

**BYLAWS OF**  
**LAKE COUNTY COMPUTER USERS GROUP**  
**A California Nonprofit Public Benefit Corporation**

**ARTICLE I: LOCATION OF OFFICES**

The name of this corporation is Lake County Computer Users Group. It is a California nonprofit public benefit corporation with principal offices at Lower Lake, California, or at such other location as the Board of Directors may from time to time direct.

**ARTICLE 2: PURPOSE**

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public and charitable purposes. Specifically, this Corporation provides computer-oriented and based education, demonstrations of software and hardware, internet demonstrations, and other topics of lecture or demonstration to enable the members to better use computers in their homes and workplaces and to increase computer literacy in the community as a whole, and to engage in any other lawful activities permitted under the California Nonprofit Public Benefit Corporation Law. The recital of these purposes as contained in this paragraph is intended to be exclusive of any and all other purposes, this corporation being formed for those public and charitable purposes only.

**ARTICLE 3: MEMBERSHIP**

Section 3.1 Members.

The members of this corporation shall consist of those who have complied with the requirements set forth in Section 3.2 of this Article, have properly presented themselves for membership in accordance with the procedures determined by the Directors, and who have been enrolled as members on the membership roster.

No person may hold more than one membership.

Membership in this corporation shall not vest in any member any distributions from the corporation during the existence of the corporation, but shall only entitle the member to vote at meetings of the members. Membership shall not be

assignable inter vivos by any member, nor shall membership vest to any personal representative, heir or devisee.

No lifetime members are permitted. Family memberships are entitled to no more than two votes, no matter how many "members" are grouped together under a family membership.

#### Section 3.2 Requirements for Membership.

To be a member an individual must pay the annual dues and assessments, must participate in the activities of the organization, be interested in increasing knowledge of computers and sharing that knowledge with others.

#### Section 3.3 Removal of Members.

Membership of any member shall cease on the happening of any of the following events:

(a) The member's death or resignation; or

(b) The failure of the member to pay his or her dues assessments in a timely fashion after notice of the same.

No removal may be done unless in good faith and in a fair and reasonable manner. In the case of subdivision (b) of this section, the member shall be notified at least 15 days prior to being removed from the membership list, of the fact that he or she will be removed as a member and the reasons therefor. If the member does not pay the dues or otherwise contact the corporation within 10 days of the notice to protest the removal, the member shall be removed from the membership list. If the member timely files a protest, the member shall be given an additional 5 days to present a written explanation/objection for presentation to the board of directors who shall consider the written explanation/objection prior to making a final decision on whether or not the member shall be removed.

In cases of severe financial hardship, the Board of Directors may, by unanimous vote, waive the membership dues of a member for one, but no more than one, annual period.

### **ARTICLE 4: MEETINGS**

#### Section 4.1 Place of Meetings.

Notwithstanding anything to the contrary in these Bylaws, any meeting whether regular, special, or adjourned of the members of this corporation may be held at any place within or without the State of California that has been designated by

the Board of Directors ("Board") as the place of meetings, or such meetings may be conducted via the internet so long as the member or members each log in from the address given by each of them to the Secretary. However, meetings of the Board of Directors may be conducted via the internet by email, conference video, or other method which assures the knowledge and participation of each member of the Board, and actions taken at such meetings shall have the same force and effect as actions taken at a meeting where the Board members are physically present.

#### Section 4.2 Annual Meetings.

The regular annual meeting of the members, of which no notice need be given, shall be held at the principal office of the corporation (as the same shall be from time to time designated in the minutes of the Directors) commencing at 9:00 a.m. on the second Saturday of November of each year, if not a legal holiday and if a legal holiday, then on the next succeeding Saturday not a legal holiday.

The Board may, by majority vote, designate a different time, date, or location, in which case notice must be given in the manner specified for special meetings.

At the regular annual meeting, which shall be held in November of each year, the members shall consider reports of the affairs of the corporation, and transact other business as may properly be brought before the meeting, including but not limited to the election of Directors of the corporation to serve for the ensuing year and until their successors are elected and qualified. Such meetings may be conducted via the internet so long as the member or members each log in from the address given by each of them to the Secretary.

