

BY LAWS
of the
LOS ANGELES COMPUTER SOCIETY

A California Public Benefit Corporation

Adopted December 1992
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of the

Los Angeles Computer Society

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BYLAWS of the LOS ANGELES COMPUTER SOCIETY

A CALIFORNIA PUBLIC BENEFIT CORPORATION

ARTICLE I - OFFICES

§ 1.1. LOCATION OF PRINCIPAL OFFICE

The principal office of the corporation shall be in Los Angeles County, California at a place designated from time to time by the board of directors. The county of the corporation's principal office can be changed only by amendment of these bylaws. The board of directors may change the principal office within Los Angeles County by noting the changed address and effective date below. Such changes of address shall not be deemed amendments of these bylaws.

10410 Palms Blvd. Suite 13, Los Angeles, CA 90034-4712 Effective Fiscal 1998

_____ Dated: _____, 19__
_____ Dated: _____, 19__
_____ Dated: _____, 19__

§ 1.2. OTHER OFFICES

The corporation may also have offices at other places, where it is qualified to do business, in or outside the State of California, as its business may require and as the board of directors may, from time to time, designate.

ARTICLE II - PURPOSE

The primary purposes of this non-profit public benefit (charitable and educational) corporation are to provide a forum in the Los Angeles community for exchanging ideas and information about computers and their uses; to provide education and help in solving computer-related problems; to provide information about commercial software and hardware and access to public domain software; and to educate and foster the development of computer-related skills among members and the general public.

ARTICLE III - DIRECTORS

§ 3.1. NUMBER AND POWERS

a. The corporation's board of directors shall exercise all corporate powers and direct the activities and affairs of this corporation, subject to the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and the bylaws relating to action(s) required or permitted to be taken or approved by the members of this corporation.

b. The board of directors shall consist of the President, Vice President, Secretary, Treasurer, the immediate past President, and at least four and not more than eleven at-large as the board shall from time to time determine.

§ 3.2. DUTIES OF DIRECTORS

a. The directors shall:

1. Perform the duties imposed on them by law, by the Articles of Incorporation and by these bylaws;
2. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
3. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
4. Meet as required by these bylaws; and
5. Register their addresses with the Secretary of the corporation.

b. No officer or director may borrow money and incur indebtedness on behalf of the corporation or cause to be executed and delivered in the corporation's name and for the corporation's purposes any promissory notes, deeds of trust or other evidences of debt unless specifically authorized by either the President or the Treasurer. Both the President and the Treasurer must sign any checks for expenditures exceeding \$1,000.00.
(Cross-reference: Article IX.)

§ 3.3. QUALIFICATIONS, ELECTION AND TERM OF OFFICE

Directors shall hold office for two (2) years. One-half of the directors shall be elected each year. If no successor has been selected and qualified, the present office-holder shall continue in office until his or her successor has been selected and qualified. Any person selected to fill any vacancy which may occur shall hold office until the end of the term of office for which he or she was selected.

§ 3.4. COMPENSATION

Directors shall serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Directors may not be compensated for rendering services to the corporation in any capacity other than as a director unless such other compensation is reasonable and is allowable under section 4.9 of Article IV.

§ 3.5. RESTRICTION ON INTERESTED DIRECTORS

Notwithstanding any other provision of these bylaws, no more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this section, "interested persons" includes any person currently being compensated by the corporation for services rendered to it within the previous twelve months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise. It shall also include any person related either by birth or by marriage to any such person.

§ 3.6. BOARD MEETINGS

a. Regular meetings of the board of directors shall ordinarily be held monthly at times and places determined by the board.

b. Special Meetings: The President, the Vice President or any three directors may call a special meeting of the board at a place not more than twenty (20) miles from the City Hall of Los Angeles.

c. The person(s) calling a special meeting of the board shall give board members at least four (4) days' notice by first class mail or forty-eight (48) hours' notice delivered personally, by telephone, by e-mail or by facsimile machine (FAX). Such notices shall be addressed to each director at his or her physical or e-mail address or fax number as shown on the books of the corporation, or to a more recent address, if known. Notices of meetings mailed or sent to directors at these addresses shall be deemed valid notices.

