

BYLAWS
OF
**THE ORANGE COAST
IBM PC USER GROUP**

A California Nonprofit Public Benefit Corporation

Revised September 2006

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A California Nonprofit Public Benefit Corporation

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BYLAWS OF THE ORANGE COAST
IBM PC USER GROUP
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ARTICLE I
NAME

The name of this corporation is the **Orange Coast IBM PC User Group**. Herein after called ("OCIPUG").

ARTICLE II
LOCATION

The principal location for the transaction of OCIPUG's activities and affairs is the Costa Mesa Senior Center, 695 W. 19th Street, Costa Mesa, in Orange County, California. The executive board may change the principal location from one location to another within Orange County, California. Any change of the principal location shall be noted by the secretary on these bylaws opposite this Article, or this Article may be amended to state the new location.

ARTICLE III
PURPOSES AND LIMITATIONS

Section 1. General Purposes

OCIPUG is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes.

Section 2. Specific Purposes

Within the context of the general purposes stated above, OCIPUG shall:

- a. Further the general public's understanding of and knowledge about personal computers.
- b. Provide a forum for sharing information and experience that will help participants derive benefit and enjoyment from the use of personal computers.
- c. Hold regularly scheduled general meetings to disseminate knowledge and information.
- d. Provide computer-related technical assistance.
- e. Publish computer-related newsletters, journals, or other periodicals for the benefit and information of readers.
- f. Conduct and sponsor computer-related seminars, lectures and swap meets.
- g. Establish and support computer-related Special Interest

- Groups ("SIGs").
- h. Engage in any other activity not inconsistent with the provisions of these bylaws.

Section 3. Limitations

- a. OCIPUG is organized exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these bylaws, OCIPUG shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and OCIPUG shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or (2) by any corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.
- b. No substantial part of OCIPUG's activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and OCIPUG shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.
- c. All corporate property is irrevocably dedicated to the purposes set forth in Sections 1 and 2 of this Article. No part of the net earnings of OCIPUG shall inure to the benefit of any of its directors, officers, or members, or to individuals.
- d. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for charitable and educational purposes, which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law and which has established its tax exempt status under Section 23701d of the California Revenue and Taxation Code or the corresponding section of any future California revenue and tax law.

ARTICLE IV
MEMBERS

Section 1. Qualifications and Rights of Membership

- a. Classes and Qualifications. Any person dedicated to the purposes of OCIPUG shall be eligible for membership on timely payment of such dues, fees and assessments as the membership, on recommendation of the executive board, may fix from time to time. OCIPUG shall have five classes of members, designated as follows:
- (1) Regular, a membership held by one person;
 - (2) Family, a membership held in common by two or more family members residing in the same household;
 - (3) Student, a membership held by one person enrolled in an accredited educational institution for the minimum number of units fixed from time to time by resolution of the executive board;
 - (4) Charter, a membership held by persons who paid dues on or before July 27, 1985, the date of the original adoption of OCIPUG's Constitution and Bylaws. A list containing the names of charter members is attached to and is made a part of these bylaws; and
 - (5) Honorary, a membership held by those persons, firms, corporations, or other organizations who, as designated by resolution of the executive board, have made substantial contributions to personal computing.
- b. Voting Members. Regular, family and student members shall have the right to vote, as set forth in these bylaws, on the election of officers and directors, on the disposition of all or substantially all of OCIPUG's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.
- c. Other Persons Associated With the Corporation. OCIPUG may refer to persons of the charter and honorary classes or other persons or entities associated with it as "members", even though those persons or entities are not voting members as set forth in Section 1b of this Article, but no such reference shall constitute anyone a member within the meaning of Section 5056 of the California Corporations Code unless that person or entity shall have qualified for a voting membership under Section 1b of this Article. References in these bylaws to members shall mean members as defined in Section 5056 of the California Corporations Code; i.e., the members of the regular, family and student classes set forth in Section 1b of this Article. By amendment of its Articles of

incorporation or of these bylaws, OCIPUG may grant some or all of the rights of a member of any class, as set forth in these bylaws, to any person or entity that does not have the right to vote on any of the matters specified in Section 1b of this Article, but no such person or entity shall be a member within the meaning of Section 5056 of the California Corporations Code.

