

## **THE GAY & LESBIAN TENNIS FEDERATION OF SAN FRANCISCO MISSION STATEMENT**

The GLTF exists to promote interest and participation in tennis among Gay, Lesbian, Bisexual and Transgender men and women"; to encourage fellowship among its members in an athletic environment; and to foster support and interest from the entire community.

## **CONSTITUTION OF THE GAY & LESBIAN TENNIS FEDERATION**

### **ARTICLE I**

1. The Name of this organization shall be:  
"The Gay & Lesbian Tennis Federation of San Francisco." (GLTF)
2. The purpose of the GLTF is to promote interest and participation in tennis among gay men and women; to encourage fellowship among its members in an athletic environment; and to foster support and interest from the entire community.
3. The GLTF will be a non-profit, non-political organization.
4. The GLTF is organized exclusively for the charitable, educational, and national and international amateur sports competition purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### **ARTICLE II – MEMBERSHIP**

1. Members shall actively support and participate in the GLTF and abide by its Constitution and Bylaws.
2. Membership is open to all Gay, Lesbian, Bisexual and Transgender men and women, and their supporters who are 18 years of age and older.
3. The initiation fee shall be payable upon registration. Dues and initiation fee shall be determined by the membership.
4. The causes for termination of membership from the GLTF are: non-payment of dues, failure to abide by the Constitution and Bylaws, and conduct unbecoming a member of the GLTF.
5. All members in good standing are eligible to vote.

### **ARTICLE III – MEETINGS**

1. Meetings of the GLTF will be held once a month, with no less than one week's notice to the membership.
2. Special meetings may be called with one week's written notice to the membership.
3. All general, Executive Board, and committee meetings shall be open to all members.

This document was changed in 2006 to include necessary statements that allow us to complete our 501(c)(3) application and change our tax status.

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Further revisions to the Constitution and By-Laws were made in October 2007 with approval of the board and membership.

## **BY-LAWS OF THE GAY AND LESBIAN TENNIS FEDERATION OF SAN FRANCISCO**

### **ARTICLE 1. OFFICES**

1.1. Principal Office. The principal office of the Corporation for its transaction of business is located in the City of San Francisco and County of San Francisco, California.

1.2. Change of Address. The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in San Francisco, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

### **ARTICLE 2. MEMBERS**

2.1. Classification and Qualification of Members. The Corporation shall have one class of members.

2.2. Eligibility for Membership. Any person as defined in Section 5065 of the Corporations Code is eligible to be a member of the Corporation.

2.3. Admission to Membership. Any person qualified for membership under Section 0 of these Bylaws shall be admitted to membership only on the approval, by the Membership Chair duly authorized by resolution to admit members, of an application submitted by such person in such form and in such manner as shall be prescribed by the Board of Directors, and on payment of the first annual dues as specified in Section 0 of these Bylaws

2.4. Application Fee. There shall be no fee for making application for membership in the Corporation.

2.5. Dues. The annual dues payable to the Corporation by members shall be in such amounts as shall be determined by resolution of the Board of Directors. Any increase is subject to approval by the members. Dues shall be payable for the first year on admission to membership and annually thereafter at such time or times as may be fixed by the board of directors. A member, on learning of the amount of dues determined by the Board of Directors and the time or times of payment fixed by the Board of Directors, may avoid liability for the dues by promptly resigning from membership, except where the member is, by contract or otherwise, liable for the dues.

2.6. Assessments. Memberships shall be nonassessable.

2.7. Number of Members. There shall be no limit on the number of members the corporation may admit.

2.8. Membership Book. The Corporation shall keep in written form or in any form capable of being converted into written form, a membership book containing the name and address of each member. The book shall also contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of the Corporation and shall be subject to the rights of inspection required by law as set forth in Section 0 of these Bylaws.

2.9. Inspection Rights of Members.

(a) Demand. Subject to the Corporation's right to set aside a demand for inspection pursuant to Section 8331 of the Corporations Code and the power of the court to limit inspection rights pursuant to Section 8332 of the Corporations Code, and unless the Corporation provides a reasonable alternative as permitted by Section 0 of these Bylaws, a member satisfying the qualifications set forth hereinafter may do either or both of the following:

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

(2) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

(b) Members Permitted to Exercise Rights of Inspection. The rights of inspection set forth in Section 2.09(a) of these Bylaws may be exercised by the following:

(1) Any member, for a purpose reasonably related to such person's interest as a member; and

(2) The authorized number of members for a purpose reasonably related to the members' interest as members.

