



# USIBD

## Bylaws

*The Leading Resource  
for the Building  
Documentation Industry*

December 14, 2023



# USIBD

U.S. Institute of  
BUILDING DOCUMENTATION



## Table of Updates

|               |   |
|---------------|---|
| January 2013  | Original Publish  |
| July 2013     | Update Sections 11.9 - 11.12  |
| August 2014   | Add Section 8.10  |
| October 2014  | Update Sections 3.5.1 - 3.5.14  |
| November 2014 | Update Section 5.1  |
| November 2015 | Update Section 10.12  |
| January 2016  | Clarification wording 7.6, 7.9, 7.11, added to 10.12, modifications Article 3             |
| February 2017 | Update Membership Categories and Miscellaneous other changes                              |
| January 2018  | Update address and miscellaneous other changes  |
| October 2023  | Added Section 7.20 to establish recognition of and rules governing Emeritus Board Members |
| December 2023 | Modified Section 3.1 to include Free members  |



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## ARTICLE 1 - ORGANIZATION

**1.1 Name and Location.** The name of the corporation is U.S. Institute of Building Documentation, which is hereinafter referred to as the "Corporation." The principal office of the Corporation shall be located in the County of Orange, California or at such other place as the Board of Directors may from time to time establish. The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

**1.2 Purpose.** The purposes of the Corporation shall be as set forth in its Articles of Incorporation.

**1.3 Mission.** The mission of the Corporation shall be as follows:

*The Corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law of the state of California, is a tax exempt organization under Section 501 (c)(6) of the Internal Revenue Code, and is dedicated to furthering excellence of building documentation, educating, guiding and supporting stakeholders with an interest in the built environment in a way that cultivates a culture of networking and information sharing.*

**1.4 Affiliations.** The Corporation shall enter into affiliations with other organizations only by means of a written agreement approved by a majority of the members of the Board of Directors.

**1.5 Endorsements.** Neither this Corporation nor its Board of Directors, nor any committee, nor any individual director, officer, committee member, employee or agent or representative shall on behalf of the Corporation approve, sponsor, or endorse, either directly or indirectly, any public or private organization, entity, enterprise or concern whether organized for profit or not for profit, unless approved by a majority of the members of the Board of Directors.

## ARTICLE 2 - DEFINITIONS

**2.1 Additional Charges.** "Additional Charges" shall mean all costs, fees, charges, and expenditures including, but not limited to, interest, late charges, bad check charges, attorneys' fees, and all other costs actually incurred by the Corporation in collecting and/or enforcing payment of Dues, Assessments and Fees.

**2.2 Advisory Committee.** "Advisory Committee" shall mean a committee appointed by the Board to perform functions and provide advice and recommendations to the Board within the scope of the matters assigned to the committee by the Board.



**2.3 Articles.** "Articles" shall mean the Articles of Incorporation of U.S. Institute of Building Documentation, as they may be amended from time to time, and as filed with the Office of the Secretary of State of California.

**2.4 Assessments.** "Assessments" shall mean amounts levied by the Board against Memberships in the Corporation as provided in Article 4.

**2.5 Board of Directors.** "Board of Directors" or "Board" shall mean the governing body of the Corporation.

**2.6 Bylaws.** "Bylaws" shall mean these Bylaws of the Corporation as they shall be duly adopted by the Board of Directors and the Members and any duly-adopted amendments thereof.

**2.7 Committee of the Board.** "Committee of the Board" shall mean a committee consisting only of directors as provided in Section 10.11 and as described in Corporations Code section 7212.

**2.8 Corporation.** "Corporation" shall mean U.S. Institute of Building Documentation, a California nonprofit mutual benefit corporation, its successors and assigns.

**2.9 Corporations Code.** "Corporations Code" shall mean the California Corporations Code as amended from time to time.

**2.10 Dues.** "Dues" shall mean the amount designated in Article 4 or otherwise determined by the Board to be paid each year by a Member or of the Corporation as a condition of such membership.

**2.11 Fees.** "Fees" shall mean an amount billed to a Member as provided in the Bylaws to provide funding for purposes of the Corporation other than funds derived from Dues and Assessments.

**2.12 Governing Documents.** "Governing Documents" shall mean the Articles, Bylaws, and any Rules promulgated by the Board.

**2.13 Majority of a Quorum.** "Majority of a Quorum" shall mean a majority of the votes cast in any lawful vote or election by the Members in which the number of ballots cast equals or exceeds the number required to establish a quorum.

**2.14 Member.** "Member" shall mean a person or organization meeting the qualifications for a category of Voting Membership as set forth in Article 3 and whose application for Membership has been approved by the Board.



**2.15 Member in Good Standing.** "Member in Good Standing" shall mean a Voting Member or auxiliary member of the Corporation who is current in the payment of all Dues, Assessments, Fees and Additional Charges imposed in accordance with the Bylaws and who is in compliance with all of the provisions of the Governing Documents. A Voting Member or auxiliary member shall be deemed to be in Good Standing unless, after notice and an opportunity for hearing, the Board has found the Member to be not in Good Standing and has so notified the Member.

**2.16 Proxy.** "Proxy" shall mean a written authorization signed by a Member or a Member's attorney in fact giving another person or persons power to vote for such Member.

