adjourn any meeting to another time and place.
- 1014 (e) Notice of Adjournment: Notice of the time and place to hold an ad-
1015 journed meeting need not be given unless the meeting is adjourned
1016 for more than 24 hours, in which case the notice of the time and
1017 place shall be given, before the time the adjourned meeting recon-
1018 venes, to the Standing Committee members who were not present
1019 at the time of adjournment.
- 1020 (f) Action Without Meeting: Any action required or permitted to be
1021 taken by a Standing Committee may be taken without a meeting if
1022 a majority of the members of that Standing Committee consent to
1023 that action. Such consent or consents shall be noted in the minutes
1024 of the proceedings of the Standing Committee.
- 1025 (g) Standing Committee Meeting Minutes: Minutes of all meetings of
1026 a Standing Committee shall be filed with the corporate records af-
1027 ter being submitted by the Committee Coordinator. Standing
1028 Committee reports which are submitted in writing to the Steering
1029 Committee during a Steering Committee meeting and which con-
1030 tain the proceedings and actions of the Standing Committee meet-
1031 ing(s) may suffice in lieu of minutes.
- 1032

ARTICLE XIII

RECORDS AND REPORTS

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1037 **SECTION 1 ARTICLES AND BYLAWS**

- 1038 (a) Location: The Secretary of the corporation shall keep, or cause to
1039 be kept, the original or a copy of the articles of incorporation and
1040 the bylaws, as amended to date.
- 1041 (b) Inspection: The Secretary shall, on the written request of any
1042 member, furnish to that member a copy of the articles of incorpora-
1043 tion and bylaws as amended to date

1044

1045 **SECTION 2 OTHER CORPORATE RECORDS**

- 1046 (a) Location: The accounting books, records, and minutes of proceed-
1047 ings of members, the Steering Committee, Standing Committees,
1048 and any other committees shall be kept at such a place or places
1049 designated by the Steering Committee or, in the absence of such
1050 designation, at the principal executive office of the corporation.
1051 The minutes shall be kept in written or typed form and the account-
1052 ing books and records shall be kept either in written or typed form
1053 or in any other form capable of being converted into written, or
1054 printed form.
- 1055 (b) Inspection: The minutes and accounting books and records shall be
1056 open to inspection on written demand by any member, at any rea-
1057 sonable time during usual business hours, for a purpose reasonably
1058 related to the member's interests as a member. The inspection may
1059 be made in person or by an agent or an attorney, and shall include
1060 the right to copy and make extracts. These rights of inspection ex-
1061 tend to the records of each subsidiary corporation of the corpora-
1062 tion.

1063

1064 **SECTION 3 INSPECTION BY STEERING COMMITTEE MEMBERS**

1065 Every Steering Committee member shall have the absolute right at any
1066 reasonable time to inspect all books, records, and documents of every
1067 kind and the physical properties of the corporation and each of its sub-
1068 sidiary corporations.

1069

1070 **SECTIONS 4 ANNUAL REPORT**

1071 The annual report to shareholders referred to in the California Nonprofit
1072 Corporation Law is expressly dispensed with, but nothing in these by-
1073 laws shall be interpreted as prohibiting the Steering Committee from is-
1074 suing annual or other periodic reports to the members of the corporation
1075 as the Steering Committee considers appropriate. However, the corpora-
1076 tion shall provide to the Steering Committee members, and to those
1077 members who request it in writing within 120 days after the close of its
1078 fiscal year, a report containing information in reasonable detail:

- 1079
- 1080 (a) The assets and liabilities, including trust funds, of the corporation
1081 as of the end of the fiscal year
- 1082 (b) The principal changes in assets and liabilities, including trust
1083 funds, during the fiscal year
- 1084 (c) The revenue or receipts of the corporation, both unrestricted and
1085 restricted to particular purposes, for the fiscal year
- 1086 (d) The expenses or disbursements of the corporation, for both general
1087 and restricted purposes, during the fiscal year
- 1088 (e) Any information required by California Corporation Code Section
1089 6322.

1090

1091 **SECTION 5 ACCESS TO MEMBERSHIP RECORDS**

1092 Every person making application for membership in this corporation
1093 must waive the right to obtain and copy membership lists as provided in
1094 California Corporations Code 6330(a)(1), (2), and (b)(1), and shall ex-
1095 pressly agree, as provided in California Corporations Code 6330(c), to
1096 accept a reasonable alternative method of contacting members.

1097

1098 Such alternative method shall be to pay the corporation the reasonable
1099 cost of mailing any material furnished by a member to be distributed to
1100 all other members and which is relevant to the business of the corpora-
1101 tion. Such mailing shall be made within fifteen (15) days after submis-
1102 sion of the materials to be mailed and payment in full of the costs of
1103 mailing.

1104

1105 The Secretary of the Corporation, upon completing the mailing, shall
1106 furnish, upon request of the member who initiated and paid for the mail-
1107 ing to all members, a declaration under penalty of perjury that such mail-
1108 ing has been completed.

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ARTICLE XIV

CONSTRUCTION AND DEFINITIONS

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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

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1125 **SECTION 1 AMENDMENTS BY MEMBERS**

1126 New bylaws may be adopted, or these bylaws may be amended or re-
1127 pealed, by approval of the members. Written petition to adopt new by-
1128 laws, or to amend or repeal these bylaws after their going into effect,
1129 shall be signed by ten (10) percent of the members and submitted to the
1130 Steering Committee. Such amendment(s) or addition(s) shall be made
1131 part of these bylaws if the petition is sustained by a two-thirds majority
1132 at a special meeting or annual meeting in which such petition is an item
1133 on the agenda for voting.
1134

1135 **SECTION 2 AMENDMENTS BY STEERING COMMITTEE MEMBERS**

1136 Subject to the right of members under Section 1 of this Article XV, by-
1137 laws may be adopted, amended, or repealed by the Steering Committee
1138 by a two-thirds majority of the Steering Committee members present at a
1139 duly called Steering Committee special meeting in which the adoption,
1140 amendment, and/or repeal of incorporation or bylaws is (are) an item on
1141 the agenda for voting. However, if the articles of incorporation or bylaws
1142 adopted by the members provide for an indefinite number of officers,
1143 Delegates-at-Large, Steering Committee members, and/or Standing
1144 Committee Coordinators, the Steering Committee may adopt or amend a
1145 bylaw to fix the exact number of officers, Delegates-at-Large, and/or
1146 Steering Committee coordinators. Such adoption or amendment shall be-
1147 come a part of these bylaws if approved by a two-thirds majority of the
1148 Steering Committee present at a duly called Steering Committee special
1149 meeting in which the adoption or amendment is an item on the agenda
1150 for voting.