§ 3.7. TELEPHONIC MEETINGS; NOTICE OF ADJOURNED MEETINGS

a. Any regular or special meeting of the board may be held by any telephonic or conference medium if all of the directors participating in the meeting can clearly hear each another.

b. Notice of an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the original meeting and if the adjourned meeting is held no more than twenty-four (24) hours after the original meeting ends. Reasonable notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours after the original meeting.

§ 3.8. QUORUM FOR BOARD MEETINGS

a. A quorum shall be a majority of the directors in office.

b. Except as otherwise provided by law, in these bylaws or in the Articles of Incorporation, the board may consider any business at a meeting if a quorum is not initially present, however any action taken at such a meeting shall be advisory only to the board at its next regular meeting where a quorum shall be present.

c. The directors present at a duly called meeting at which a quorum is initially present may continue to do business despite the loss of a quorum due to directors leaving the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law or the Articles of Incorporation or bylaws of this corporation.

d. When a board meeting is adjourned for lack of a quorum, notice of the time and place of the adjourned meeting shall be given as provided in section 3.7, subsection b. of this Article.

§ 3.9. REQUIRED MAJORITY FOR BOARD ACTION

Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the Articles of Incorporation or bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law (particularly those provisions relating to appointment of committees [section 5212], approval of contracts or transactions in which a director has a material financial interest [section 5233] and indemnification of directors [section 5238, subd. (e)]) require a greater percentage or different voting rules for approval of a matter by the board.

§ 3.10. CONDUCT OF MEETINGS

a. Meetings of the board of directors shall be presided over by the President or, in his or her absence, by the Vice President, or by a person designated by either the President or by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

b. Meetings shall be governed by *Robert's Rules of Order*, as such rules may be revised from time to time, insofar as these rules are not inconsistent with these bylaws, the Articles of Incorporation, or provisions of law.

§ 3.11. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall consent in writing to such action. For the purposes of this section only, "all members of the board" shall not include any "interested director" as defined in section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board without a meeting and that the bylaws authorize the directors to so act. Such statement shall be prima facie evidence of such authority.

§ 3.12. VACANCIES ON THE BOARD

a. Vacancies on the board shall exist on the death, resignation or removal of any director and whenever the number of authorized directors is increased.

b. 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 under sections 5230 and following of the California Nonprofit Public Benefit Corporation Law [Corporations Code sections 5230 *et seq.*]

c. Directors may be removed without cause by a vote of a majority of the votes represented at a general membership meeting.

d. Any director may resign effective upon giving written notice to the President, the Secretary or the board, unless the notice specifies a later time for the effectiveness of such resignation. Any director who fails to attend three board meetings in any six-month period without a valid excuse may, at the board's option, be deemed to have resigned. The board may select a replacement director.

e. A director may not resign if the corporation would then be left without a duly elected director in charge of its affairs.

f. When a director is removed (other than for unexcused non-attendance at board meetings as provided above), the members shall select the director's successor.

g. Except as provided in sub-section f, vacancies on the board shall be filled by

1. the affirmative vote of a majority of the board at a meeting held pursuant to notice or waivers of notice complying with this Article, or
2. the unanimous written consent of the directors then in office, or
3. a sole remaining director.

Vacancies created when the board increases its size shall not be filled at the same board meeting at which the decision was taken to increase the board's size, but persons may be nominated to fill new directorships at that meeting.

§ 3.13. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for any debt, liability or any other obligation of the corporation.

§ 3.14 EMPLOYEES AND OTHER AGENTS

a. To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against the person because he or she is, or was, an agent of the corporation, the agent shall be indemnified against expenses actually and reasonably incurred in connection with the proceeding.

b. If the person is successful in defense of any claim, issue or matter in such a proceeding, settles the claim or sustains a judgment against him or her, then the corporation may indemnify the person against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings to the extent allowed by section 5238 of the California Nonprofit Public Benefit Corporation Law.

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

§ 3.15. INSURANCE FOR CORPORATE AGENTS

The board of directors may authorize the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE IV - OFFICERS

§ 4.1. OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary and a Chief Financial Officer, who shall be designated the Treasurer. The same person may hold only one office at a time. The board may appoint other officers or agents and prescribe their authority and duties.