(c) Alternative Method of Achieving Purpose. The Corporation may, within ten (10) business days after receiving a demand pursuant to Section 0 of these Bylaws, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 0 of these Bylaws shall be deemed reasonable, unless with a reasonable time after acceptance of the offer, the Corporation fails to do those things which it offered to do. Any rejection of the offer shall be in writing, and shall indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 0 of these Bylaws.

2.10. Certificates of Membership. The Corporation shall not issue membership certificates; however the Corporation reserves the right to issue identity cards or similar devices to members which serve to identify members.

2.11. Nonliability of Members. A member of the Corporation shall not solely because of such membership be personally liable for the debts, obligations or liabilities of the Corporation.

2.12. Transferability of Membership. Neither the membership in the Corporation nor any rights in the membership may be transferred for value or otherwise.

2.13. Termination of Membership.

(a) Causes. The membership and all rights of membership shall automatically terminate on the occurrence of the any of the following causes:

(1) The voluntary resignation of a member with notice as prescribed by Section 0 of these Bylaws;

(2) Where a membership is issued for period of time, the expiration of such period of time;

(3) The death of a member; and

(4) The nonpayment of dues, subject to the limitations set forth in Section 0 of these Bylaws.

(b) Resignation by Giving Notice. The membership of any member of the Corporation shall automatically terminate on such member's written request for such termination delivered to the President or Secretary of the Corporation personally or deposited in the United States mail, postage prepaid.

(c) Nonpayment of Dues. The membership of any member who fails to pay his or her dues when due and within 60 days thereafter shall automatically terminate at the end of such 60 day period, provided such member was given both a fifteen (15) days' prior written notice of the termination stating the reasons therefore and an opportunity to cure the delinquency (i.e. pay the dues.)

(d) Effect of Termination. All rights of a member in the Corporation and in its property shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, or fees, or arising from contract or otherwise. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

### **ARTICLE 3. MEETINGS OF MEMBERS**

3.1. Place. Meetings of members shall be held at such location within the State of California as may be designated from time to time by resolution of the Board of Directors.

3.2. Regular Meetings. The members shall meet monthly for the purpose of transacting such proper business as may come before the meeting, including the election of Directors. Meeting date, time and place may.

3.3. Special Meetings. Special meetings of members shall be called by the Board of Directors, the President, or by resolution of five (5) percent of the members of the Corporation. Special meetings shall be held at such times and places within San Francisco as may be ordered by resolution of the Board of Directors, the President, or by five (5) percent of the members of the Corporation.

3.4. Notice of Meetings. Written notice of every meeting of members shall be either personally delivered or mailed by first-class mail; postage prepaid not less than 10 or more than 90 days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat.

In the event notice is given by mail or other means of written communication, the notice shall be addressed to the member at the address of such member appearing on the books of the Corporation or at the address given by the member to the Corporation for the purpose of notice. Where no such address appears or is given, notice shall be given at the principal office of the Corporation. The Secretary of the Corporation, other person specially designated by the Secretary for the purpose herein mentioned shall execute an affidavit of the giving of the notice of the meeting of members. In the case of specially called meeting of members, notice that a meeting will be held at a time requested by the person or person calling the meeting not less than thirty-five (35) days nor more than ninety (90) days after receipt of the written request from such person or persons by the President or Secretary of the Corporation shall be sent to the members forthwith and in any event within twenty (20) days after the request was received.

Schedules of meetings published in the Corporation's newsletter shall serve as notice provided the mailing meets the time and address requirements of this paragraph.

No meeting of members may be adjourned more than 45 days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

3.5. Contents of Notice. The notice shall state the place, date, and time of the meeting. The notice of any special meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the members. Notices of all meetings shall state the items on which

members shall be required or permitted to vote, so far as known to the Board at the time of notice.

3.6. Waivers, Consents, and Approvals. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present in person, either in person or by proxy, and if either before or after the meeting, each person entitled to vote but not present, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals, shall be filed with the corporate records or made a part of the minutes of the meeting.

3.7. Quorum. A quorum at any meeting of members shall consist of 5% of the voting power, represented in person. Provided however, that no vote may be had on any item by the members unless at least one-third of the voting power is in attendance, unless notice of the item to be voted on has been given in accordance with paragraph 0 "Contents of Notice" above. For purposes of this bylaw, "voting power" means the power to vote for the election of directors at the time of any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.

