

**Overview:**

Name:

The name of the nonprofit PUBLIC BENEFIT CORPORATION is Makers Artists and Gadgeteers Laboratory Inc

Purposes:

A. This corporation is a nonprofit PUBLIC BENEFIT CORPORATION and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

B. The specific purpose/mission is:

To foster a community for the creative development of technology by offering a location for people with common interests in science and technology to meet, socialize, collaborate on projects, and have access to tools and knowledge which they may not otherwise have.

**Membership:****Types of Membership:**

Makers Artists and Gadgeteers Laboratory Inc will have two (2) classes of members: **Keyed Members** and **General Members**.

**Members Standing:**

A members standing with **Makers Artists and Gadgeteers Laboratory Inc** determines the accessibility members have to the facilities and their rights as members. Members **In Good Standing** are granted full rights and responsibilities as determined by their membership type. Members **Not in Good Standing** are not afforded any vote in votes of the membership and are only allowed access to the facilities in the presence of a **Keyed Member** other than themselves or at a time determined by the **Board** to collect any property the individual may have at the facility.

A. A member is considered **In Good Standing** when they have shown to obey the rules set forth by the **Board of Directors** and are current with membership dues.

B. A member is considered **Not in Good Standing** when they are observed breaking the rules set forth by the **Board of Directors** and or are late with their membership dues in excess of two (2) days, unless such dues are waived as determined by the board of directors after written notice is given by the member of issues, grievances, or financial hardship.

**Eligibility:**

- A. In order to be a **Keyed Member** or **General Member**, a person must be nominated by an existing **Keyed Member**, support the purpose and goals of the organization and pay the monthly membership fee as determined by the board of directors for each class of membership.
- B. Any eligible person may be elected as a **Keyed Member** or **General Member** at any meeting upon first payment of dues, approval of all members present, and completion of membership application and release of liability form.
- C. Members must be at least eighteen (18) years of age.
- D. Individuals are only considered members in the month(s) they have payed membership dues, initial membership dues are payed on sign-up and then after on a regular monthly date determined by the **Board of Directors**.
- E. If it is shown that appearing promptly to a public meeting for nomination to **General Membership** to be unreasonable, the eligible person(s) may forgo the above nomination procedures (in sections **A**, **B**, and **D**.) by having the consent of 3 (three) or more board members and the vouchsafe of at least one keyed member who will be obligated to (upon vouching for the individuals good will and interest towards **MAG Lab** and its purpose and goals) to announce at the soonest public meeting both the new member and his or her eligibility, and the vouching keyed member's trust that the new General member will follow all rules set forth by the board, all rights and responsibilities their membership affords, and promise to uphold the purpose and mission of **MAG Lab**.

### **Rights and Responsibilities:**

- A. All **Members** shall have the right to:
1. **Votes of the Membership** as presented by the **Board of Directors**
  2. One Vote Each on:
    - a. Decisions of special meetings petitioned by membership
    - b. Decisions of guest speakers
    - c. Decisions of themes or topics of scheduled weekly meetings
  2. Voice their opinion and vote their preference or abstain from voting in the affairs of voting.
  3. In addition, all members shall have all rights afforded members under law, and any other rights granted by resolution of the board of directors.
  4. Granted access to the facilities during regular meetings and in the presence of **Keyed Members**.
  5. Are not required to pay for classes minus costs of supplies, access to guest speakers and other events.
  6. Reasonable inspection rights of corporate records

B. All **Members** shall be responsible for:

1. Timely payment of monthly dues as determined by the board of directors,
2. Providing their contact information,
3. Continuing to support the purposes of MAG Lab.
4. Obeying any rules set forth by the board.
5. At the time a **Member's** eligibility expires, he or she must forfeit his or her method

of

entry in addition to any other property owned by **Makers Artists and Gadgeteer Inc** to

a member of the board of directors or an agent designated by the board of directors for this purpose.