§ 4.2. QUALIFICATION, ELECTION AND TERM OF OFFICE

Candidates for the office of President must be members in good standing and have served any six (6) months as a director or officer before the election. Candidates for Vice President, Secretary and Treasurer shall be members in good standing. Elections shall be conducted as provided in article VIII. Their term of office shall be for one calendar year beginning January 1 after his/her election, unless the officer resigns or is removed or otherwise disqualified to serve, and shall extend until his/her qualified successor takes office.

§ 4.3. REMOVAL AND RESIGNATION OF OFFICERS

The board may remove any officer at any time with or without cause. An officer may resign at any time by giving written notice to the board or to the President or Secretary of the corporation. The resignation shall take effect when such notice is received or at any later date specified. Unless otherwise specified in the letter of resignation, the acceptance of such resignation shall not be necessary to make it effective. These provisions shall be superseded by any conflicting terms of a contract which has been approved by the board relating to the employment of any officer by the corporation.

§ 4.4. VACANCIES

If a vacancy occurs in the office of President, the Vice President shall become President. Except as otherwise provided in these bylaws, the board shall fill any other vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer. If there is a vacancy in any office other than the presidency, the President may temporarily appoint someone to the position until the board fills the vacancy.

§ 4.5. DUTIES OF THE PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to the office including duties required by law, by the Articles of Incorporation or by these bylaws, or which the board may prescribe. He or she shall preside at meetings of the board and at general meetings. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments as authorized by the board.

§ 4.6. DUTIES OF THE VICE PRESIDENT

In the absence of the President, or if he or she is unable or refuses to act, the Vice President shall perform 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 President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, by these bylaws, or by the board.

§ 4.7. DUTIES OF THE SECRETARY

The Secretary shall:

a. Certify and keep at the principal office of the corporation the original or a copy of these bylaws showing all amendments or other alterations.

b. Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors and, if applicable, meetings of committees of directors and of members, recording the time and place of holding, whether regular or special, how called, how notice was given, the names of those present, and what occurred.

c. See that all notices are duly given in accordance with these bylaws or as required by law.

d. Be custodian of the records and of the seal of the corporation and may affix the seal to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these bylaws. (Cross-reference: Article X, § 10.2.)

e. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request, the bylaws and the minutes of the meetings of the board of directors.

f. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which the board may assign.

§ 4.8. DUTIES OF THE TREASURER

Subject to the provisions of these bylaws relating to the "Execution of Instruments, Deposits and Funds" (Article IX), the Treasurer shall:

a. Receive monies due and payable to the corporation;

b. Have charge and custody of, and be responsible for, all funds of the corporation, and deposit the funds in the name of the corporation in banks or other depositories the board selects.

c. Disburse, or cause to be disbursed, corporate funds as directed by the board, taking proper vouchers for such disbursements.

d. Keep adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

e. Render to the President, other officers and directors, at regular board meetings or when otherwise requested, an account of any or all of the Treasurer's transactions and of the financial condition of the corporation.

f. Exhibit at all reasonable times, on request, the books of account and financial records to any officer or director or to his or her agent or attorney.

g. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports or tax returns.

h. Perform all duties incident to the office of Treasurer and any other duties required by law, by the Articles of Incorporation or by these bylaws, or which the board may assign.

§ 4.9. COMPENSATION

The board may, from time to time, by resolution, fix the salaries, if any, of the officers and fix the compensation of agents of the corporation. No officer or agent shall be prevented from receiving a salary because he or she is also a director of the corporation provided, however, that compensation paid a director for serving as an officer of this corporation shall be allowed only if permitted under the provisions of Article III, §§ 3.4 and 3.5 of these bylaws. Any salaries received by officers shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation.

ARTICLE V - COMMITTEES

§ 5.1. EXECUTIVE COMMITTEE FORMATION AND POWERS

The board may, by a majority vote of all directors in office, designate three [3] or more of its members (who may also be officers) to constitute an Executive Committee and delegate to such committee any of the board's powers and authority in the management of the business of the corporation, except with respect to:

- a. The approval of any action which, under law or a provision of the bylaws, requires the approval of the members or of a majority of the members.
- b. The filling of vacancies on the board or the Executive Committee.
- c. The fixing of compensation of the officers or directors for serving on the board or on any committee.
- d. The adoption, amendment or repeal of bylaws.
- e. The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.
- f. The appointment of board committees or of members to these committees.
- g. The expenditure of corporate funds to support a nominee for officer or director if more people are nominated than can be elected.
- h. The approval of any corporate transaction in which one or more of the directors has a material financial interest, except with the later approval of the board as provided in §5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