**2.17 Rules.** "Rules" shall mean the policies and rules adopted and promulgated by the Board governing the administration, management, and operation of the activities, business and affairs of the Corporation.

**2.18 Total Voting Power.** "Total Voting Power" shall mean the total number of votes of all Voting Members in Good Standing at a particular time.

**2.19 Voting Member.** "Voting Member" shall mean a Member as defined in Section 2.14.

## **ARTICLE 3 - MEMBERSHIP**

**3.1 Membership Categories.** The Corporation shall have two categories of membership, Paid Membership and Free Membership.

**3.1.1 Paid Membership.** Paid Members are either Individual Members or Group Members and are referred to collectively as Members. Members have all rights and privileges defined in these Bylaws.

**3.1.2 Free Membership.** Free Members may only be Individual Members and are referred to collectively as Free Members. Free Members have none of the rights and privileges defined in these Bylaws unless those rights and privileges are specifically granted to Free Members. Free Members are entitled to benefits as described in the membership section of the website or as otherwise published. One right that Free Members cannot be granted in these bylaws or elsewhere is the right to vote.

**3.2 Voting Membership Rights.** All Members (with the exception of Free Members as defined in Article 3.1.2 above) shall have the right to vote, as provided in these Bylaws, on the election and removal of directors, on the disposition of all or substantially all of the assets of the Corporation, on a merger and the principal terms of a merger, and any amendment of those terms, on an election to



dissolve the Corporation and on amendments to the Articles and amendments to the Bylaws when an amendment covers matters as to which approval of the Members is required under a provision of the Nonprofit Mutual Benefit Corporation Law including, without limitation, Corporations Code sections 7150(a1, 15 2 a 7 24(a) 7512 7513 781 and 78 3. In addition, all Members shall have the rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

**3.3 Rights and Privileges of Particular Memberships.** In addition to the right to vote that attaches to each membership as set forth in Section 3.2, each Membership shall include the rights and privileges that attach to such Membership as set forth in this Section 3.3.

**3.3.1 Eligibility to Serve on Board and/or an Advisory Committee.** Members shall be eligible to serve on the Board of Directors and/or on an Advisory Committee as a committee member, chair or vice-chair

**3.4 Membership Subject To Timely Payment Of Dues, Assessments and Fees.** As a condition of continuing membership, each Member must pay, within the time and on the conditions established by the Board, the Dues, Assessments and Fees established by the Board from time to time.

**3.5 Membership Voting Rights.** Only Members in Good Standing shall be entitled to vote on any issue or matter presented to the Members for vote and approval. Members in Good Standing shall be entitled to cast one vote on any matter presented to the Members for vote and approval.

**3.6 Non-Transferability of Memberships.** A Membership in the Corporation may not be transferred. Any attempted or purported transfer of a Membership shall be void. Upon the death of an individual Member, the dissolution or other termination of an organization that is a group member, or upon the resignation of a Member from membership in the Corporation, that person's membership shall terminate and cease to exist.

**3.7 Suspension and Expulsion of Members.** Any Member who is delinquent in payment of Dues, Assessments, Fees, Additional Charges or other sums payable to the Corporation, or in violation of the Code of Ethics and Professional Conduct, as recommended by the Board, shall be subject to suspension and, ultimately, termination of such person's membership as provided in this Section 3.7.

**3.7.1 Suspension.** The rights and privileges of the membership of a Member of the Corporation shall be suspended by the Board if the Member is delinquent (as defined in Section 4.8) in payment of any Dues, Assessments, Fees, Additional Charges or other amounts payable by such person to the Corporation or is otherwise in default of any provision of the Governing



Documents and the delinquency or default is not cured within the time provided by the Board in a notice of such delinquency or default. Rights and privileges of the membership of a Member of the Corporation shall also be suspended by the Board if the Member or auxiliary member is in violation of the Code of Ethics and Professional Conduct, and is recommended by the Board for suspension.

**3.7.2 Notice of Suspension.** Prior to a suspension becoming effective, the Board shall mail a written notice to the affected Member notifying such person that their membership will be suspended effective on a specific date which shall not be sooner than fifteen (15) days after the date of the written notice. The notice shall inform the Member that he, she or it has the right to request a hearing before the Board either in person or in writing and that the request must be received by the Board not later than the tenth (10th) day after the date of the written notice.

**3.7.3 Suspension Hearing.** Promptly upon timely receipt by the Board of a Member's request for a hearing, the Board shall set a date, time and place for the requested hearing. The Member may participate in the hearing, either in person by personally attending the hearing or by telephone conference equipment or in writing by submitting to the Board prior to the date of the hearing whatever information the Member wishes the Board to consider at the hearing.

**3.7.4 Board Decision.** Following conclusion of the hearing, the Board shall make a decision either to rescind the notice of suspension or to suspend the Member's membership. The Decision shall be in writing, shall be mailed to the Member within five (5) days of the Board's decision and, if the decision is to suspend the membership, shall state the reasons for the suspension, the effective date of the suspension which shall not be sooner than five (5) days after the date of the notice of decision, and under what circumstances and when the suspension may be terminated.

**3.8 Termination of Membership.** A membership, shall terminate upon the (a) resignation of a member, (b) expiration of the period of membership without timely renewal of the membership on terms established by the Board, (c) failure of a Member to timely pay Dues, Assessments or Fees as established by the Board, (d) or determination that a violation of the Code of Ethics and Professional Conduct warrants termination.