3.8. Loss of Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action take, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

3.9. Adjournment for Lack of a Quorum. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted except as provided in Section 0 of these Bylaws.

3.10. Voting of Membership.

(a) Entitlement. Each regular member is entitled to one vote on each matter submitted to a vote of the members.

(b) Record Date of Membership. The Board of Directors shall fix, in advance, a date as the record date for the purposes of determining the members entitled to notice of and to vote at any meeting of members. Such former record date shall not be more than ninety (90) nor less than ten (10) days before the date of the meeting. Such latter record date shall not be more than sixty (60) days before the date of the meeting. The Board of Directors shall also fix, in advance, a date as the record date for the purpose of determining the members entitled to exercise

any rights in respect of any lawful action. Such record date shall not be more than 60 days prior to such other action.

(c) Individual Director Seats. Members shall vote separately for each Director seat designated in Section 0 of these Bylaws, except the USGO Director who shall be elected by the Board as provided in paragraph 0. Procedure for balloting and election shall be as approved by the Board.

(d) Cumulative Voting. Cumulative voting shall not be allowed for the election of directors or for any other purpose.

### 3.11. Action Without Meeting by Written Ballot.

(a) Ballot Requirements. Any action which may be taken at any meeting of members may be taken without a meeting provided there is satisfaction of the following ballot requirements:

(1) The Corporation distributes a written ballot to every member entitled to vote on the matter;

(2) The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the corporation;

(3) The number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and

(4) The number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(b) Election of Directors. Directors shall be elected at a meeting, and may not be elected without a meeting under this paragraph.

(c) Solicitation. Ballots shall be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in Section 0 of these Bylaws and of voting by written ballot set forth in Section 0 of these Bylaws. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation shall specify the time by which the ballot must be received in order to be counted.



(d) Voting by Written Ballot. The form of written ballot distributed to 10 or more members shall afford an opportunity on the form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted on by such written ballot. The form shall also provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter, the vote must be cast in accordance therewith.

(e) Revocation of Ballot. A written ballot may not be revoked.

### 3.12. Conduct of Meetings.

(a) Chairman. The President of the Corporation or, in his or her absence, the Vice-President, or any other person chosen by the President, or if none, by a majority of the voting members present in person shall be Chairman of and shall preside over the meetings of the members.

(b) Secretary of Meetings. The Secretary of the Corporation shall act as the secretary of all meetings of members; provided that in his or her absence, the Chairman of the meeting of members shall appoint another person to act as secretary of the meetings.

(c) Rules of Order. The Robert's Rules of Order, as may be amended from time to time, shall govern the meetings of members insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation, or the law.

The inspectors shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical.

(d) Vote of Inspectors. If there are three (3) inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act, or certificate of all.

(e) Report and Certificate. On request of the Chairman or any member or member's proxy, the inspectors of election shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors shall be prima facie evidence of the facts stated therein.

## **ARTICLE 4. DIRECTORS**

4.1. Number. The Corporation shall have not less than seven (7) nor more than thirteen (13) Directors. The initial exact number of Directors shall be nine (9). The

number shall be fixed from time to time, within the limits specified in this Bylaw, by an amendment to this Bylaw duly adopted by approval of the members or directors, as provided in Article 0 of these Bylaws.

4.2. Qualifications. The Directors of the Corporation shall be residents of the State of California, and regular members of the Corporation.

4.3. Terms of Office. Each Director shall hold office for a term of one year from the date of the Director's election, and until the Director's successor is elected and qualifies under Section 0 of these Bylaws. In the event a Director is removed at a special meeting of the members the Director shall hold office until his or her removal and no longer.

4.4. Nomination. Any person qualified to be a Director under Section 0 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

4.5. Election. The Directors shall be elected at a regular monthly meeting for December of each year; provided however that the board may designate as an alternative that the election shall be held at the annual award banquet held in November or December of any given year by written ballot in accordance with the procedures set forth above at paragraph 0. Notwithstanding the foregoing the USGO Director shall be elected at the selected by the Board, and shall serve a one year term commencing in July and terminating in the following July, to coordinate with the USGO event, and the Membership Chair shall be elected by the members at the July regular meeting to serve a one year term.