§ 5.2. EXECUTIVE COMMITTEE OPERATIONS

The board may, by a majority vote of its members, revoke or modify any or all of the authority so delegated, increase or decrease (but not below three [3]) the number of members of the Executive Committee, and fill vacancies from the members of the board. The Executive Committee shall keep minutes of its proceedings, which shall be filed with the corporate records, and report the same to the board as the board may require.

§ 5.3. OTHER COMMITTEES

The corporation shall have such other committees as the board may from time to time designate by resolution. These committees may include persons who are not members of the board. The President shall appoint the Chair of each such committee.

§ 5.4. COMMITTEE MEETINGS

The board may adopt rules and regulations concerning the conduct of committee meetings that are consistent with these bylaws.

ARTICLE VI - MEMBERS

§ 6.1. RIGHTS OF MEMBERS

The corporation shall have one class of members. All members shall have the same rights, privileges, restrictions and conditions. The board may from time to time establish dues for various categories of members, e.g., individual, associate, family, life, student or limited income, etc. The board may establish a minimum age for members.

§ 6.2 ADMISSION OF MEMBERS

A person may apply for membership by tendering a completed application form and the first year's dues to the Treasurer or Membership Chair. The corporation may admit an unlimited number of members.

§ 6.3 MEMBERSHIP BOOK AND LIST

a. The corporation shall keep a membership book or computerized database containing the name and address of each member and the dates membership began or ceased. The board shall from time to time designate a person such as the Treasurer, Membership Chair or Secretary to keep this book or database. It shall be available for inspection by any officer, director or member at any reasonable time.

b. The corporation's membership list shall not be used, in whole or in part, by any person for any purpose not reasonably related to the best interests and purposes of the corporation. The board shall first pass upon any such request for such a list by a member.

§ 6.4 NON-LIABILITY OF MEMBERS

No member of this corporation shall be personally liable for the debts, liabilities or obligations of the corporation. Memberships shall be nonassessable.

§ 6.5 MEMBERSHIPS NOT TRANSFERABLE

No member may transfer a membership or any right arising therefrom except to a spouse or ex-spouse. All rights of a member in the corporation shall cease on termination of membership.

§ 6.6 TERMINATION OF MEMBERSHIP

a. Grounds for Termination:

A membership shall end upon the occurrence of any of the following events:

1. Upon his or her notice of such termination delivered to the President, Secretary or Membership Chair personally or by mail. The membership will end on the date specified in the notice, or, if none is specified, when the notice is received.

2. Upon failure to renew a membership by paying dues on or before the due date. The corporation, through its Secretary, Treasurer, Membership Chair or other designated member, shall mail a written notice to such member at the address on the corporation's books of the coming expiration of the membership.

3. When the board determines that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.

b. Procedure for Expulsion:

1. A notice of hearing shall be sent by certified or registered mail, return receipt requested, to the member's address as shown on the corporation's records, setting forth the proposed expulsion and the reasons for it. The notice of hearing shall be sent at least fifteen (15) days before the proposed effective date of the expulsion. It shall state the date, time and place of the hearing, which shall be held at least five (5) days before the proposed date of expulsion. The member shall have the right to be heard in his or her own defense.

2. The board shall hold the hearing in accordance with the quorum and voting rules set forth in these bylaws for meetings of the board.

3. Following the hearing, the board shall confer without the member present and decide whether or not the member should be expelled, suspended or sanctioned in some manner. The board's decision shall be final.

4. Any person expelled from the corporation shall receive a pro rata refund of dues paid for the year.

§ 6.7 AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS

Notwithstanding any other provision of these bylaws, if any amendment of the Articles of Incorporation or of the bylaws would result in the termination of all memberships or of any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of section 5342 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE VII - MEMBERSHIP MEETINGS

§ 7.1 ANNUAL AND REGULAR MEETINGS

a. The members shall meet annually on the second Tuesday of October at 7:00 p.m., to elect officers and directors and to transact any other business which may come before the meeting. The annual meeting shall be deemed a regular meeting and any reference in the bylaws to regular meetings of members shall apply to the annual meeting. The board may change the annual meeting to another date in October without amending these bylaws.

b. Other regular membership meetings shall be held when and where determined by the board and communicated to the active members by either notice in the monthly magazine or by first class mail. Special Interest Group meetings and committee meetings may be scheduled by their chairpersons, subject to the ultimate control of the board.