Section 2. Dues, Fees, and Assessments

Each member must pay, within the time and on the conditions set by the executive board, the dues, fees and assessments in amounts to be fixed from time to time by the general membership upon recommendation of the executive board. The dues, fees, and assessments shall be equal for all members of each class, but the executive board may, in its discretion, recommend different dues, fees, and assessments for each class.

Section 3. Good Standing

Those members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.

Section 4. Termination and Suspension of Membership

- a. Causes of Termination. A membership shall terminate on occurrence of any of the following events:
 - (1) Resignation of the member, on reasonable notice to OCIPUG;
 - (2) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the executive board;
 - (3) Failure of the member to pay dues, fees or assessments within one month after they become due and payable; or
 - (4) Expulsion of the member under Section 4c of this Article based on the good faith determination by the executive board that the member has failed in a material and serious degree to observe the rules of conduct of OCIPUG, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of OCIPUG.

- b. Suspension of Membership. A member may be suspended, under Section 4c of this Article, based on the good faith determination by the executive board that the member has failed in a material and serious degree to observe OCIPUG's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of OCIPUG.

- c. Procedure for Expulsion or Suspension. If grounds appear to exist for expulsion or suspension of a member under Sections 4a-4b of this Article, the procedure set forth below shall be followed:
- (1) The member shall be given 15 days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on OCIPUG's records.
 - (2) The member shall be given the opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the executive board.
 - (3) The executive board shall decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the executive board shall be final.
 - (4) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

Section 5. Transfer of Memberships

No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or dissolution.

Section 6. Meetings of Members

- a. Place of Meeting. Meetings of the members shall be held at Costa Mesa Senior Center, 695 W. 19th Street in Costa Mesa or at any other place within Orange County, California, which from time to time may be designated by the executive board.
- b. General Meetings. Monthly meetings of members ("general meetings") shall be held on the fourth Saturday of each month at 9:00 a.m., unless the executive board fixes another date or time and so notifies members as provided in Sections 6d(1)-(3) of this Article. At these meetings, any proper business may be transacted, subject to Sections 6d(2) and 6(e)(1) of this Article.
- c. Special Meetings.

- (1) Persons Authorized to Call. A special meeting of the members for any lawful purpose may be called at any time by the executive board or the president, or by 5 percent or more of the members.
- (2) Calling Meetings. A special meeting called by any person (other than the executive board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the president, the vice president or the secretary of OCIPUG. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Sections 6d(1)-(3) of this Article, stating that a meeting will be held at a specified time and date fixed by the executive board, provided, however, that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing or affecting the time at which a meeting of members may be held when the meeting is called by the executive board.
- (3) Proper Business of Special Meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

d. Notice Requirements for Members' Meetings.

- (1) General Notice Requirements. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with Sections 6d(2)-(4) of this Article, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and those matters that the executive board, at the time notice is given, intends to present for action by the members, but except as provided in Section 6(e)(1) of this Article, any proper matter may be presented at the meeting. The notice of any meeting at which executive board members are to be elected shall include the names of all persons who are nominees when notice is given.
- (2) Notice of Certain Agenda Items. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:
 - (a) Removing an executive board member without cause;
 - (b) Filling vacancies on the executive board;

- (c) Amending the Articles of incorporation; or
 - (d) Electing to wind up and dissolve the corporation.
- (3) Manner of Giving Notice. Notice of any meeting of members shall be in writing and shall be given at least 10 but not more than 90 days before the meeting date. The notice shall be given either personally or by electronic means, first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of OCIPUG or at the address given by the member to OCIPUG for purposes of notice. If no address appears on OCIPUG's books and no address has been so given, notice shall be deemed to have been given if notice is sent to that member by first-class mail or other written communication to OCIPUG's principal address.
- (4) Affidavit of Mailing Notice. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the secretary, and if so executed, shall be filed and maintained in OCIPUG's minute book.
- e. Quorum.
- (1) Percentage required. The lesser of one hundred regular members or 12.5 percent (one-eighth) of the voting power shall constitute a quorum for the transaction of business at any meeting of members provided, however, that if any regular meeting is actually attended in person by less than one third of the voting power, the only matters that may be voted on are those of which notice of their general nature was given under the first and second sentences of Section 6d(1) of this Article.
 - (2) Loss of Quorum. Subject to Section 6e(1) of this Article, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.
- f. Adjournment and Notice of Adjourned Meetings. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members present at the meeting. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for

notice or voting, a 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. At the adjourned meeting, OCIPUG may transact any business that might have been transacted at the original meeting.

g. Voting.