4.6. Individual Seats. Directors shall be elected individually by seat, with each seat being designated to a specific office of the corporation. The Directors' seats and their respective offices are as follows:

President \*  
Vice-President \*  
Treasurer \*  
Secretary (or Recording Secretary) \*  
Communications Director  
Internal Club Competition Director  
Membership Director  
Social Director  
USGO Director  
USTA Coordinator Director  
Webmaster Director  
Women's Director

4.7. Compensation. The Directors shall serve without compensation.

#### 4.8. Meetings.

(a) Call of Regular Meetings. Regular meetings of the Board held at the regular time and place need not be called. Notice of any variance from the regular time and place shall be given to each director by the President or Secretary, in person, by mail, fax or by telephone so that it is received in advance of the time for the meeting.

(b) Place of Meetings. All meetings of the Board shall be in the place designated by the President, or other person(s) who called the meeting.

(c) Time of Regular Meetings. Regular meetings of the board shall be held, without call or notice, as listed in GLTF communications (newsletter or website) each month, or as otherwise set by the board.

(d) Special Meetings. Special meetings of the Board may be called by the President, Vice-President, or any two (2) directors. Special meetings shall be held on four (4) days notice by first class mail, postage prepaid, or on forty-eight (48) hours notice delivered personally or by telephone or telegraph. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

(e) Quorum. A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as hereinafter provided.

(f) Transactions of the Board. Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the action of the Board, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting.

(g) Conduct of Meetings. The President, or in his or her absence, any Director selected by the Directors present shall preside at meetings of the Board of Directors. The Secretary of the Corporation or in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members

participating in such meeting can hear one another. Such participation shall constitute personal presence at a meeting.

(h) Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

4.9. 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 individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

4.10. Removal of Directors.

(a) Removal for Cause. The Board may declare vacant the office of a Director on the occurrence of any of the following events:

(1) The Director has been declared of unsound mind by a final order of court;

(2) The Director has been convicted of a felony; or

(3) The Director has been found by a final order or judgment of any court to have breached duties imposed by Section 7238 of the Corporations Code on directors who perform functions with respect to assets held in charitable trust.

(4) The Director has failed to attend 3 meetings of the Board.

(5) The Director is determined by a vote of the Board to have substantially abandoned the duties incident to his position as a director or office.

(b) Removal without Cause. Any or all of the Directors may be removed without cause if, where the Corporation has fewer than fifty (50) members, such removal shall be approved by a majority of all members pursuant to Section 5033 of the Corporations Code; or where the Corporation has more than fifty (50) members, such removal shall be approved by the members within the meaning of Section 5034 of the Corporations Code.

4.11. Resignation of a Director. Any Director may resign effective on giving written notice to the President, the Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is

effective at a future time, a successor may be elected to take office when the resignation becomes effective.

#### 4.12. Vacancies on the Board.

(a) Causes. Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director; whenever the number of Directors authorized is increased; and on the failure of the members in any election to elect the full number of Directors authorized.

(b) Filling Vacancies by Directors. Except for a vacancy created by the removal of a Director pursuant to Section 0 of these Bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers or notice as provided in Section 0 of these Bylaws; or (3) a sole remaining Director.

(c) Filling Vacancies by Members. Vacancies created by the removal of Directors shall be filled only by the approval of the members within the meaning of Section 5034 of the Corporations Code. The members may elect a Director at any time to fill any vacancy not filled by the Board.

4.13. Duties of Particular Directors. In addition to serving as Director for the corporation, each director shall have individual duties based on the seat he or she holds.

(a) Duties of Officer/Directors. The President, Vice-President, Secretary (or Recording Secretary) and Treasurer shall be corporate officers, and shall have the duties prescribed below in Article 0, (including Subsections.)

(b) Duties of Other Directors. Other Directors shall have the Duties specified below, and any other duties prescribed by Board.

1. Duties of the Internal Club Competition Director: The Internal Club Competition Director responsibilities include the management of the overall club event calendar, assistance in developing and supporting tournament directors for members-only tournaments and members-only leagues such as, but not limited to, the WTT and Doubles League formats.
2. Duties of the Membership Director: The Membership Director shall be responsible for correspondence with members and non-members. The Membership Director shall maintain the names and addresses for current, former and prospective members and the membership dues for current members.