**3.8.1 Termination By Board Action.** If a delinquency or other default has not been properly cured within thirty (30) days after the date of the Board's notice to a Member of its decision as provided in Section 3.7.4, above, the Board may terminate the membership in accordance with the procedures set forth in this Section 3.8.



**3.8.2 Notice of Intended Termination.** The Board shall mail to the affected Member a written notice that termination of the membership will be considered by the Board at a meeting of the Board to be held on a stated date in a location and at a time stated in the written notice. The notice shall further inform the Member that such person may attend the hearing either in person or in writing.

**3.8.3 Termination Hearing.** The Board shall conduct the hearing on the date and at the time and location stated in the written notice to the Member. If the Member elects to submit a written response to the Board rather than to attend the hearing in person, the written response shall be submitted to and received by the Board not later than the day before the date of the hearing. At the hearing the Board shall consider all relevant information submitted to it concerning the matter and after the conclusion of the hearing shall make a decision either to not terminate the membership or to terminate it.

**3.8.4 Board Decision.** Following conclusion of the hearing, the Board shall make a decision either to rescind the notice of intended termination or to terminate the membership. The Decision shall be in writing, shall be mailed to the Member within five (5) days of the Board's decision and, if the decision is to terminate the membership, shall state the reasons for the termination, the effective date of the termination which shall not be sooner than five (5) days after the date of the notice of decision.

**3.8.5 Effective Date of Termination.** If the Board's decision is to terminate a membership, the membership shall be terminated and cease to exist on the date stated in the notice to the Member of the Board's decision.

**3.9 Owner's Address for Notice.** Each Member shall notify the Corporation in writing of either a street address or a post office box address for the purpose of receiving notices from the Corporation. Each Member shall also notify the Corporation in writing whenever such person's address for notice purposes has changed. The fact that a different address appears on correspondence to the Corporation from a Member shall not constitute such written notice, unless it is expressly stated in writing that such address is a change of address for the purpose of receiving notice from the Corporation.

## **ARTICLE 4 – DUES, ASSESSMENTS AND FEES**

**4.1 Authority to Set Dues, Assessments and Fees.** The Board shall have the power and the duty to establish and collect Dues, Assessments and Fees to provide the necessary operating funds to conduct the business and affairs of the Corporation and sufficient to meet the Corporation's obligations under the Governing Documents and applicable law.



**4.2 Dues.** Prior to the beginning of each fiscal year the Board shall establish the amount of the Dues to be paid with respect to each category of Member, and shall mail written notice to each Member stating the amount payable by such person as Dues for the next fiscal year. Notwithstanding the foregoing provision of this Section 4.2, Dues for the current calendar year shall be found on the membership page of the website.

**4.3 Allocation of Dues.** The Board shall have the authority to allocate the aggregate Dues chargeable among the categories of Memberships in such proportions as the Board, in its discretion, shall deem appropriate.

**4.4 Assessments.** If at any time during any fiscal year the funds available for the conduct of the Corporation's business and affairs prove inadequate for any reason or if funds are otherwise required for any authorized activity of the Corporation, the Board may levy an Assessment in the amount of such actual or estimated inadequacy or cost.

**4.5 Allocation of Assessments.** Assessments levied by the Board shall be allocated among the categories of Membership in the same proportions in which Dues for the current fiscal year are allocated among the respective categories.

**4.6 Fees.** The Board shall have the power to impose a Fee upon a Member whose act or omission has resulted in an expenditure of the Corporation's funds to deal with or remedy the effects of such act or omission. The amount of the Fee so imposed shall be in the amount of the expense incurred by the Corporation as a result of the act or omission. The Board may also impose a Fee as a monetary penalty in a reasonable amount that is commensurate with the act or omission or conduct in violation of a provision of the Governing Documents by a Member. A Fee imposed by the Board as provided in this Section 4.6 shall be imposed only on a single Member and only after the Member has been provided prior notice and an opportunity for a hearing before the Board, either in person or in writing, and upon particular findings by the Board that the Member is responsible for the act or omission or violation of the Governing Documents as a result of which the Fee is imposed.

**4.7 Due Date for Dues; Delinquency.** Dues shall be due and payable on the first day of the member's anniversary date each year and shall be deemed delinquent if not paid in full within thirty days of the renewal date.

**4.8 Due Dates for Assessments and Fees; Delinquency.** Assessments and Fees shall be due and payable in full on the date set by the Board in the written notice of any Assessment or Fee, and shall be deemed delinquent if not paid within thirty (30) days after such due date.





**4.9 Additional Charges.** Any Dues, Assessment or Fee that has become delinquent as provided in Section 4.7 or Section 4.8 shall be subject to the imposition of Additional Charges as defined in Section 2.1 of these Bylaws. The amount of a late charge shall be twenty-five dollars (\$25.00) and shall be imposed monthly until the delinquent amount, including accrued Additional Charges are paid in full. Dues, Assessments and Fees that are delinquent shall also incur interest at the rate of ten percent (10%) per annum from and after the date such amounts become delinquent. A Member who writes a check to the Corporation on insufficient funds shall be charged a service fee in the amount permitted by Civil Code section 1719 and may be liable for damages to the Corporation in an amount equal to three times the amount of the bad check, as provided by statute.