- (1) Eligibility to Vote. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, members entitled to vote at any meeting of members shall be regular, family and student members in good standing as of the record date determined under Section 8 of this Article.
- (2) Manner of Casting Votes. Voting may be by voice or ballot.
- (3) Voting. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.
- (4) Approval by Majority Vote. If a quorum is present, the affirmative vote of a majority of the voting power present at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Public Benefit Corporation Law, the articles of incorporation or these bylaws.

- h. Waiver of Notice or Consent by Attendance. A member's attendance at a meeting shall constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 7. Action Without a Meeting

- a. Action by Unanimous Written Consent. Any action required or permitted to be taken by the members may be taken without a meeting, if all members 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.
- b. Action by Written Ballot Without a Meeting. Any action that may be taken at any meeting of members may be taken without a meeting by complying with Sections 7b(1)-(4) of this Article.

- (1) Solicitation of Written Ballots. OCIPUG shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Section 6d(3) of this Article. All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirement; (2) with respect to ballots other than for election of executive board members, state the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) provide the members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time within which to return the ballot to OCIPUG. Each written ballot shall provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification.

In any election of executive board members, a written ballot that a member marks "withhold", or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of an executive board member.

- (2) Number of Votes and Approvals Required. Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including those ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.
- (3) Revocation. A written ballot may not be revoked.
- (4) Filing. All written ballots shall be filed with the secretary of OCIPUG and maintained in the corporate records for at least three years.

Section 8. Record Date for Notice, Voting, Written Ballots, and Other Actions

- a. Record Date Determined by Executive Board. For purposes of determining the members entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the executive board may, in advance, fix a record date. The record date so

fixed

- (1) for notice of a meeting shall not be more than 90 nor less than 10 days before the date of the meeting;
- (2) for voting at a meeting shall not be more than 60 days before the date of the meeting;
- (3) for voting by written ballot shall not be more than 60 days before the date of the meeting;
- (4) for any other action shall not be more than 60 days before that action.

b. Record Date Not Determined by Executive Board.

- (1) Record Date for Notice or Voting. If not otherwise fixed by the executive board, the record date for determining members entitled (1) to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held, and (2) to vote at the meeting shall be the day on which the meeting is held.
- (2) Record Date for Action by Written Ballot. If not otherwise fixed by the executive board, the record date for determining those members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.
- (3) Record Date for Other Actions. If not otherwise fixed by the executive board, the record date for determining those members entitled to exercise any rights with respect to any other lawful action shall be the date on which the executive board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

c. Members of Record. For purposes of Sections 8a-b of this Article, a person holding a membership at the close of business on the record date shall be a member of record.

Section 9. Proxies

Each member entitled to vote shall have the right to do so only in person. Voting by proxy is prohibited.

ARTICLE V
DIRECTORS

Section 1. Number and Qualification of Directors

The authorized number of directors shall be two as of the election in the year 2006 and thereafter. No person who is not a member in good standing of OCIPUG shall be a director.

Section 2. Election and Term of Office

- a. Election. One half of the directors (one) shall be elected annually by the written ballot of members pursuant to Article VIII of these bylaws.
- b. Term of Office. Each director elected shall hold office for two years commencing on September 1 of the year elected, and until a successor has been elected and qualified.

ARTICLE VI
OFFICERS

Section 1. Officers of the Corporation

The officers of OCIPUG shall be a president, a vice president, a secretary, and a chief financial officer. No person shall concurrently hold more than one office. No person who is not a member in good standing of OCIPUG shall be an officer.

Section 2. Election and Term of Office

The officers of OCIPUG shall be elected each year by the written ballot of members pursuant to Article VIII of these bylaws. Each officer shall hold office for one year, commencing on September 1 of the year elected, and until a successor has been elected and qualified. No person shall be elected to the office of president for more than two consecutive terms.