§ 7.2 SPECIAL MEETINGS

The President, the board of directors or five percent (5%) or more of the members may call special meetings of the members for any lawful purpose.

§ 7.3. NOTICE OF MEMBERSHIP MEETINGS

a. Since this corporation authorizes general members to conduct a meeting with a quorum of less than one-third (1/3) of the membership (see § 7.4 below), no major membership action may be taken unless the notice of the meeting states the general nature of the matter to be decided. This provision applies to actions to amend the articles or bylaws, to remove or elect directors or officers or an election to voluntarily wind up and dissolve the corporation. (Cross-reference: §7.3, subdivision f. below.)

b. Notice of Regular Meetings.

Notice of a regular membership meeting shall state the place, date and time of the meeting and the matters which the board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these bylaws, any proper matter may be presented at a regular meeting for action. If officers or directors are to be elected, the notice of the meeting shall include the names of all nominees or candidates known when notice is given.

c. Notice of Special Meetings.

When a special meeting is called, the Secretary or his or her designee shall mail a notice of the special meeting, by first-class mail, ten to ninety (10-90) days before the special meeting to each member who is entitled to vote on the record date. The notice shall state the place, date and time of the meeting and the specific business to be transacted. No other business may be transacted at that meeting.

d. Notice of Special Meetings Called by Members.

If members, as authorized by these bylaws call a special meeting, the members shall submit a written request for the meeting that states the general nature of the business proposed to be transacted. The request shall be delivered personally or sent by certified or registered mail or telegraph or, by mutual agreement, electronically to the President, Vice President or Secretary of the corporation. The person receiving the request shall notify the board at its next regular meeting. The board shall fix the date for such a meeting thirty-five to ninety (35-90) days after the officer received the request for the meeting. If the notice is not given within thirty (30) days after the board receives the request, the person(s) calling the meeting may give the notice themselves; the society shall prepay the costs of this notice.

e. Waiver of Notice of Meetings.

The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken 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 persons entitled to vote signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records and made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this section, the waiver of notice or consent shall state the general nature of the proposal.

f. Special Notice Rules for Approving Certain Proposals.

If action is proposed to be taken or is taken with respect to the following proposals, the action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice of the meeting:

1. Removal of directors without cause.
2. Filling vacancies on the board.
3. Amending the Articles of Incorporation.
4. An election to voluntarily wind up and dissolve the corporation.

§ 7.4 QUORUM

a. A quorum shall consist of ten percent (10%) of the voting members listed in the corporation's records on the record date. Honorary members (if any) and institutions such as other computer users' groups shall be disregarded.

b. The members present at a duly called and held meeting at which a quorum is initially present may continue to do business despite the loss of a quorum due to members leaving the meeting, but any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum. If a quorum is initially absent, no business shall be transacted except that a majority of the members present may vote to adjourn and may set a new meeting date.

c. When a meeting is adjourned for lack of a quorum or otherwise, it shall not be necessary to give notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than an announcement of the time and place of the adjourned meeting at the original meeting. If the board fixes a new record date for the right to notice or to vote, notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

§ 7.5 MAJORITY RULE

Every act or decision made by a majority of voting members present at a duly held meeting where a quorum is present is the act of the members, unless the law, the Articles of Incorporation or the bylaws require a greater number.

§ 7.6 VOTING RIGHTS

Each member is entitled to one vote. Voting may be by voice vote except that the election of directors shall be by written ballot unless there is no opposition to a particular candidate or slate of candidates.

§ 7.7. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President of the corporation or, in his or her absence by the Vice President of the corporation or, in the absence of these persons, a person designated by the President. The Secretary shall act as Secretary of all meetings of members, unless he or she is absent, in which case the presiding officer shall appoint another person to act as Secretary of the meeting.

Robert's Rules of Order shall govern meetings, as such rules may be revised from time to time, insofar as these rules are not inconsistent with the Articles of Incorporation or the bylaws.