6. Obeying laws set forth by the State of California.

C. In addition to the above rights, all **Keyed Members** shall have the right to:

1. A key or other method of entry to the physical workspace,
2. Twenty-four hour access to the physical workspace,
3. Reasonable inspection rights of corporate records,
4. Store a reasonable amount of equipment at the space,
5. Nominate a qualified person to be a **Member** or **Keyed Member**
  6. Sponsor no more than five (5) guests for access to the facilities at any given time other than scheduled **Public Meetings** for which the keyed members assume certain responsibilities as defined in the following section. Any additional sponsorships by the member must be approved by the board after receiving a written request by the **Keyed Member**.
  7. Remove any person or member for violating any rules set forth by the board, or creating a perceived safety hazard to themselves or others.
  8. Keyed members may, verbally or written, award one voucher per individual to a person not currently holding membership of any kind.

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- a. This voucher represents the trust of the keyed member towards the individual awarded it that the individual will; uphold the purpose and  
MAG Laboratory, follow the rules set forth by the board, and take  
and responsibilities afforded to the individual by membership at

D. In addition to the above rights, all **Keyed Members** hold the following responsibilities:

1. **Keyed Members** will assume full responsibility for any guests they have sponsored while at the Corporation's facilities, including but not limited to the health and safety of their guests, the certainty that the guests are well informed of the rules set forth by the **Board**, and any property damages that occur during the guests visits under the sponsorship of the **Keyed Member**.

**Termination of Membership**

- A. A person ceases to be a member of the corporation
1. by delivering his or her resignation in writing to the **Board of Directors**,
  2. on his or her death,
  3. on being expelled, or
  4. on having been a member **Not in Good Standing** for five (5) days in the case of **General members**, and thirty (30) days in the case of **Keyed Members** except by discretion of the **Board of Directors**.
- B. Any member may resign by filing a written resignation with the **Board of Directors** or by mailing or delivering it to the address of the corporation.
- C. Resignation shall not relieve a member of debts of monies owed or responsibilities of the person to return property belonging to **Makers Artists and Gadgeteers Laboratory Inc** or any of its members.
- D. Membership may also be terminated for any reason by resolution passed by more than 80% of the voting members as described in the following procedure:
1. Notice of termination shall be given by any method reasonably calculated to provide actual notice to the member.
  2. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
  3. The member shall be given an opportunity to be heard, either orally or in writing, before the effective date of the proposed termination.
  4. The hearing shall be held, or the written statement considered, by the members.
  5. Approval for member termination hearing must first be made by the **Board** after receiving a written statement of reasons for termination from the membership.
  6. The members shall then vote on whether the membership is to be terminated on a date determined by the **Board** upon Board approval.
- E. The corporation reserved the right to limit membership based on the capacity of the space.
- F. Upon resignation or termination, members will be removed from the access list for the door, have their method of entry collected, and unsubscribed from the “member email” list.

**Suspension of Membership**

- A. Membership may be suspended for non-payment of dues by the **Board of Directors**.
- B. Any suspended member may restore their membership upon payment of dues owed up to date of suspension and through one month beyond the end of the suspension date.

- C. Members may petition the board for suspension in case of financial hardship or prolonged absence, and will not be considered **Not in Good Standing** if done so in a timely manner before date of membership collection.
- D. A majority of the board can vote to suspend the membership of a member, at which time their access to the space will also be suspended.

### **Dues/Membership fee**

- A. The amount of the first monthly membership dues must be determined by the **Board of Directors** and after that the monthly membership dues must be determined at the annual general meeting of the corporation.
- B. The **Board of Directors** shall determine the dues for **Keyed Members** and for **General Members** such that the corporation shall be financially sustained.
- C. Dues for **General Members** shall be determined such that they are less than the dues for **Keyed Members** and are affordable to students and others who cannot afford the **Keyed Members** dues.
- D. Member dues may be waived for a period, as determined by the **Board of Directors**, due to financial hardship or relocation by written petition signed by more than  $\frac{3}{4}$  of the **Board of Directors**. Payment of dues may be waived for any other reason only by voting members at a duly called meeting.