Section 3. Responsibilities of Officers

- a. President.
 - (1) General. The president shall be the general manager of OCIPUG and shall supervise, direct and control OCIPUG's activities and affairs.
 - (2) Meetings. The president shall establish the agenda and preside at all executive board meetings and at all members' meetings.
 - (3) Appointments. The president shall appoint and may remove chairpersons of committees, standing and special, and other non-elective positions.
 - (4) Budget. The president shall coordinate preparation of the operating budget.
 - (5) Public. The president shall represent OCIPUG to the community.
 - (6) Other Duties. The president shall have such other powers and perform such other duties as the executive board may prescribe.

- (7) Executive Board. In the performance of his duties the president will comply with the policies and limitations established by the executive board and these bylaws. He will duly inform the executive board of progress or difficulties in executing established policies and seek guidance from the board as necessary.
- b. Vice President. The vice president shall assist the president. If the president is absent or disabled, the vice president shall perform all duties of the president. When so acting, the vice president shall have all powers of and be subject to all restrictions on the president. The vice president shall have such other powers and perform such other duties as the executive board or the bylaws may prescribe.
- c. Secretary.
 - (1) Book of Minutes. The secretary shall keep or cause to be kept, at OCIPUG's principal location or such other place as the executive board may direct, a book of minutes of all meetings, proceedings, and actions of the executive board and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was regular or special, and, if special, how authorized, the notice given, the names of those present at board meetings, and the number of members present at members' meetings. The secretary shall keep or cause to be kept, at OCIPUG's principal location, a copy of the Articles of incorporation and bylaws, as amended to date.
 - (2) Membership Records. The secretary shall keep or cause to be kept, at OCIPUG's principal location or at a place to be determined by resolution of the executive board, a record of OCIPUG's members, showing each member's name, address, electronic address and class of membership.
 - (3) Notices, Seal, and Other Duties. The secretary shall give, or cause to be given, notice of all meeting of members and of the executive board required by these bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the executive board or the bylaws may prescribe.
- d. Chief Financial Officer.
 - (1) Books of account. The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of OCIPUG's properties and transactions. The chief financial officer shall send or cause to be given to the members and executive board members such financial statements and reports as are required to be given by law, by these bylaws, or by

resolution of the executive board. The books of account shall be open to inspection by any executive board member at all reasonable times.

- (2) Deposit and Disbursement of Money and Valuables. The chief financial officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of OCIPUG with such depositories as the executive board may designate, shall disburse OCIPUG's funds as the executive board may order, shall render to the president and the executive board, when requested, an account of all transactions as chief financial officer and of the financial condition of OCIPUG, and shall have such other powers and perform such other duties as the executive board or the bylaws may prescribe.

ARTICLE VII

EXECUTIVE BOARD

Section 1. Composition

The OCIPUG executive board shall be composed of the four elected officers and the two elected directors. The immediate past president shall serve as a voting member of the executive board.

Section 2. Vacancies on Executive Board

- a. Events Causing Vacancy. A vacancy or vacancies in the office of an executive board member shall exist on the occurrence of the following:
 - (1) the death or resignation of any executive board member;
 - (2) the declaration by resolution of the executive board of a vacancy in the office of an executive board member who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law;
 - (3) the declaration by resolution of the executive board of a vacancy in the office of an executive board member who fails to attend three consecutive executive board meetings or any four executive board meetings within a twelve-month period;
 - (4) the vote of the members to remove any executive board member(s);
 - (5) the increase of the authorized number of directors; or
 - (6) the failure of the members, in any election, to elect the officers or the number of directors to be elected at such election.
- b. Resignations. Except as provided below, any executive board member may resign by giving written notice to the president,

the secretary or the executive board of OCIPUG. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. Except on notice to the Attorney General of California, no director may resign if OCIPUG would be left without a duly elected director or directors.

- c. Filling Vacancies.
 - (1) Presidential Vacancy. Except for a vacancy created by the removal of the president by the members, in case of a vacancy in the office of president, the vice president shall become president. In case of vacancies in the offices of both president and vice president, a new president may be elected by majority vote of the executive board members then in office, whether or not less than a quorum, or by a sole remaining executive board member, from among the remaining members of the executive board. The members may fill any vacancy not filled by the executive board.
 - (2) Other Vacancies. Except for a vacancy created by the removal of a member of the executive board by the members, vacancies on the executive board may be filled by nomination by the president and confirmation by a majority of the executive board members then in office, whether or not less than a quorum, or by a sole remaining executive board member. The members may fill any vacancy or vacancies not filled by the executive board.
- d. No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 3. Powers

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of incorporation or bylaws regarding actions that require approval of the members, OCIPUG's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the executive board.