**4.10 Collection of Delinquent Amounts.** The Board, on behalf of the Corporation, may enforce the payment of any delinquent Dues, Assessment or Fee plus Additional Charges by bringing an action at law against any Member personally obligated to pay the same.

**4.11 Suspension, Termination.** Whether or not the Board takes action as provided in Section 4.10 to enforce payment of any delinquent amount due from a Member, after any Dues, Assessment or Fee has become delinquent, the Board may initiate procedures to suspend and to terminate a Membership as provided in Article 3 of these Bylaws.

## **ARTICLE 5 – MEETINGS OF THE MEMBERS**

**5.1 Annual Meeting.** The Corporation shall hold an Annual Meeting of the Members during the month of February of each year, on a date and at a time and place to be designated by the Board of Directors, upon proper written notice to all of the Members.

**5.2 Special Meetings.** Special Meetings of the Members may be called at any time by the President or by the Board of Directors or pursuant to the written request of at least 5% of the membership.

**5.3 Notice of Meetings.** Written notice of each meeting of the Members shall be given by or at the direction of the Secretary or other person authorized to call a meeting. Written notice shall be mailed first class, postage prepaid or via email at least ten (10) but not more than ninety (90) days before such meeting, to each Member entitled to vote at such meeting, except that in the case of a special meeting called pursuant to a written request of Members, notice of such special meeting shall be mailed or otherwise delivered within twenty (20) days after receipt of such written request by the Board, and the date of such special meeting shall be set by the Board and shall be not sooner than thirty-five (35) days nor later than ninety (90) days after the date of the Board's receipt of such written request. Notice of meetings shall be addressed or otherwise delivered to the Member's address last appearing on the books of the Corporation or supplied by such Member to the Corporation for the purpose of notice.





Notice of any meeting of Members shall specify the date, hour, and place of the meeting, and the general nature of those matters which the Board intends to present for action by the Members. Notwithstanding the foregoing, any proper matter may be presented at the meeting for action by the Members, except that if the meeting is actually attended, in person or by proxy, by less than one-third (1/3) of the Total Voting Power of the Corporation, the Members can act only on matters the general nature of which has been set forth in the notice of such meeting.

**5.4 Agenda.** Each notice of a meeting of the Members, whether annual or special, shall be accompanied by an agenda stating the matters the Board intends to present to the Members for their consideration. Approval by the Members at a meeting of any of the following matters shall be valid only if the notice states the general nature of the matter:

- (a) Removal of one or more directors;
- (b) Amendment of the Articles of Incorporation;
- (c) Amendment of the Bylaws;
- (d) Merger of the Corporation;
- (e) Electing to wind up and dissolve the Corporation;
- (f) Approving a contract or transaction between the corporation and one or more directors or between the Corporation and any entity in which a director has a material financial interest;  
or
- (g) Approving a plan of distribution of assets, other than money, not in accordance with the liquidation rights of any Member when the Corporation is in the process of winding up.

**5.5 Place of Meetings.** Annual and Special meetings shall be held at the Principal Office of the Corporation, or via web meeting, provided that the Board may designate by resolution, a convenient place located close to the majority of attendees or any place beneficial for the Corporation.

**5.6 Quorum.** The presence at any meeting, in person or by proxy, of Members entitled to cast at least one-third (1/3) of the Total Voting Power shall constitute a quorum for the transaction of any business, except as otherwise provided in the Governing Documents. If such quorum is not present or represented at any meeting, the Members otherwise entitled to vote at that meeting shall have power to adjourn the meeting from time to time, to be reconvened at a later time that same day or on a date not more than forty-five (45) days from the date of the adjourned meeting, without notice other than announcement at



the meeting, until a quorum shall be present or represented. In the absence of a quorum, no business other than adjournment may be transacted. The continuation of any meeting so adjourned, the presence in person or by proxy of Members entitled to past at least twenty percent (20% of the votes of the Total Voting Power shall constitute a quorum.

**5.7 Proxies.** At all meetings of the Members each Member may vote in person or by proxy. All proxies shall be in writing and shall be filed with the Secretary. Every proxy shall be revocable and no proxy shall be valid after the expiration of eleven (11) months from the date of its execution. Subject to the preceding sentence, every proxy shall continue in full force and effect until revoked by the person executing it prior to the vote pursuant thereto, except as provided in Corporations Code section 7613. Such revocation may be effected by a writing delivered to the Secretary stating that the proxy is revoked or by a subsequent proxy executed by the person executing the prior proxy and presented to the meeting, or as to any meeting by attendance at such meeting and voting in person by the person executing the proxy. The dates contained on the forms of proxy presumptively determine the order of execution, regardless of the postmark dates on the envelopes in which they are mailed.

**5.8 Form of Proxy.** A proxy covering any of the following matters shall not be valid unless it sets forth the general nature of the matter to be voted on:

- (a) removal of any or all directors pursuant to Corporations Code section 7222;
- (b) voting on a transaction involving an interested director pursuant to Corporations Code section 7233;
- (c) amending the Articles of Incorporation or the Bylaws;
- (d) voting on the sale or exchange of all or substantially all of the Association assets pursuant to Corporations Code section 7911 (a)(2);
- (e) voting on a merger pursuant to Corporations Code section 8012;
- (f) voting on amendments to principal terms of a merger agreement pursuant to Corporations Code section 8015(a);
- (g) voting to wind up or dissolve the Corporation as a corporation pursuant to Corporations Code section 8610; and
- (h) voting on a plan of distribution of Corporation assets in the event of dissolution pursuant to Corporations Code section 8719.