#### Section 4.3 Regular Meetings

The regular annual meeting of the members, of which no notice need be given, shall be held at the principal office of the corporation (as the same shall be from time to time designated in the minutes of the Directors) commencing at 9:00 a.m. on the second Saturday of each month of each year, if not a legal holiday and if a legal holiday, then on the next succeeding Saturday not a legal holiday. Other regular meetings may be scheduled from time to time by vote of the Board of Directors. Notice of such other or additional regular meetings shall be given to the membership in advance of the date of such meeting.

#### Section 4.4 Special Meetings.

Special meetings of the members or the Board may be called at any time by order of the President or of any Vice President or of the Secretary, or of two or more members or of the Board, and may be held at the same location, or via the internet in the same manner, as the regular meetings.

#### Section 4.5 Notice of Special Meetings.

Written notice of special meetings of members shall be given personally, by mailing by first class, registered or certified mail, or by email to the member's address as provided by the member to the Secretary, to each member, at her or his last known mailing address, postage prepaid, or his or her email address as provided to the Secretary, a notice of the meeting at least two (2) days before the time fixed for holding the meeting.

Written notice of Board meetings is deemed waived by agreement when the meeting is held via the internet.

Notice of any meeting of members shall specify the place, the day and the hour of meeting, and the general nature of the business to be transacted. If such meeting is to be conducted via the internet, the person calling the meeting is responsible for making sure that each member participating has appropriate and compatible instant messaging or other applicable software.

#### Section 4.6 Quorum of Members

At all meetings of the members, whether regular, special, or adjourned, the presence in person or via the internet shall be met by attendance or participation by one-third of the members or 20 persons, whichever is less, and such attendance shall constitute a quorum for the transaction of business.

#### Section 4.7 Adjournments.

Any business that might be done at a regular meeting of the members may be done at a special or at an adjourned meeting. If no quorum is present at any meeting of the members, business may be discussed, but not voted upon, and the meeting may be adjourned by those present from day to day or from time to time until a quorum is obtained. In this case, no notice need be given of such adjourned meeting.

#### Section 4.8 Waiver and Consent.

The transaction of any meeting of members or the Board of Directors, however called or noticed, shall be as valid as though conducted at a meeting duly held after regular call and notice, if a quorum is present, and if either before or after the meeting, each of the members, not present in person, signs a written waiver of notice or a consent to the holding of the meeting, or an approval of the minutes of the meeting, or sends an email to the Secretary containing such waiver.

Any action that may be taken at a meeting of the members, may be taken without a meeting if authorized by a writing signed by all the members who would be

entitled to vote at a meeting for such purpose, and filed with the Secretary of the corporation, or by emails sent to each member of the Board and the Secretary.

#### Section 4.9 Action without Meeting

Any action required or permitted to be taken at any regular or special meeting of Board or regular members may be taken without a meeting if the written ballot or voice vote of a majority of the members entitled to vote is solicited and obtained. If the required number of signed approvals are obtained in writing or by voice vote, the actions so taken must be transmitted to the Secretary for inclusion in the Club records.

### **ARTICLE 5: VOTING**

#### Section 5.1 Ballots

(a) Election of officers shall be carried out at the regular annual meeting and shall be the only Club action for which written ballots are required.

(b) Ballots by email will be accepted so long as the return address on the email reflects the member's email address as provided to the Secretary.

(c) All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted.

(d) Approval by written ballot pursuant to this section shall be valid only when the number of ballots cast on or before the time the ballot must be returned to be counted equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of ballots cast.

(d) After certification of the results of the balloting to the Secretary, upon motion all written ballots will be destroyed.

#### Section 5.2 Voting Rights.

Only persons whose names stand on the membership records of the corporation on the day of any meeting of members, shall be entitled to vote at such a meeting.

Every member entitled to vote at any election for Directors shall be entitled to one vote; family memberships are entitled to no more than two votes.

#### Section 5.3 Proxies.

Proxies are not allowed.

## **ARTICLE 6: REIMBURSEMENT OF EXPENSES**

Any member may present to the Treasurer a request for reimbursement for expenses incurred on behalf of the Corporation. The Treasurer shall obtain the review and consent of one member of the Board before issuing payment in reimbursement; provided, however, that if the request for reimbursement exceeds \$150, the Treasurer shall provide written notice of the amount and purpose of the requested reimbursement to all members of the Board, and shall not issue payment for such reimbursement unless a majority of the Board so agrees.