Section 4. Executive Board Meetings

- a. Place of Meetings. Meetings of the executive board shall be held at any place within Orange County, California, that has been designated by resolution of the executive board or in the notice of the meeting or, if not so designated, at OCIPUG's principal location.

- b. Meetings by Telephone. Any meeting may be held by conference telephone or similar communication equipment, as long as all executive board members participating in the meeting can hear one another. All such executive board members shall be deemed to be present in person at such a meeting.
- c. Regular Monthly Meetings. The executive board shall meet once each calendar month following a general meeting of members or at such other date and time designated by resolution of the executive board.
- d. Other Regular Meetings. Other regular meetings of the executive board may be held without notice at such time and place as the executive board may by resolution fix from time to time.
- e. Special Meetings.
 - (1) Authority to Call. Special meetings of the executive board for any purpose may be called at any time by the president or any three members of the executive board.
 - (2) Notice.
 - (a) Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each executive board member by one of the following methods: (1) by personal delivery of written notice; (2) by first-class mail, postage prepaid; (3) by telephone; or (4) by electronic means
All such notices shall be given or sent to the executive board member's address or telephone number or electronic address as shown on the records of OCIPUG.
 - (b) Time Requirements. Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic means shall be delivered, telephoned or sent at least 48 hours before the time set for the meeting.
 - (c) Notice Contents. The notice shall state the time of the meeting, and the place if the place is other than OCIPUG's principal location. It need not specify the purpose of the meeting.
- f. Quorum. A majority of the authorized number of executive board members shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the executive board members present at a duly held meeting at which a quorum is present shall be the act of the executive board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (1) approval of contracts or transactions in which an executive board member has a direct or indirect material financial interest, (2) approval of

certain transactions between corporations having common directorships, and (3) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of executive board members, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

- g. Waiver of Notice. Notice of a meeting need not be given to any executive board member who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose 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 meetings. Notice of a meeting need not be given to any executive board member who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.
- h. Conduct of Meetings. Executive board meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, to the extent that such rules are not inconsistent with or in conflict with these bylaws, the Articles of incorporation, or provisions of applicable law.
- i. Adjournment. A majority of the executive board members present, whether or not a quorum is present, may adjourn any meeting to another time and place.
- j. Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the executive board members who were not present at the time of the adjournment.
- k. Open Meetings. The executive board shall publish the time and place of regular meetings and, whenever practicable, special meetings in OCIPUG's newsletter. The executive board shall cause to be posted on the OCIPUG Web Page notice of all meetings, regular and special. All executive board meetings shall be open to attendance by the general membership unless, by a two-thirds vote of those present and constituting a quorum, the executive board votes to close a meeting.

Section 5. Action Without a Meeting

Any action that the executive board is required or permitted to take may be taken without a meeting if all members of the executive board consent in writing to the action; provided, however, that the consent of any executive board member who has a material financial interest in a transaction to which OCIPUG is a party and who is an "interested director" as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the executive board. All such consents shall be filed with the minutes of the proceedings of the executive board.

Section 6. Disbursements and Check Signing Privileges

- a. The executive board shall determine the disbursement of all OCIPUG funds. Notwithstanding the foregoing, the executive board shall not make any individual capital expenditure in excess of 25% of OCIPUG's funds on deposit (excluding Tim Smith Scholarship funds), other than as required for the ordinary maintenance of OCIPUG's facilities and equipment, nor subject OCIPUG to any liability beyond the amount of corporate funds on deposit, unless such actions have been approved by the membership at a properly held meeting of the members.
- b. The executive board shall determine signing privileges for checks drawn on OCIPUG accounts. Notwithstanding the foregoing, individual checks in excess of \$300 shall be signed by two executive board members.