Any form of proxy for a vote to elect any director shall provide an opportunity for a member to instruct the proxy holder to "withhold" any vote for election of a director. Any proxy so marked "withhold" shall not be voted either for or against the election of a director.

**5.9 Vote of the Members.** If a quorum is present, in person or by proxy, the affirmative vote of a majority of the voting power so present and voting on any matter (that is, a Simple Majority) shall constitute the act of the Members, unless the approval of a greater number or proportion of Members is required by any provision of the Governing Documents or of law.

**5.10 Adjournment.** Whether or not a quorum is present, any meeting of Members may be adjourned from time to time to be reconvened at a later time that same date or on a later date, by the vote of a majority of the Members present in person or by proxy at such meeting; however, in the absence of a quorum, no business other than adjournment may be transacted.

**5.11 Action Without A Meeting.** Any action which may be taken at a regular or special meeting may be taken without a meeting of Members, if the Corporation distributes a written or electronic ballot to every Member entitled to vote.

**5.11.1 Content of Ballot.** Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation, which shall be a date not earlier than thirty (30) days after distribution of the written ballot to the Members.

**5.11.2 Requirement for Valid Vote.** Approval by written ballot shall be valid only when the number of votes cast equals or exceeds the quorum that would be required if the action were taken at a meeting, and the number of approvals equals or exceeds the number of votes that would be required to approve the action if it were taken at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

**5.11.3 Ballot Solicitation.** The ballot solicitation shall identify both the number of responses needed to meet the quorum requirement and the percentage and/or number of approvals necessary to pass the measure submitted and shall specify the time by which the ballot must be received by the Corporation in order to be counted.

**5.11.4 Ballots Not Revocable.** Once received by the Corporation, a written ballot cannot be revoked.



## ARTICLE 6 – VOTING BY MEMBERS

**6.1 Voting by Members.** Member Request for Vote. All membership votes, including any vote pursuant to a written request of Members as described in *Corporations Code* section 7510(e), shall be by written ballot pursuant to *Corporations Code* section 7513.

**6.2 Proxies Are Prohibited.** Use of proxies in connection with membership votes or membership meetings is expressly prohibited.

**6.3 Record Date.** The Board may fix a time not more than ninety (90) days and not less than ten (10) days preceding the date of any meeting of the Members or preceding the date ballots are mailed in the case of a vote by written ballot as a record date for determining the Members entitled to notice of and to vote at any such meeting or in a vote or election by written ballot. If the Board sets a record date, only those persons or entities identified as Members in the records of the Corporation on the date so fixed shall be entitled to notice of such meeting and only Members in Good Standing as of the record date shall be entitled to vote at such meeting or by means of a written ballot, as the case may be. In the event no such record date is fixed by the Board of Directors, the record date for the determination of Members entitled to notice of and to vote shall be the thirtieth (30th) day preceding the date of the meeting or the date of mailing of written ballots, as the case may be, as of 8:00 a.m. on such day.

**6.4 Inspector(s) of Election.** Prior to the date of a meeting of Members and prior to the date of a meeting at which written ballots will be counted, the Board shall appoint either one (1) or three (3) inspector(s) of election to receive, open, verify, and tabulate the votes to be counted at such meeting. Inspectors so appointed shall have the following powers:

- (a) Determine the number of memberships entitled to vote;
- (b) Determine the authenticity, validity, and effect of proxies, if any;
- (c) Receive ballots;
- (d) Determine the number, validity and effect of ballots;
- (e) Hear and determine all challenges and questions in any way arising out of or in connection with the vote or election;
- (f) Determine when the polls shall close;
- (g) Count and tabulate all votes;



- (h) Determine the tabulated results of the election; and
- (i) Perform any acts as may be proper to conduct the vote or election with fairness to all members.

**6.5 Quorum Requirements for Vote by Written Ballot.** The number of ballots that must be cast in order to establish a quorum shall be as follows:

**6.5.1 Election of Directors.** In any election of one or more directors, the number of valid ballots received shall constitute a quorum.

**6.5.2 Amending the Articles of Incorporation or Bylaws.** In any vote by the Members to amend either the Articles of Incorporation or the Bylaws, a quorum shall mean a majority of the Total Voting Power.

**6.5.3 All Other Member Votes.** For any other vote or election by the Members, a quorum shall mean be one-third (1/3) of the Total Voting Power.

**6.5.4 Meetings to Count Ballots.** There shall be no quorum requirement for Member attendance at any meeting of the Members held for the purpose of tabulating ballots pursuant to *Civil Code* section 1363.03 and no voting by the Members other than the tabulation of ballots by the inspector(s) of election shall be conducted at any such meeting.

**6.5.5 Ballots Not Revocable.** Once received by the Corporation, a written ballot cannot be revoked.

**6.6 Act of Members Requires Majority of a Quorum.** For any action that may be taken by vote of the Members, the affirmative vote of a Majority of a Quorum of the Members shall constitute the action of the Members.