3. Duties of the USGO Director: The USGO Director shall be responsible for the overall direction and coordination of the USGO tournament. The USGO Director shall also serve as liaison to the GLTA with all the voting rights the GLTF has with the GLTA.
4. Duties of the Social Director: The Social Director shall be responsible for planning, organizing and directing events that are deemed by the Board of Directors as Social Events such as Social Doubles and the Annual members meeting and Awards Banquet.
5. Duties of the Communications Director: The Communications Director shall be responsible for the composition, production and distribution to the membership of the membership newsletter, which shall include a list of all Association events, a summary of the proceedings of the Board of Directors meetings, any other business the Board of Directors may order for distribution to the membership, and, at the Communications Director's discretion, any materials submitted for publication by members or nonmembers.
6. Duties of the Webmaster Director: The Webmaster Director shall be responsible for the maintenance of the GLTF website and web host. This will include the continued acquisition of all GLTF-related domains, payment of web services/fees for continued website functions, and any other business the Board of Directors may order for dissemination of services to the membership.
7. Duties of the Women's Director: The Women's Director shall promote participation and coordinate activities of the female members of the organization, including but not limited to women's social events and the women's challenge ladder.
8. Duties of the USTA Coordinator Director: The USTA Coordinator responsibilities include providing United States Tennis Association (USTA) league captains with the pertinent information necessary to form and run a GLTF-associated team in a USTA league, scheduling facilities for USTA matches, and acting as the primary point of contact with the USTA Northern California office in all matters relating to league play.

## **ARTICLE 5. OFFICERS**

The officers of the Corporation shall be as follows:

President

Vice-President

Treasurer

Secretary (or Recording Secretary)

Each officer shall serve as a director, and shall be elected per the provisions for election of directors, included above in Article 4, "DIRECTORS."

The officers shall have the following duties:

5.1. Duties of the President. The President shall, when present, preside at all meetings of the Board of Directors and of members, and shall perform all the duties commonly incident to that office. The President shall be the official representative of the GLTF and will be responsible for the overall direction of the organization, with the advice and counsel of the Board of Directors.

The President shall select members of all committees, and designate their chairpersons. The President shall have authority to execute in the name of the corporation all bonds, contracts, deeds, leases, and other written instruments to be executed by the corporation (except when by law the signature of the President is required), and shall perform such other duties as designated in these Bylaws, or as the Board of Directors may from time to time determine.

5.2. Duties of the Vice President. The Vice-President shall possess the powers and discharge the duties of the Chairperson in the latter's absence or disability.

5.3. Duties of the Secretary. The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the such place as the Board of Directors may order, a book of minutes of actions taken at all meetings of directors and committees, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at the such meetings, and the proceedings of such meetings.

The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors and of the committees of this corporation required by these Bylaws or by law to be given, shall keep the seal of the corporation (if any) in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

5.4. Duties of the Treasurer. The Treasurer shall maintain all financial records of the organization. The Treasurer shall also collect funds and disperse funds due to or owed by the organization. The Treasurer shall prepare and recommend an

annual budget to the Board, and manage said budget. The Treasurer shall manage and maintain all contact with external financial services providers, and shall ensure the organization undertakes and completes all financial activities required by law and dictated by fiscal responsibility.

## **ARTICLE 6. CORPORATE RECORDS, REPORTS, AND SEAL**

6.1. Keeping Records. The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation shall also keep a record of its members giving their names and addresses and the class of membership held by each. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted to written form.

6.2. Annual Report. The Corporation shall notify each member yearly of the member's right to receive a financial report pursuant to Corporations Code Section 8321(a). Except where the Corporation does not have more than one hundred (100) members or more than ten thousand dollars \$10,000 in assets at any time during the fiscal year, on the written request of a member the board shall promptly cause the most recent annual report to be sent to the requesting member. The annual report shall be prepared not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year.

## **ARTICLE 7. AMENDMENTS TO BYLAWS AND CONSTITUTION**

7.1. Amendment by Members. New bylaws and/or changes to the constitution may be adopted or these bylaws may be amended or repealed by the vote or written consent of the regular members entitled to exercise a majority of the voting power of the corporation, except as otherwise provided by the laws, these bylaws or the articles of the corporation; provided, however, that if the articles of incorporation set forth the number of authorized directors of the corporation, the authorized number of directors may be changed only by an amendment of the articles of incorporation.

7.2. Amendment by Directors. Subject to the rights of the members as provided in Section 0 of these Bylaws to adopt, amend or repeal bylaws, bylaws may be adopted, amended, or repealed by the board of directors; provided, however, that the board of directors may adopt a bylaw or amendment of a bylaw changing the authorized number of directors only for the purpose of fixing the exact number of directors within the limits, if any, specified in the articles of incorporation or in these bylaws.