## **ARTICLE 7: DIRECTORS**

### Section 7.1 Powers.

Subject to limitations of the Articles and these Bylaws and of pertinent restrictions of the California Corporations Code, all the activities and affairs of the corporation shall be exercised by or under the direction of the Board of Directors. Without prejudice to these general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all the officers, agents and employees of the corporation, prescribe duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation and in their discretion require from them security for faithful service.

(b) To make disbursements from the funds and properties of the corporation as are required to fulfill the purposes of this corporation as are more fully set out in the Articles of Incorporation thereof and generally to conduct, manage and control the activities and affairs of the corporation and to make such rules and regulations therefor not inconsistent with law, with the Articles of Incorporation or with these Bylaws, as they may deem best.

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

(d) To the extent permitted by the exempt status of the organization, to carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may legally engage.

## Section 7.2 Number of Directors.

The authorized number of Directors of the corporation shall be not less than four and not more than eight, with the exact number to be determined from time to time by the Directors until changed by an amendment of the Articles of Incorporation or by an amendment to these Bylaws. The number may be changed by the vote or written assent of a majority of the directors then in office.

## Section 7.3 Selection and Tenure of Office.

All persons elected as officers shall automatically be deemed to have been elected as members of the Board of Directors, and the Immediate Past President shall likewise automatically be a member of the Board. Other Directors may be elected at each annual meeting of the members. Each Director shall serve until the next annual meeting and until a successor has been elected and qualified. If an annual meeting is not held, or the Directors are not elected at an annual meeting, the Directors may be elected at any special meeting of members held for that purpose.

## Section 7.4 Qualifications.

Each Director must be a voting member.

## Section 7.5 Vacancies.

Subject to the provisions of Corporations Code section 5226, any Director may resign effective on giving written notice to the Chair of the Board, the President, or the Secretary of the Board, unless the notice specifies a later time for the effectiveness of the resignation.

If the resignation is to take effect at some future time, a successor may be selected before that time, to take office when the resignation becomes effective.

Vacancies in the Board which occur at any time other than within one month prior to the annual meeting in November of each year shall be filled by election by a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been named and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors be increased.

The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by

a final order or judgment of any court to have breached any duty arising under the California Nonprofit Public Benefit Corporation Law. [California Corporations Code §§ 5230 et seq.]

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

#### Section 7.6 Removal of Directors.

A Director may be removed from office if any of the following has been found to have occurred (include provisions desired):

(a) The Director misses three or more consecutive board meetings or six meetings in a calendar year without cause.

(b) A conflict of interest is found to exist between the Director and the corporation.

(c) The Director is found to have engaged in activities that are directly contrary to the interests of the corporation.

(d) The Director is found to be engaged in the misrepresentation of the corporation and its policies to outside third parties, either willfully, or on a repeated basis.

(e) A majority of Directors who meet the qualifications set forth in Section 7.4 determine that the Director has not continued to meet these qualifications.

Before any removal occurs, the Director will be advised of the allegation and the basis for the allegation, and will be given an opportunity to present any contrary evidence or explanation he or she may have to the Board. Removal must be by all of the Directors.

#### Section 7.7 Place of Meetings.

Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular, special, or adjourned) of the Board of Directors of the corporation may be held at any place within or without the State of California that has been designated for that purpose by resolution of the Board of Directors or by the written consent of all the members of the Board, or via the internet.

#### Section 7.8 Regular Meetings.

Regular meetings of the Board shall be held without call or notice immediately before or after the adjournment of each meeting of members, or at such other times as the Board members may agree upon.

#### Section 7.9 Special Meetings.

Special meetings of the Board of Directors may be called at any time by order of the President, of any Vice President, of the Secretary, or of two or more of the Directors.

#### Section 7.10 Notice of Special Meetings.

Special meetings of the Board shall be held on four days notice by first class mail or a forty-eight hour notice given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by telegraph, facsimile, electronic mail, or other electronic means. The notice shall be addressed or delivered to each Director or at the Director's address as it is shown on the records of the corporation or as may have been given to the corporation by the Director for purpose of notice or, if the address is not shown on the records or is not readily ascertainable, at the place at which the meetings of the Directors are regularly held.