ARTICLE VIII

ELECTION OF OFFICERS AND DIRECTORS

Section 1. General

- a. Annual elections of directors and officers shall be by written ballot. Elections will be conducted at the August General Meeting.
- b. Annually, the executive board shall establish a date upon which written ballots for the election of directors and officers will be distributed, which date shall be no more than fifteen days after the June general meeting.
- c. Annually, the executive board shall establish a date as the record date for the purpose of determining the members entitled to cast written ballots for the election of directors and officers. Such record date shall not be more than 30 days before the day on which written ballots are **distributed**.

- d. Ballots will be distributed to each eligible voter by electronic means. Ballots will be cast at the August General Meeting. A valid ballot must bear the OCIPUG member number and signature of the voter. Those who are not able to attend the August General Meeting may cast an absentee ballot by electronic means postmarked not less than 10 days before the August General Meeting. Any member who for any reason can not receive the ballot by electronic means may request a printed ballot from the Secretary at any time 20 or more days prior to the August General Meeting.
- e. By no later than the March executive board meeting, the executive board shall appoint a Nominating Committee composed of two members none of whom shall be members of the executive board.
- f. By no later than the May executive board meeting, the executive board shall appoint an Election Committee consisting of three inspectors of election none of whom shall be candidates for office.
- g. Candidates shall be nominated for office pursuant to Section 2 of this Article.
- h. Each candidate nominated for office may submit a written statement for inclusion in the issue of the OCIPUG newsletter next published following the June general meeting and may make a statement at the June general meeting.

Section 2. Nominations

- a. Eligibility for Nomination. Any member in good standing who consents to be nominated and to serve if elected is eligible for nomination as a candidate for election to the executive board.
- b. Nominations by Committee. The Nominating Committee shall solicit members interested in serving on and select qualified candidates for election to the executive board. The Nominating Committee is encouraged, but not required, to select more than one candidate for each officer and open director position. The Nominating Committee shall make its report of nominees at the May executive board meeting. The secretary shall forward to the Election Committee a list of all candidates nominated by committee for inclusion on the written ballot.
- c. Nominations by Petition. Members representing 2 percent of the membership may nominate candidates for election to the executive board by a petition signed by those members within 11 months preceding the next time executive board members are to be elected and delivered to the secretary at or before the May executive board meeting. On timely receipt of a petition signed by the required number of members, the secretary shall cause the names of the candidates named on it to be forwarded to the Election Committee for inclusion on the written ballot along with the names of those candidates nominated by committee.

- d. Nominations from the Floor. The names of candidates nominated by committee and by petition shall be printed in the issue of the OCIPUG newsletter next published following the May executive board meeting. At the June general meeting, the president shall present the names of nominees by committee and petition. Any member present at the general meeting may place the names of additional eligible members, who consent in person at the meeting, in nomination if seconded by another member. The secretary shall forward the names of candidates nominated from the floor to the Election Committee for inclusion on the written ballot along with the names of those candidates nominated by committee and by petition.

Section 3. Election by Written Ballot

- a. A written ballot shall be distributed to every member entitled to vote.
- b. The written ballot shall state the date by which the ballot must be received in order to be counted and the minimum number of written ballots which must be cast to meet the quorum requirement.
- c. Election by written ballot shall be valid only when the number of ballots cast equals or exceeds the quorum requirement.
- d. In any election of directors, the candidates receiving the highest number of votes up to the number of directors to be elected are elected. In any election of officers, the candidate for each position receiving the highest number of votes is elected.

Section 4. Election Committee

- a. The Election Committee shall, after ascertaining the number of memberships outstanding as of the record date for the election, determine the number of ballots which must be received in order to satisfy the quorum requirement.
- b. The Election Committee shall prepare a written ballot for the election of officers and directors which shall include the names of all members nominated pursuant to Section 2 of this Article and a space for a write-in candidate for each open position.
- b. The Election Committee shall prepare written instructions to accompany the ballot designating procedures which will maintain the secrecy of the vote and insure that only members entitled to vote have voted and that no member has voted more than once.

- d. The Election Committee shall receive ballots, hear and determine all challenges and questions in any way arising in connection with the right to vote, shall count and tabulate all votes, determine the result and do such acts as may be proper to conduct the election with fairness to all members.
- e. The Election Committee shall perform its duties impartially, in good faith, and to the best of its ability. The Election Committee shall present its report of election results not later than the August executive board meeting. The decision, act or certificate of a majority of the members of the committee is effective in all respects as the decision, act or certificate of all. Any report or certificate made by the Election Committee is prima facie evidence of the facts stated therein.