**6.7 Results of Membership Votes.** To the extent required by Corporations Code section 8325, for a period of sixty (60) days following the conclusion of any Membership vote (or, if applicable, an annual, regular, or special meeting of Members), a Member shall, upon written request, be informed forthwith of the result of any particular vote of the Members, including the number of memberships voting for, the number of memberships voting against, and the number of memberships abstaining or withheld from voting. If the matter voted on was the election of directors, the Corporation shall report the number of votes cast for each nominee for director.



## **ARTICLE 7 – BOARD OF DIRECTORS, NOMINATION, SELECTION, TERM OF OFFICE, REMOVAL**

**7.1 Number of Directors.** The affairs of this Corporation shall be managed by or under the direction of, and the corporate powers shall be exercised by, a Board of Directors. The authorized number of Directors shall be five (5).

**7.2 Annual Election of Directors.** Directors shall be elected annually in the month of November.

**7.3 Qualification of Directors.** Only persons who satisfy all of the following qualifications shall be eligible to be elected to or serve on the Board: (i) is a Member in Good Standing or in the case of a Member in Good Standing that is not a natural person (such as a corporation or other entity), an officer, director, principal, or authorized representative of the entity, (ii) is over eighteen (18) years of age, (iii) has not been found by a court of competent jurisdiction to be of unsound mind, and (iv) has not been convicted of a felony.

**7.4 Nomination Procedures.** Nominations of candidates for election to the Board of Directors may be made by a Nominating Committee or by petition, as follows:

**7.4.1 By Nominating Committee.** Prior to any election of Directors, the Board shall appoint a nominating Committee to nominate candidates for election to the Board. The Nominating Committee shall nominate as many candidates for election to the Board as it shall in its discretion determine, but shall endeavor to nominate not less than the number of positions on the Board that are to be filled in the election. All nominations shall be made from among persons who satisfy the qualifications set forth in Section 7.3 ("Qualification of Directors") and shall be made prior to the deadline for nominations.

**7.4.2 By Petition.** Members representing at least two percent (2%) of the Total Voting Power may nominate candidates for election to the Board by petition. The petition must be signed by those Members within eleven (11) months preceding the deadline for nominations and must be received by the Corporation prior to that date. Candidates nominated by petition must satisfy the qualifications set forth in Section 7.3 ("Qualification of Directors").

**7.5 Deadline for Nominations.** The deadline for nominations shall be set by the Board and shall be not less than fifteen (15) and not more than forty-five (45) days prior to the date of the mailing or delivery of ballots for any election of Directors.

**7.6 Publication of Deadline for Nominations.** The date and time of the deadline for nominations shall be published at least fifteen (15) days in advance of the deadline in an Corporation newsletter, or if there is no such newsletter, notice shall be given in one or more of the following manners: (i) by posting



a notice in one or more prominent places within the Organization, (ii) by mailing or delivering a notice to each Member, or (iii) by other means reasonably designed to provide actual notice to the Members.

**7.7 Election by Acclamation.** If, as of the published deadline for nominations, the number of people nominated is not more than the number of Directors to be elected, then the persons nominated and qualified to be elected shall be declared elected and shall take office at the first board meeting following the deadline for nominations or, if later and an annual meeting is held, then at the first board meeting after the annual meeting. Written notice of the election by acclamation shall be given to the Members.

**7.8 Notice of Known Candidate Names.** The names of all persons known by the Board to be qualified candidates for election to the Board as of the published deadline for nominations shall be set forth on the ballot for election of Directors.

**7.9 Voting for Directors: No Cumulative Voting Permitted; No Write-Ins.** In all elections of Directors, Members in Good Standing may cast, in respect to each position on the Board to be filled, one vote for each vacancy.

The persons receiving the largest number of votes shall be elected. Cumulative voting (i.e., giving more than one vote to any candidate) shall not be permitted.

**7.10 Tied Votes.** In the case of a tied vote for one or more positions on the Board, a run-off election shall be conducted. Candidates shall draw lots to determine the winner or winners.

**7.11 Term of Office.** In the annual election of Directors, the Members shall elect up to 5 directors for terms of two years each. Terms shall be staggered so that no more than three Directors are changing over in a given year. Each Director shall serve until the expiration of his or her term and thereafter until a successor is elected, or until the earlier disqualification, death, resignation, or removal of such Director. Each term begins on January 1 after being elected and concludes December 31 of the second year of the term

**7.12 Removal of Directors by the Members.** Consistent with Corporations Code section 7222, any Director may be removed from the Board, with or without cause, by the vote of a Majority of a Quorum of the Members;

**7.13 Reduction of Number of Directors.** Any reduction of the authorized number of Directors shall be subject to the provisions of Corporations Code section 7222(c).

**7.14 Vacancies, Resignation, Disqualification of Directors.** A vacancy shall exist on the Board (i) in the event of the death, resignation, or removal (by the Members) of any Director, (ii) in the event of a declaration of a vacancy by the Board as provided below in this Section 7.15, (iii) if the authorized





number of Directors is increased, or (iv) if the Members fail to elect the full authorized number of Directors.