#### Section 7.11 Quorum.

Except as otherwise provided in these Bylaws, four or more of the authorized number of Directors shall constitute a quorum except when a vacancy or vacancies prevents a majority, whereupon a majority of the Directors shall constitute a quorum, provided a majority shall constitute either one third of the authorized number of Directors or at least two Directors, whichever is larger, or unless the authorized number of Directors is only one. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Except as the Articles of Incorporation, these Bylaws and the California Nonprofit Public Benefit Corporation Law may provide, the act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors.

#### Section 7.12 Participation in Meetings by Conference Telephone, Email or Video Conferencing.

Members of the Board may participate in a meeting through use of conference telephone, email, electronic video screen communications, or other communications equipment, so long as all members participating in the meeting can communicate with all of the other members concurrently, each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection, to a specific action to be taken, and the corporation adopts and implements some means of verifying that the person communicating by telephone, electronic video screen, or other communications equipment is a director entitled to participate in the board

meeting, and that all statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director.

#### Section 7.13 Waiver of Notice.

Notice of a meeting need not be given to any Director sends a waiver of notice or a written consent to holding the meeting or an approval of the minutes of the meeting to the Secretary, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, any lack or deficiency of notice. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

#### Section 7.14 Adjournment.

A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjourn to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

#### Section 7.15 Action Without Meeting.

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

#### Section 7.16 Rights of Inspection.

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind, and to inspect the physical properties of the corporation of which the person is a Director, for a purpose reasonably related to the person's interest as a Director.

#### Section 7.17 Official Board Committees.

Committees of the Board may be appointed by resolution passed by a majority of the whole Board. Committees shall be composed of one or more members of the Board, and shall have the powers of the Board as may be expressly delegated to it by resolution of the Board of Directors, except with respect to:

(a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires members' approval (must be approved by the Board as a whole);

(b) The filling of vacancies on the Board or on any committee;

(c) The fixing of compensation of the Directors for serving on the Board or on any committee;

(d) The amendment or repeal of Bylaws or the adoption of new Bylaws;

(e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

(f) The appointment of other committees of the Board or the members thereof;

(g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or

(h) The approval of any self-dealing transaction, as these transactions are defined in Corporations Code section 5233.

Any committee may be designated an Executive Committee or by another name as the Board shall specify. The Board shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of a prescription, the committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or the committee shall otherwise provide, the regular and special meetings and other actions of any committee shall be governed by the provision of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 7.18 Fees and Compensation.

Directors (as such) shall not receive compensation or reimbursement of expenses for their services as Directors.

## **ARTICLE 8: OFFICERS**

Section 8.1 Officers.

The officers of the corporation shall be a Chair of the Board or a President or both, Vice President(s), a Secretary, and a Chief Financial Officer or Treasurer.

Section 8.2 Election.

The officers of the corporation, except such officers as may be appointed and shall be chosen annually by, and shall serve at the pleasure of, the Board of Directors, subject to the rights, if any, of an officer under any contract of employment. Each officer shall hold his or her office until he or she resigns, is removed, or becomes otherwise disqualified to serve, or until his or her successor is elected and qualified.

#### Section 8.3 Other Officers.

The corporation may also have, at the discretion of the Board of Directors, more than one Vice President, one or more Assistant Secretaries, and other officers as may be appointed in accordance with the provisions of Section 5.3 of this Article. One person may hold two or more offices, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President or the Chair of the Board. The Board of Directors may appoint, and may empower the President to appoint, other officers as the business of the corporation may require, each of whom shall hold office for a period, have the authority, and perform the duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

#### Section 8.4 Removal and Resignation.

Any officer may be removed, either with or without cause, by a vote of all of the Directors at the time in office, at any regular or special meeting of the Board, or except in case of an officer chosen by the Board of Directors, by any officer on whom the power of removal may be conferred by the Board of Directors. Prior to any such removal, the officer must be given written notice of the reason for the removal, and the date on which the Board will consider the removal.

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

#### Section 8.5 Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular election or appointment to the office, provided that the vacancies shall be filled as they occur and not on an annual basis, and further provided that the Board may, by majority vote, elect a person to fill the responsibilities of such office until the vacancy may be filled in the manner prescribed by these Bylaws.