ARTICLE IX
COMMITTEES

Section 1. Standing Committees

The executive board may from time to time by resolution create and dissolve advisory standing committees. Unless otherwise directed by the executive board the chairperson of each standing committee shall report to the president. Without limiting the generality of the foregoing, OCIPUG's advisory standing committees shall include the following:

- a. Future Leadership and Nominations Committee. Throughout the year the Future Leadership and Nominations Committee shall seek out the potential leaders within the organization and encourage their participation at elective and committee level. The Committee shall prepare a list of nominees for election to office and determine each individual's qualifications and willingness to serve in that office. The chairperson of the Committee shall report to the executive board.
- b. Membership Accounting Committee. The Membership Accounting Committee shall collect and record payment of all membership dues and fees and shall maintain the membership database. The Chairman of the Membership Accounting Committee will present an up to date membership roster to the Secretary at each Board Meeting.
- c. Publications Committee. The Publications Committee shall publish a newsletter containing upcoming meeting dates and locations, information on OCIPUG activities, and other items of interest to the general membership as directed by the executive board.

- d. Long Range Planning Committee. The Long Range Planning Committee shall recommend to the executive board future goals, operations, and implementing methodology. In concert with the president and the chief financial officer, the Long Range Planning Committee shall prepare and submit to the executive board a proposed budget for the coming year.
- e. Program Committee. The Program Committee shall arrange for computer hardware and software presentations at the monthly general meetings.
- f. Special Interest Group Committee. The Special Interest Group Committee shall advise the executive board on the establishment and staffing of computer-related Special Interest Groups (SIGs), and shall support those SIGs established by the executive board.
- g. Rules and Bylaws Committee. The Rules and Bylaws Committee shall conduct an annual review of OCIPUG's bylaws for compliance with applicable law and recommend revisions in the bylaws, in whole or in part, to the executive board by March 1 of each year. On recommendation of the Rules and Bylaws Committee and after approval by a majority vote, the executive board shall propose adoption of new bylaws or amendment or repeal of these bylaws for approval by the members as described in Article XIII of these bylaws.
- h. Financial Review Committee. The Financial Review Committee shall conduct an annual review of OCIPUG's financial records within 60 days after the new executive board takes office. If, based on said review, they deem it appropriate, the Financial Review Committee shall conduct an internal audit of the financial records of OCIPUG.
- i. Webmaster Committee. The Webmaster Committee shall assist the Webmaster in screening and preparation of materials to be carried on the OCIPUG Web Page, and in other matters dealing with the operation of the OCIPUG Web Page.
- j. Policy and Procedures Committee. The Policy and Procedures Committee shall review the OCIPUG Policies and Procedures Manual and shall recommend revisions of the manual to the executive board.
- k. Community Services Committee. The Community Services Committee shall develop and propose for executive board approval projects to share computer-related information and services with the general community, and shall implement those projects approved by the executive board.

Section 2. Special Committees

OCIPUG shall have such special committees as may from time to time be designated by resolution of the executive board or formed by the president with the consent of the executive board. Without limiting the generality of the foregoing, OCIPUG's advisory special committees include the following:

- a. Election Committee. The Election Committee shall administer the annual election by written ballot of officers and directors of OCIPUG. The chairperson of the Election Committee shall report to the executive board.

Section 3. Committee Members

All members of committees shall be voting members of OCIPUG. With the exception of the Nominating, Election, Publications and Rules and Bylaws committees, the president shall be an ex-officio member of all committees, standing and special.

Section 4. Limitation of Authority and Responsibilities

When the number of regular members is greater than 100 at the start of any fiscal year. No person shall hold concurrently any two of the following positions:

- a. Any OCIPUG officer or director position, as defined in Article V and VI of these bylaws;
- b. Publications Committee Chair;
- c. Membership Accounting Committee Chair;
- d. Newsletter Editor;
- e. Rules and Bylaws Committee Chair;
- f. Nominating Committee Chair;
- g. Elections Committee Chair;
- h. Webmaster Committee Chair.