### **Guests:**

Guests are considered as non-members who have not previously agreed to the terms of membership and, are only allowed access to the facilities during scheduled **Public Meetings**, or in the presence of a keyed member with their sponsorship. A guest is allowed to access the facilities, outside of scheduled **Public Meetings**, on no more than two separate occasions after signing a release of liability form.

### **Meetings**

#### **Regular Meetings:**

- A. Regular meetings of the membership shall be held on a weekly basis to keep the members involved and informed in ongoing decisions involving the corporation.
- B. The meeting shall be held at the registered address or at a location determined by the **Board of directors**.
- C. A different meeting place may be designated by written petition signed by more than

75% of voting members.

D. Regular meetings of voting members shall be held at 3960 West Valley Boulevard Unit G, Pomona, CA 91789

**Annual Meetings:**

A. An annual meeting of members shall be held in the month of August. The **Board of Directors** shall fix the date, time, and location.

B. The board of directors shall notify members as provided in the section of these bylaws entitled **Notice of Meetings**.

C. The date and time can be changed by the procedures for a **Vote of the Membership**, as defined in these bylaws.

D. Annual Meetings of the membership exist in order to:

1. Comply with legal requirements,
2. Elect the **Board of Directors**
3. Elect all officers,
4. review and vote on the standing ruled and policies of the corporation,
5. Receive reports on the budget and activities of the corporation,
6. Approve the budget and determine the direction of corporation in the coming year,
7. Update the bylaws, and
8. any other issues that members have placed before the membership to be discussed at the annual meeting, pursuant to the proposal and voting rules stated in these bylaws for **Votes of the Membership**.

E. The date, time and place of the annual meeting must be announced so as to give reasonable notice of members as described in the section of these bylaws entitled **Notice of meetings**.

F. Decisions will be made by general consensus confirmed by vote, except for changes to bylaws which must be passed with 80% vote of membership present.

G. Quorum for the annual meetings shall be 56% of available voting members including proxy voters.

1. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

H. The **Board of Directors** withholds the right to veto any action or vote which may compromise the financial or legal responsibility and integrity of the corporation by a majority of **Directors** present.

### **Special Meetings**

- A. The **Board of Directors** or **eighty (80%) percent or more** of the members may call a special meeting of the members for any lawful purpose at any time.
  
- B. Notice must be provided of such meetings as described in the sections of these bylaws entitled **Notice of Meetings**.

### **Notice of Meetings**

- A. Notice of annual meetings of members, shall be written and shall be given **Thirty (30)** but no more than **Three Hundred and Sixty (360) Days** before the meeting date.
  
- B. Notice of regular meetings may be given personally, by email or any other means reasonably calculated to provide actual notice to all members. If email is used, notice shall be sent to the member at his or her email address shown in the corporations records.
  
- C. Special meetings require **10 days** notice considered delivered only when all voting members are personally notified and given an opportunity to sign a special meeting petition.
  
- D. For all meetings, the notice shall state the nature of the business to be transacted by members.
  
- E. For a meeting where directors are elected, the notice shall state the names of all persons who are nominees for directors.
  
- F. For a meeting where new members are to be approved, the notice shall state the names of persons whose membership will be voted on.
  
- G. The time and place of upcoming meetings shall be **conspicuously posted** at the registered office and electronically sent to all voting members.
  
- H. Announcements regarding changes to meeting date, time, or venue shall be made to the entire membership with a minimum of **30 days** notice.

### **Remote Attendance**

- A. Members may participate in a meeting through use of conference telephone, electronic video screen communication, electronic chat, or other communications equipment so long as all

of the following apply:

1. Each member participating in the meeting can communicate with all of the other members concurrently;
2. Each member is provided with a means of participating in all matters under consideration, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
3. The corporation verifies that (I) a person communicating by telephone, electronic video screen, or other communications equipment is a member with voting privileges, and (II) all motions, votes, or other actions required to be made by a member were actually made by a member and not by someone who is not entitled to participate as a member.