#### Section 8.6 Inability to Act.

In the case of absence or inability to act of any officer of the corporation and of any person herein authorized to act in his or her place, the Board of Directors may from time to time delegate the powers or duties of the officer to any other officer, or any director or other person whom the Board may select.

#### Section 8.7 Chair of the Board.

The President shall act as the Chair of the Board, if there shall be one, and shall, if present, preside at all meetings of the Board of Directors, and exercise and perform other powers and duties as may be from time to time assigned to him or her by the Board of Directors or prescribed by the Bylaws. If the corporation does not have a President, then the Chair shall also have the powers otherwise given to the President.

#### Section 8.8 President.

Subject to supervisory powers, if any, as may be given by the Board of Directors to the Chair of the Board, if there be one, the President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the activities and Officers of the corporation. In the absence of the Chair of the Board, or if there is none, the President shall preside at all meetings of the Board of Directors. The President shall be ex-officio a member of all the standing committees, including the Executive Committee, if any, and shall have the general powers and duties of management usually vested in the office of a President of a corporation, and shall have other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

#### Section 8.9.1 Vice President.

In the absence or disability of the President, the Vice Presidents, in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice Presidents shall have other powers and perform other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Bylaws. The Vice President shall also act as the chair of the Program Committee, responsible for scheduling presenters and presentations at the regular meetings, and for placing notice of the monthly meetings in applicable publications.

#### Section 8.9.2 Vice President of Systems Administration

In the absence or disability of the President, the Vice Presidents, in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice Presidents shall have other powers and perform other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Bylaws. The Vice President of Systems Administration is responsible for ongoing maintenance of club website, club internet access, software, computer, and other electronic equipment. Responsible for researching upgrades/changes and making recommendations to both the Board of Directors and membership for a vote.

#### Section 8.10 Secretary

The Secretary will keep minutes of all meetings of the membership and the Board of Directors, and all Club records, other than financial records. The Secretary shall be responsible for providing or transmitting to all members the slate of nominees for each elective office to be filled each year as submitted by the Nominating Committee and as approved by the Board of Directors. The Secretary shall give or cause to be given, notice of all meetings, and shall attend to all other correspondence and perform such other duties as may be prescribed by the President or the Board of Directors. The Secretary shall, jointly with the Treasurer, receive membership applications and payments from members and others.

The Secretary shall cause to be made badges of identification for each member, and shall maintain the membership roster, including email addresses for all members. No member's email or other personal information is to be provided to any person outside of the Corporation without a vote of the general membership in favor of the same.

The Secretary shall provide copies of the membership register, or a duplicated membership register, showing the names of the members and their addresses, to each member, updated from time to time as appropriate.

The Secretary shall also keep, or cause to be kept, a book of minutes of all meetings of the members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice of the meeting, the names of those present at meetings, and the proceedings. The Secretary, or the designatee of the Secretary, shall give, or cause to be given, notice of all meetings of the members required by these Bylaws.

Assistants to the Secretary shall have such delegation of authority as the Secretary directs.

#### Section 8.11 Treasurer

The Treasurer shall have charge and custody of all funds generated, collected or obtained by or on behalf of the organization in any manner, and shall be responsible for the proper receipt and disbursement thereof. The Treasurer shall keep full and accurate accounts of receipts and disbursements and shall deposit all monies in the name and to the credit of the Corporation in such bank or banks as may be designated by the Board of Directors, provided that the Treasurer may, upon authorization and direction by the Board, maintain a petty cash fund not to exceed Sixty Dollars (\$60), and shall be authorized to disburse said petty cash on behalf of the Corporation, upon receipt of a signed statement, within his or her discretion.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, and shall render to the Board of Directors, monthly, or upon direction of the Board or the President, an accounting of all transactions and the financial condition of the Corporation. The Treasurer shall make a monthly report, at the direction of the Board of Directors, of all funds received, disbursements made and funds on hand. The Board of Directors may request an audit of the books and records at the end of any fiscal year. The Treasurer shall prepare an annual budget for review and action by the Board. The Treasurer shall, jointly with the Secretary, receive membership applications and payments from members and others. The Treasurer will maintain a list of all capital equipment

The Assistant Treasurer shall have such responsibilities as the Treasurer may direct.