ARTICLE X

RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records

OCIPUG shall keep:

- a. Adequate and correct books and records of account;
- b. Written minutes of the proceedings of its members and the executive board; and
- c. A record of each member's name, address, and class of membership.

Section 2. Members' Inspection Rights

a. Membership Records. Subject to Division 2, Part 2, Chapter 13, Article 3 (commencing at Section 6330) of the California Corporations Code and unless OCIPUG provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

- (1) Inspect and copy the records of members' names, addresses, and voting rights during usual business hours on five days' prior written demand on OCIPUG, which demand must state the purpose for which the inspection rights are requested; or
- (2) Obtain from the secretary of OCIPUG, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for the election of executive board members as of the date of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the member on or before the later of ten days after (1) the demand is received or (2) the date specified in the demand as the date as of which the list is to be compiled.

OCIPUG may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand. If OCIPUG believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list. The right of inspection includes the right to copy and make extracts.

b. Accounting Records and Minutes. On written demand on OCIPUG, any member may inspect, copy, and make extracts of the accounting books and records and minutes of the proceedings of the members and the executive board at any reasonable time for a purpose reasonably related to the member's interest as a member.

Section 3. Maintenance and Inspection of Articles and Bylaws

OCIPUG shall keep at its principal location the original or a copy of the Articles of incorporation and bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times.

Section 4. Inspection by Executive Board Members

Every executive board member shall have the absolute right at any reasonable time to inspect OCIPUG's books, records, documents of every kind, and physical properties. The right of inspection includes the right to copy and make extracts of documents.

Section 5. Annual Report

The executive board shall cause an annual report to be sent to the members and executive board members within 120 days after the end of OCIPUG's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- a. The assets and liabilities, including the trust funds, of OCIPUG as of the end of the fiscal year.
- b. The principal changes in assets and liabilities, including trust funds.
- c. OCIPUG's revenue or receipts, both unrestricted and restricted to particular purposes.
- d. OCIPUG's expenses or disbursements for both general and restricted purposes.
- e. A statement of any transactions or indemnifications of interested persons and as specified in Section 6322 of the California Corporations Code.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of OCIPUG that such statements were prepared without audit from OCIPUG's books and records. The requirement of an annual report shall not apply if OCIPUG receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all executive board members and to any member who requests it in writing.

ARTICLE XI FISCAL YEAR

The executive board may, by resolution, adopt for OCIPUG a fiscal year other than the calendar year and may, by resolution, change the same from time to time.

ARTICLE XII

CONSTRUCTIONS AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws.

Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE XIII

AMENDMENT

New bylaws may be adopted, or these bylaws may be amended or repealed, by the affirmative vote of two-thirds of the members present and constituting a quorum at a general or special meeting or voting by written ballot, provided, however, that if OCIPUG has more than one class of voting members, any amendment that would materially and adversely affect the rights of a class as to voting or transfer, in a manner different than the action affects another class, must be approved by the affirmative vote of two-thirds of the members of that adversely affected class present at the meeting or voting by written ballot. Any provision of these bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number. No amendment may extend the term of an executive board member beyond that for which the executive board member was elected.

Charter Members

Joan and Peter Annesi	Gregory Kishel
Debora Ayer	Andrew Klinck
Jim and Susan Berg	Peggy Klinck
John Booth	Sid Landau
Arthur Boughey	David Lorenzini
Robin Clark	John Moore
Walter Coles	Kevin Moser
Dick Cruce	Kevin Neubert
Ron Davis	Diana Parr
Joseph Farber	Anne Redwood
Jim Foster	Bill Rhodes
Leonard Fox	Jorge Schulz
David French	Jackuiline Schwerin
Francis Gates	Greg Skansen
Bob Gauger	Wray Stout
Harry Heimer	Tom Sutro
Robert Huckenpahler	Bonnie Ulanovsky
Bud Hughes	Thurman Wade
Darlene Hughes	William Walker

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Orange Coast IBM PC User Group ("OCIPUG"), a California nonprofit public benefit corporation, that the above bylaws, consisting of 26 pages, are the bylaws of this corporation as adopted by the members on September 23, 2006, and that they have not been amended or modified since that date.

Executed on _____ at _____, California

Frank Mastroly
Secretary