B. Votes by the Directors may not be made by proxy. Directors Must attend the meeting of the board of directors in person in order to vote on matters placed before the **Board of Directors**

### **Votes of the Membership:**

When a quorum is present, all issues, except when otherwise specified in these bylaws, shall be decided by affirmative vote of **60%** of the voting members present.

A. Any purchases for tools, equipment, facility upgrades, or budgets that exceed 30% of the current monthly income must be brought to a vote by the membership.

### **Quorum**

A. Quorum for a vote of the membership shall require attendance of at least **56%** of the existing membership on the day of the vote.

B. For the purposes of calculating the quorum, properly submitted proxy statements by members shall count as attendance as well as votes submitted via authenticated online polls as described in the section: **Remote Voting**.

### **Remote Voting**

A poll can be brought up online to handle collection of votes as long as the online voting system authenticates users as **Makers Artists and Gadgeteers Laboratory Inc** members. Once the poll has been circulated via mailing list there will be a period of no less than **7 days** to vote on the topic. After the deadline the online poll is locked so no further votes are possible and the results are included with other voting methods described within the bylaws to reach quorum.

### **Directors**



**Numbers:**

- A. The Board of Directors shall serve without pay and consist of no more than **eight (8)** members.
- B. All directors must have held **Keyed Membership** of the corporation for at least 3 months.
- C. Each director shall serve from the time of their election until their successor is elected and qualifies.

**Responsibilities:**

- A. The duties of the board shall include:
  - 1. Upholding and advancing the principles of the corporation,
  - 2. Being responsible for the legal, contractual, and financial affairs of the corporation,
  - 3. Fulfilling all roles required by California state law.
- B. Any policy affecting the organization at-large will, unless stated otherwise, be decided upon the voting membership.
- C. The **Board of Directors** is responsible for making sure the officers of **Makers Artists and Gadgeteers Laboratory Inc** are performing their duties as defined by these laws, and providing any assistance that the officers may need in performing those duties.
  - 1. The **Board of Directors** does not have authority to alter the scope of an officers' duties or remove an officer from his position; any such decision must be made by a vote of the **Membership**.

**Elections**

- A. Elections for **Directors** shall take place at the annual meeting.

B. All **Directors** shall be elected at the same time, by the process determined in these bylaws for **Votes of the Membership**. The votes do not have to be for distinct candidates.

1. The 8 nominees with the most votes shall be the directors until next election.

2. If only 8 people are timely nominated to run for director positions and accept their nominations, they shall run unopposed.

3. If **less than 8** people are timely nominated to run for director, then they shall run unopposed. An election for the remaining seats shall occur at the meeting. Nominations for candidates to fill the unfilled seats shall be accepted at the meeting, and an election shall follow. That election shall follow all rules for a **Vote of the Membership** as defined in these bylaws.

4. If nobody is timely nominated to run for **Director**, an election for all 8 seats shall occur at the meeting. Nominations for candidates to fill all 8 seats shall be accepted at the meeting, and an election shall follow. That election shall follow all rules for a **Vote of the membership** as defined in the bylaws, and the 8 candidates with the most votes shall become at-large directors.

5. If nobody accepts nomination to run for directors positions, the existing directors may choose to retain their positions or choose to appoint another member to their seat.

6. If less than 8 people run for director but nobody accepts nomination to run for the other seat(s), one of the then-existing directors may choose to retain his seat or appoint another person to it. The director(s) may choose who retains this power by agreement or, if two want to retain it or appoint a successor, may settle the dispute by calling the result of a coin flip. The coin shall be official United States legal tender, and shall be flipped at the annual meeting by one of the directors.