§ 7.8 ACTION BY BALLOT WITHOUT A MEETING

a. Any action that may be taken at any regular or special meeting of members may be taken without a meeting if the corporation mails a written ballot to each member on the record date at his or her address on the corporation's books with information setting forth the proposed action.

b. The ballots shall also state the number of responses needed to meet the quorum requirement and, except for ballots for the election of officers and directors, the percentage of approvals necessary to pass the measure submitted. The ballots must specify a reasonable time for their receipt by the corporation to be counted.

c. Approval of action by written ballot shall be valid only when 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 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 same number of votes were cast.

§ 7.9 ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Except as otherwise provided in these bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

§ 7.10 RECORD DATE FOR MEETINGS

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to section 5611 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE VIII - NOMINATION AND ELECTION PROCEDURES

§ 8.1. REASONABLE PROCEDURES

This corporation shall develop nomination and election procedures for the election of officers and directors by members. The procedures shall be reasonable given the nature, size and operations of the corporation, and shall include:

- a. A reasonable means of nominating persons for directors.
- b. A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
- c. A reasonable opportunity for all nominees to solicit votes.
- d. A reasonable opportunity for members to choose among the nominees. [California Corp. Code section 5520.]

§ 8.2 NOMINATION PROCEDURES - MEMBERSHIP LESS THAN 5000

If the corporation has less than five thousand (5000) members, the board shall annually adopt either of the following procedures for nominating officers and directors:

a. The President shall appoint a Nominating Committee to recommend one or more persons for each office and directorship. Its report shall be made at the last membership meeting before the annual meeting (ordinarily in September). Any member present may also make nominations from the floor if the nominee is present to accept the nomination or has signed a written consent to serve if elected (which shall be available for inspection at the meeting).

b. A self-nomination procedure in which anyone wishing to run for office sends a statement of a particular length to a designated person by a deadline early enough to permit publication of these statements in the corporation's magazine, newsletter or the papers announcing the last membership meeting before the Annual Meeting. (See § 7.1 above.) At this meeting (ordinarily the September meeting), nominations or additional self-nominations may be made from the floor by any member present if the nominee is present to accept the nomination or has signed a written consent to serve if elected (which shall be available for inspection at the meeting).

§8.3 ELECTION PROCEDURES - MEMBERSHIP LESS THAN 5000

The board may choose either of the following election procedures for each annual election:

a. The election shall take place at the Annual Meeting (see § 7.1 above). Each member (regular, associate, etc.) present may vote. Cumulative and proxy voting shall not be permitted.

b. A ballot listing the persons nominated and providing space for write-in candidates shall be mailed to each member as of a record date set by the board. The corporation shall distribute with the ballot about equally long statements prepared by the candidates about their qualifications, experience and platforms. In the interests of fairness, the corporation shall treat all nominees for the same office equally when it distributes any written information about them and/or their platforms. A written ballot may not be revoked after its deposit in the mail or its receipt by the corporation. All officers and directors shall be elected by a plurality of votes cast for that office.

[Ref.: Corp. C. § 5521, the California Nonprofit Public Benefit Corporation Law.]

§8.4 ACCESS TO MEMBERSHIP LIST FOR ELECTION PURPOSES

Upon the written request by any nominee for officer or director stating the purpose for which the list is requested and payment of the reasonable costs of postage and mailing, the corporation shall, within ten (10) business days after receiving the request and payment mail to all members or those that the nominee specifies, any material which the nominee shall furnish that is reasonably related to the election. Alternatively, the board may, within five (5) business days after receipt of the request, allow the nominee to obtain from the Secretary, upon demand and payment of a reasonable charge, a list of the names and addresses of the members entitled to vote for directors or a set of mailing labels containing this information, as of the most recent record date for which it has been compiled or as of any date specified by the nominee subsequent to the date of the demand.

§8.5 NOMINATION AND ELECTION PROCEDURES IF CORPORATION HAS 5000 OR MORE MEMBERS

If the corporation has five thousand (5,000) or more members, then the nomination and election procedures specified in section 5522 of the California Nonprofit Corporation Law shall be followed in nominating and electing persons to the board.