**7.14.1 Resignation.** Any director may resign by giving written notice to the Board. The resignation shall be effective on the date specified in the notice. Unless otherwise provided in the notice, the acceptance of a resignation shall not be necessary to make it effective.

**7.14.2 Disqualification of a Director.** As provided in Corporations Code section 7221 (b), the Board of Directors, by a majority vote of the Directors who meet all of the qualifications for Directors as set forth in Section 7.3 ("Qualification of Directors"), may declare vacant the office of any Director who fails or ceases to meet any required qualification that was in effect at the beginning of that Director's current term of office.

**7.14.3 Failure to Perform Duties.** Pursuant to Corporations Code section 7221 (a), the Board, by vote of a majority of a quorum, may declare vacant the office of any Director who: (i) fails within sixty (60) days after receiving notice of election to accept office, either in writing or by attending a meeting of the Board as a Director, or (ii) is absent from three (3) consecutive meetings of the Board.

**7.15 Filling Vacancies.** Except for a vacancy created by the removal of a director by the Members, any vacancy occurring on the Board of Directors, may be filled (i) by approval of the Board of Directors; or (ii) if the number of Directors then in office is less than a quorum, by the vote of a majority of the Directors then in office at a meeting of the Board, or by unanimous written consent of the Directors then in office, or by a sole remaining Director. The Members may elect a Director at any time to fill any vacancy created by removal of a director by the Members and any vacancy not filled by the Directors. If the Board accepts the resignation of a Director tendered to take effect at a future time, the Board, including the resigning Director, may choose or, if the Board fails to act, the Members may elect, a successor to take office when the resignation becomes effective.

**7.16 Removal of Entire Board; Replacement Directors.** In the case of a vote by the Members to remove the entire Board of Directors, the incumbent Directors shall not be removed from office unless and until one or more replacement Directors have been elected by the Members. If, in such election, the Members fail to elect the full number of replacement Directors, the vacancies then existing on the Board may be filled by the elected replacement Directors pursuant to clause (i) or clause (ii) of Section 7.15 ("Filling Vacancies"). All of the Directors replacing those removed by the Members shall serve until the next annual election of Directors.

**7.17 No Compensation of Directors.** No Director shall receive compensation for any service he or she may render to the Corporation as a Director. However, upon approval by the Board, any Director may be reimbursed for his or her expenses actually incurred in the performance of his or her duties.





**7.18 Directors' Standard of Care.** As provided in Corporations Code section 7231, a director shall perform the duties of a director, including duties as a member of any Committee of the Board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

**7.19 Limitation of Liability of Officers and Directors.** No director, officer, committee member, employee, or other agent of the Corporation shall be liable to any Owner or any other person or entity, including the Corporation, for any damage, loss, or prejudice suffered or claimed on account of any act, omission, error, or negligence of any such person if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation.

**7.20 Emeritus Board Members.** There shall be a category of board members known as a Board Member Emeritus who is nominated and elected by the Board of Directors. Board Members Emeritus shall be selected from those board members who have served on the Board of Directors with distinction and excellence. A Board Member Emeritus shall be entitled to receive all written notices and information which are provided to the Board of Directors, to attend all board meetings, to participate in meetings of the committees in which they serve and encouraged to attend all other events conducted by the organization, as well as receive a free lifetime individual membership so long as they remain in good standing. A Board Member Emeritus shall *NOT* be subject to any attendance policy considered in determining if a quorum is present at a meeting, is *NOT* entitled to hold office, or entitled to vote at any board meeting. This shall be considered an honorary position serving in an advisory role only with no duties, nor any actual or inferred powers and shall not be subject to the same liability as an acting board member.

**7.20.1 Eligibility.** To be considered for designation as a board member emeritus, a person must be a current or former member of the organization's board of directors who has:

- Served the organization's board of directors with distinction.
- Held an important leadership role and made significant contributions.
- Engaged in major volunteer or advocacy activities in his or her service on the board.
- Completed the term(s) for which he or she was appointed.
- Participated in one or more of the organization's activities (e.g., events, volunteerism, fundraising, government relations, networking, etc.)

**7.20.2 Election.** Annually, with the recommendation of the Board Nominating Committee, the board will consider potential candidates and may nominate one or more individuals for a board emeritus position. The nominating committee will present the nomination(s) along with supporting statements to the organization's Board of Directors for its consideration. A simple majority vote of directors at a meeting at which a quorum is present is sufficient to approve an appointment;



**7.20.3 Removal.** A Board Member Emeritus may be removed, with or without cause, by the vote of a Majority of a Quorum of the Board of Directors.

## **ARTICLE 8 – MEETINGS OF DIRECTORS**

**8.1 Organizational Meeting.** As soon as possible, but in any event within thirty (30) days, after each annual election of Directors, the Board of Directors shall hold a meeting for the purpose of organization, appointment of officers, and transaction of other business, as appropriate.

**8.2 Regular Meetings of the Board.** Regular meetings of the Board shall be held monthly upon proper notice which conforms to the provisions of Section 8.4 ("Notice to Directors"), at the place, day and time set forth in such notice.

**8.3 Special Meetings of the Board.** Special meetings of the Board shall be held when called by the President of the Corporation or by any two (2) Directors.