C. Each member present shall be given an opportunity to be a candidate for each director position on the board.

**\*Eligibility:**

A. To be nominated to serve as an at-large director, a member must fulfill the same eligibility requirements as an officer as stated in the **Elected Officers** section under **Eligibility**.

**Nomination:**

A. Nomination of at-large director candidates shall be done by the same process as officer elections as detailed in the **Elected Officers** section under **Nomination**.

**Resignations and Terminations:**

A. Any Director may resign at any time by written notice delivered to the other directors of the corporation.

- B. A resignation is effective when the notice is delivered unless the notice specifies a future date.
- C. Any Director may be terminated in their role by written petition signed by more than 80% of the voting membership.
- D. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date.
- E. Nominations for people to run to replace the director who has resigned shall open when the at-large director tenders his resignation, or is terminated as described above, and remain open for one week.
- F. Members shall elect the replacement director among the candidates who have been nominated and accepted their nomination, using the votes of the membership procedures in these bylaws.
- G. The replacement Director's term shall last until new directors are elected at the next annual meeting.

### **Elected Duty Officers:**

#### **Duty Offices:**

The officers of the corporation shall consist of a Chief Technical Duty Officer, a Chief Operations Duty Officer, a Quartermaster, Public Relations Duty Officer, and such other Duty Officers, as the board may from time to time deem advisable. Any officer may be, but is not required to be, a director of the corporation.

#### **Public Relations Duty Officer:**

- A. The Public Relations Duty Officer serves as a representative of **Makers Artists and Gadgeteers Laboratory Inc** to the public, and is responsible for public-facing communication.
- B. The Public Relations Duty Officer is responsible for operating as a project manager for events created or selected by the membership which interface with the public in some way.
- C. The Public Relations Duty Officer may present ideas for events to the membership.

#### **Chief Technical Officer**

- A. The chief Technical Officer is responsible for ensuring the maintenance and consistency of the technological infrastructure as needed by the organization. This includes, but is not limited to, the website, electronic feeds such as RSS/Atom, and internal network of the physical

space.

**Chief Operations Officer:**

- A. The Chief Operations Officer is responsible for managing the safety, security and tidiness of the physical space.
- B. The Chief Operations Officer is responsible for planning and logistics of official events such as classes, workshops and parties.

**Quartermaster:**

- A. The Quartermaster is responsible for maintaining and updating a list of all equipment, tools, computers, computer peripherals, and all other inventory of donated or acquired items under the possession or care of the corporation.
- B. The Quartermaster is responsible for keeping detailed records of the movement of all items under the possession or care of the corporation which leave and come onto the premises of the corporation's location.

**Duties of Duty Officers:**

- A. In their areas of responsibility, Officers are expected to build consensus and work towards the goals of the corporation and its Members.
- B. Officers may enlist the help of other members and non-members in meeting their responsibilities.

**Eligibility of Duty Officers:**

- A. In order to be eligible to be nominated, a person must be a **Keyed Member** or a **General Member** as defined earlier in these bylaws for two consecutive months. For the initial election of officers, or in any replacement election during the two months after the initial election of officers, a person must be a founding member in order to run for office.

**Nomination of Duty Officers:**

- A. Any **Keyed Member** has the right to nominate an eligible person for office.
- B. A **Keyed Member** has the right to nominate him/her self.

- C. Only the nominated candidate can un-nominate him/her self.
- D. All nominations for officer positions are due one week before the annual meeting.
- E. If only one person is timely nominated to run for an office and accepts such nomination, he shall run unopposed.
- F. If no person is timely nominated to run for an office and accepts such nomination, nominations for that position may be made at the annual meeting, in person, before the vote. If nobody is nominated in this way, the person holding the office may choose to continue in his position, or choose to appoint his successor.