ARTICLE IX - EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

§ 9.1 EXECUTION OF INSTRUMENTS

Except as otherwise provided in these bylaws, the board may authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

§ 9.2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President or Vice President of the corporation.

§ 9.3 DEPOSITS

All funds of the corporation shall be deposited to the credit of the corporation in banks or other insured depositories selected by the board.

§ 9.4 GIFTS

The board may accept, on behalf of the corporation, any contribution, gift, bequest or devise for the charitable or public purposes of this Corporation.

ARTICLE X - CORPORATE RECORDS, REPORTS AND SEAL

§ 10.1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California or another place designated by the board of directors:

a. Minutes of all meetings of directors, committees of the board and, if this corporation has members, of the annual meetings of members, stating the time and place of such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof.

b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.

d. A copy of the corporation's Articles of Incorporation and bylaws, as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during normal office hours.

§ 10.2 CORPORATE SEAL

The board may adopt, alter, and use a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

§ 10.3 DIRECTORS' INSPECTION RIGHTS

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. However, these rights may be exercised only for corporate and not for private commercial purposes.

§ 10.4 MEMBERS' INSPECTION RIGHTS

Members' access to the membership list shall be governed by Article 3, §§6330-6338 of the California Corporations Code. No member may copy or be provided with a copy of the member's names, addresses or telephone numbers for commercial purposes without the express, written permission of the board.

§ 10.5 RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney. The right to inspection includes the right to copy and make extracts subject to the prohibition of the preceding section.

§ 10.6 ANNUAL REPORT

The board shall cause an annual report to be furnished to all directors of the corporation by May 1 of the following year. A copy of the annual report shall also be provided to any member who requests it in writing. The annual report shall contain the following information:

a. The corporation's assets and liabilities, including the trust funds, as of the end of the fiscal year.

b. The principal changes in the corporation's assets and liabilities, including trust funds, during the fiscal year.

c. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

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

The annual report shall be accompanied by any report thereon of independent accountants or, if there is no such report, then the certificate of any authorized officer of the corporation that the financial statements were prepared without audit from the books and records of the corporation.

ARTICLE XI - FISCAL YEAR

The corporation's fiscal year shall end on December 31.

ARTICLE XII

PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

§ 12.1 PROFITS

No member, director, officer, employee, or other person connected with this corporation, nor any private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation. This provision shall not prevent payment of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, if such compensation is otherwise permitted by these bylaws and is fixed by the board.

§ 12.2 ASSETS

No member, director, officer, employee, or other person connected with this corporation, nor any private individual shall share in the distribution of or receive any of the corporate assets on dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that, on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation.

ARTICLE XIII - AMENDMENT OF ARTICLES

§ 13.1

Before any members have been admitted to the corporation, the board may amend the Articles of Incorporation.

§ 13.2

After the corporation admits members, the Articles of Incorporation may be amended by adoption of a resolution by the board followed by approval of a simple majority of the members present and voting at a general meeting at which a quorum is present and whose announced agenda includes this item.

§ 13.3.

Proposed changes in the Articles shall be published verbatim in the newsletter or otherwise before the scheduled vote. A selection of members' comments pro and con may be published.

ARTICLE XIV - AMENDMENT OF BYLAWS

Subject to any applicable provision of law, these bylaws may be amended or repealed and new bylaws may be adopted as follows:

a. By approval of two-thirds of the members of the board present and voting at a duly-called meeting with a quorum present unless the action would materially and adversely affect the rights of members as to voting or transfer, or

b. By simple majority approval of the members present and voting at a duly-called meeting with a quorum present, if the proposed changes have been published verbatim in a newsletter or other publication mailed at least ten days before the scheduled vote.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors in the Articles of Incorporation of the LOS ANGELES COMPUTER SOCIETY, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing bylaws, consisting of 22 pages, including this signature page, as the bylaws of this corporation.

Dated: December __, 1992.

William E. Peters

Paul Wilson

Stephanie Nordlinger
Incorporators and Initial Directors

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the corporate bylaws of the LOS ANGELES COMPUTER SOCIETY, a non-profit public benefit corporation, and that such bylaws were duly adopted by the board of directors of the corporation on the date set forth above.

DATED: _____

Charles E. Love, SECRETARY
LOS ANGELES COMPUTER SOCIETY