All Officers shall perform such other duties as the Board of Directors shall prescribe.

#### Section 8.12 Salaries.

No officer shall receive any compensation for services rendered the Corporation, but may be reimbursed for out-of-pocket expenses for services rendered to the Corporation on the same terms and conditions as that of a member.

### **ARTICLE 9: OTHER PROVISIONS**

#### Section 9.1 Endorsement of Documents; Contracts.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing, and any assignment or endorsement thereof, executed or entered into between this corporation and any other person, when signed by any one of the Chair of the Board, the President or any Vice President, and any one of the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of this corporation

shall be valid and binding on this corporation in the absence of actual knowledge on the part of the other person that the signing Officers had no authority to execute the same.

The Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, and except as provided in this Section, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

#### Section 9.2 Construction and Definitions.

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law [California Corporations Code §§ 5000 et seq.] and in the California Nonprofit Public Benefit Corporation Law [California Corporations Code §§ 5110 et seq.] shall govern the construction of these Bylaws.

#### Section 9.3 Amendments.

These Bylaws may be amended by repeal and new and additional Bylaws may be made from time to time by a majority of the members, or by the written assent of the members. Subject to right of the members to amend or repeal, these Bylaws (other than a Bylaw or amendment of the Bylaws changing the authorized number of Directors) may be amended or repealed by the Board in the exercise of the power granted to the Board in these Bylaws.

#### Section 9.4 Record of Amendments.

Whenever an amendment or new Bylaw is adopted, it shall be copied in the Book of Minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the Book.

### **ARTICLE 10: RECEIPT, INVESTMENT, AND DISBURSEMENT OF FUNDS**

Section 10.1 The corporation shall receive all monies, other properties, or both monies and properties, transferred to it for the purposes for which the corporation was formed. However, nothing contained herein shall require the Board of Directors to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of the money or property is contrary to the expressed purposes of the corporation as shown by the Articles.

Section 10.2 The corporation shall hold, manage and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this corporation.

Section 10.3 No disbursement of corporation money or property shall be made until it is first approved by the President of the corporation and by the Treasurer, or by a majority of the Directors. However, the Directors shall have the authority to appropriate specific sums to fulfill the objects and purposes for which the corporation was formed and to direct the officers of the corporation from time to time to make disbursements to implement the appropriations.

Section 10.4 All checks, drafts, demands for money and notes of the corporation, and all written contracts of the corporation shall be signed by the officer or officers, agent or agents, as the Board of Directors may from time to time by resolution designate.

## **ARTICLE 11: CORPORATE RECORDS AND REPORTS**

### Section 11.1 Records.

The corporation shall maintain adequate and correct accounts, books and records of its business and properties. All these books, records, and accounts shall be kept in California in the possession of the Secretary or Treasurer, as appropriate.

### Section 11.2 Inspection of Books and Records.

The membership register or duplicate membership register, the books of account, and minutes and proceedings of the members and the Board, and of executive committees of the Directors of this corporation shall be open to inspection on the written demand of any member at any reasonable time, for a specifically stated purpose reasonably related to his or her interests as a member, and shall be exhibited at any time when required by the demand of any members' meeting.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the corporation, and also of its subsidiary organizations, if any.

### Section 11.3 Certification and Inspection of Bylaws.

The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the members and Directors of the corporation at all reasonable times during office hours.

## **ARTICLE 12: DISSOLUTION**

On dissolution of this corporation, the Board of Directors shall cause the corporation's assets to be distributed to another corporation with purposes similar to that identified in the Articles of Incorporation, and Article 2 of these Bylaws.

#### CERTIFICATE OF SECRETARY

I, the undersigned, being the Secretary of Lake County Computer Users Group, hereby certify that the above Bylaws were adopted as the Bylaws of this corporation pursuant to the unanimous vote of the Directors in a regularly called meeting, effective November 9, 2002. These Bylaws are, as of the date of this certification, the duly adopted and existing Bylaws of this corporation.

IN WITNESS WHEREOF, I have set my hand this 9th Day of November ,2002.

BY: Sharon A. Hughes  
Secretary of Lake County Computer Users Group