#### **Elections of Duty Officers:**

- A. Elections for officers shall take place at the annual meeting.
- B. All officers shall be elected at the same time, by the process determined in these bylaws for **Votes of the Membership**.
- C. Each member present shall be given an opportunity to be a candidate for each officer position.
- D. If there is more than one candidate for an officer position, the candidate which obtains the highest number votes from voting members present shall be elected.
- E. If there are no candidates for an officer position, the outgoing officeholder may, if eligible, elect to serve another term or select any willing member to serve in that position.

#### **Resignation and Termination of Duty Officers:**

- A. Any officer may resign at any time by written notice delivered to the **Board of Directors** of the corporation.
- B. A resignation is effective when the notice is delivered unless the notice specifies a future date.
- C. Any officer may be terminated in their role by resolution passed by majority vote of the members.
- D. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date.
- E. Nominations for members to run to replace the officer who has resigned shall open when the officer tenders his resignation, and remains open for one week.
- F. Members shall elect the replacement officer among the candidates who have been

nominated and accepted their nomination, using the **Votes of the Membership** procedures in these bylaws.

G. The replacement officer's term shall last until new officers are elected at the next Annual Meeting.

**Term of Duty Officers:**

A. An officer's term shall expire at the Annual Meeting following his election.

**Elected Executive Officers:**

The Executive Officers of the corporation shall consist of a President, a Secretary, and a Treasurer. Any Executive Officer may be, but is not required to be, a director of the corporation.

**President:**

A. The President serves as a representative of Makers Artists and Gadgeteers Laboratory Inc to the public and in all functions where a president may be called for by law or any other outside requirements, and is responsible for public-facing communication.

B. The president is responsible for making sure that the corporation files its annual report and any other papers required to maintain legal nonprofit status by the law of California or Federal Law.

C. The President shall organize and preside over all meetings of the membership and of the **Board of Directors**.

D. The President is responsible for enforcing the rules of meeting procedures as detailed in these documents.

**Secretary:**

A. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its committees.

B. The Secretary shall supervise the giving of such notices as may be proper or necessary.

C. The Secretary shall supervise the keeping of the minute books of this corporation.

D. The Secretary shall be responsible for recording all minutes of all official meetings of the membership and the **Board of directors** in the corporation's permanent records.

E. The Secretary shall be responsible for collecting a list of the issues on the agenda for each membership meeting, and circulating that list to the members for them to vote on at the upcoming meeting as provided in the section of these bylaws entitled **Notice of Meetings**.

**Treasurer:**

A. The Treasurer is responsible for monitoring all financial assets of the corporation. This includes but is not restricted to:

1. Keeping record of the organizations budget,
2. The collecting of membership dues from members,
3. The payment of rent and utilities for any space leased by the corporation,
4. Filing taxes,
5. the disbursement and reimbursement of funds authorized to be spent under the procedures detailed in these bylaws,
6. and preparing financial reports to the board.

**Duties of Executive Officers:**

A. In their areas of responsibility, Executive Officers are expected to work towards the goals of the corporation and its members.

B. Executive Officers may enlist the help of other members and non-members in meeting their responsibilities.

**Eligibility of Executive Officers:**

A. In order to be eligible to be nominated, a person must be a **Keyed Member** as defined earlier in these bylaws for six consecutive months. For the initial election of Executive Officers, or in any replacement election during the six months after the initial election of Executive Officers, a person must be a founding member in order to be eligible for the Executive Offices.

**Nomination of Executive Officers:**

A. Any **Member of the Board** has the right to elect an eligible person for office.

B. Only the nominated candidate can un-nominate him/her self.

D. All Nominations for Executive Officer positions are due one week before the annual meeting.

E. If only one person is timely nominated to run for an Executive Office and accepts such nomination, nominations for that position may be made at the annual meeting, in person, before the vote. If nobody is nominated in this way, the person holding the office may choose to continue in his or her position.

#### **Elections of Executive Officers:**

A. Elections for Executive Officers shall take place at the annual meeting.

B. All Executive Officers shall be elected at the same time, by the process determined in these bylaws for **Votes of the Membership**.

C. If there is more than one candidate for an officer position, the candidate which obtains the highest number votes from voting members present shall be elected.

E. If there are no candidates for an officer position, the outgoing Executive Officeholder may, if eligible, elect to serve another term or select any willing member to serve in that position.

#### **Resignation and Termination of Executive Officers:**

A. Any Executive Officer may resign at any time by written notice delivered to the **Board of Directors** of the corporation.

B. A resignation is effective when the notice is delivered unless the notice specifies a future date.

C. Any Executive Officer may be terminated in their role by resolution passed by majority vote of the **Board of Directors**.

D. The pending vacancy may be filled before the effective date, but the successor shall not take Executive Office until the effective date.

E. Nominations for **Board Members** to run to replace the Executive Officer who has resigned shall open when the Executive Officer tenders his resignation, and remains open for one week.

F. Members shall elect the replacement Executive Officer among the candidates who have been nominated and accepted their nomination by the **Board of Directors**, using the **Votes of the Membership** procedures in these bylaws.

G. The replacement officer's term shall last until new Executive Officers are elected at the next Annual Meeting.

#### **Term of Executive Officers:**



- A. An officer's term shall expire at the Annual Meeting following his election.

### **Committees:**

- A. The **Board of Directors** may, by resolution, designate an **Executive Committee** and one or more other committees.
- B. Such committees shall have such functions and may exercise such power of the **Board of Directors** as can lawfully be delegated, and to the extent provided in the resolution or resolutions creating such committee or committees.
- C. Meeting of committees may be held without notice at such time and place as shall from time to time be determined by the committees.
- D. The committees of the corporation shall keep regular minutes of their proceedings, and report these minutes to the **Board of Directors**, as well as **Members**.

### **Books, Records, and Reports.**

#### **Annual Report**

The Corporation shall send an annual report to the Members of the Corporation not later than 6 months after the close of each fiscal year of the Corporation. Such report shall include a balance sheet as of the close of the fiscal year of the Corporation and a revenue and disbursement statement for the year ending on such closing date. Such financial statements shall be prepared from and in accordance with the books of the Corporation, and in conformity with generally accepted principles applied on a consistent basis.

#### **Permanent Records**

The corporation shall keep current and correct records of the accounts, minutes of the meetings and proceedings and membership records of the corporation. Such records shall be kept at the registered office or the principal place of business of the corporation. Any such records shall be in written form or in a form capable of being converted into written form.

#### **Inspection of Corporate Records**

Any person who is a Member of the Corporation shall have the right at any reasonable time, and on written demand stating the purpose thereof, to examine and make copies from the relevant

books and records of accounts, minutes, and records of the Corporation. Upon the written request of any Member, the Corporation shall mail such Member a copy of the most recent balance sheet and revenue disbursement statement.

### **Public Records**

The corporation shall post all minutes of meetings, and proceedings on the website to be publicly accessible.

### **Fiscal Year:**

The Fiscal Year of the corporation shall be the period determined or selected by the **Board of Directors** as the tax year of the corporation for federal income tax purposes.

### **Indemnification:**

Any Officer, Director or Member of the corporation shall be indemnified to the full extent allowed by the laws of the state of California as decided by quorum of the membership and board of directors.

### **Corporate Seal:**

The **Board of Directors** may adopt, use and modify a corporate seal. Failure to affix the seal to corporate documents shall not affect the validity of such documents.

### **Amendments:**

A. These bylaws shall be amended by a **two-thirds** vote of the membership at any Annular or Special member meeting provided a quorum is present and provided a copy of the proposed amendment(s) are provided to each member with the agenda for the meeting, using the procedures stated in the **Votes of the Membership** section of these bylaws.

B. Proposed amendments to these Bylaws shall be submitted in writing to the **Board of Directors** at least two weeks in advance of the meeting at which they will be considered for adoption.

### **Conflict of Interest:**

A. Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the **Board** to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.