**8.4 Notice to Directors.** Regular meetings of the Board may be held, without further notice to the Board, at the principal office of the Corporation, via web meeting, or at a place convenient to the Corporation as determined by the Board from time to time, and on a day and time fixed by resolution by the Board. If not fixed by resolution of the Board, notice of each meeting of the Board shall be communicated to the Directors not less than four (4) days prior to a regular meeting, and not less than forty-eight (48) hours prior to a special meeting; provided that shorter notice may be given in the case of a bona fide emergency; and provided, further, that notice of a meeting need not be given to any Director who signed a waiver of notice or a written consent to holding the meeting, whether before or after the meeting.

**8.5 Executive Session.** To the fullest extent permitted by law, the Board may meet in executive session to confer with legal counsel to discuss and/or vote upon personnel matters, Member discipline, litigation in which the Corporation is or may become involved, matters that relate to the formation of contracts between the Corporation and others, and for the purpose of meeting with a Member, upon such Member's request, regarding the Member's payment of Dues, Fees and Assessments. In any matter relating to the discipline of a Member, the Board shall meet in executive session if requested to do so by that Member, and that Member and any other person(s) whose participation is, in the judgment of the Board, necessary or appropriate, shall be entitled to attend the executive session. There shall be no requirement that the Board first convene an open meeting in order to meet in executive session.

**8.6 Remote Participation.** To the extent permitted by law, including without limitation Corporations Code section 7211, Directors may participate in regular or special Board meetings through the use of conference telephone or other teleconference technology provided all Board members participating are



able to hear one another and Members of the Corporation speaking on matters before the Board. The notice to the Members of an open meeting of the Board conducted by teleconference must identify at least one physical location at which a director will be present and at which Members can attend the open Board meeting and hear the Board members who are participating by teleconference technology.

**8.7 Board Action by Unanimous Written Consent.** Any action required or permitted to be taken by the Board may be taken by unanimous written consent without a meeting as provided in Corporations Code section 7516. Such written consent may be done electronically. Any such written consent shall be filed with the minutes of the proceedings of the Board.

**8.8 Quorum for Board Action.** A majority of the number of Directors authorized in Section 7.1 ("Number of Directors") shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly-held meeting at which a quorum is present shall be regarded as the act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by a majority of the required quorum for that meeting.

**8.9 Voting by Directors.** Pursuant to Corporations Code section 7111(c), each Director shall be entitled to one vote and a Director may not vote by proxy or otherwise delegate his or her right to vote on any matter before the Board.

**8.10 Attendance by Directors.** To the fullest extent possible, directors are expected to attend all regularly scheduled executive committee meetings during their term of office. Directors may be excused for extraordinary circumstances, but when a director is excused it should be reported in the minutes, and the board should be diligent in insisting that such absences are truly extraordinary. A director attendance problem occurs if any of the following conditions exist in regard to a board member's attendance to board meetings:

1. The member has two un-notified absences in a row ("un-notified" means the member did not notify the president in advance the upcoming meeting to indicate they would be gone from the upcoming meeting).
2. The member has three notified absences in a row.
3. The member misses one third of the total number of board meetings in a twelve-month period.

Should any of these conditions exist may result enforcement of article **7.14.2 Disqualification of a Director**.



## ARTICLE 9 – DUTIES OF THE BOARD OF DIRECTORS

The Board shall be ultimately responsible for the management and conduct of the affairs of the Corporation. Without limiting the generality of the foregoing, the specific duties of the Board shall include the following:

**9.1 Supervision.** The Board shall supervise all officers, agents, and employees of the Corporation, if any, and see that their duties are properly performed.

**9.2 Records and Minutes.** The Board shall cause to be kept a complete record of all its acts and the corporate affairs, including an accurate and current record of the Members setting forth, , their names, addresses, adequate and correct books and records of account, and minutes of the proceedings of the Members, the Board, Committees of the Board, and any other committee appointed by the Board having decision-making authority.

**9.3 Maintain Insurance.** The Board shall procure and maintain adequate casualty, liability and other insurance, as the Board shall determine to be consistent with the best interests of the Corporation.

**9.4 Annual Pro Forma Operating Budget.** The Board shall prepare, in advance of each fiscal year of the Corporation, an operating budget for such fiscal year:

**9.5 Establishment of Dues.** As provided in Article 4, the Board shall establish the amount of Dues to be paid by the various categories of Members for each fiscal year.

**9.6 Notice of Assessments; Collection of Assessments.** The Board shall send written notice to each Member in advance of each fiscal year of the Dues payable by such Member for that fiscal year. The Board shall also send written notice to each Member of any Fees or Assessment payable by such member. All such notices shall be sent at least thirty (30) days prior to date on which any Dues, Fees or Assessments become due and payable. The Board shall diligently pursue the collection of all Dues, Fees and Assessments.

**9.7 Annual Report.** The Board shall cause an annual report to be prepared annually as more particularly set forth in Section 12.4.

**9.8 Biennial Notice to Secretary of State.** The Board shall file with the Secretary of State the biennial (every two years) statement of names of officers and of agent for service of process required pursuant to Corporations Code section 8210.



## **ARTICLE 10 – POWERS OF THE BOARD OF DIRECTORS**

The Board of Directors shall have such powers as may be provided by law and those expressly set forth in the Articles and in the Bylaws. Without limiting the generality of the foregoing, the Board shall have the powers specified in this Article 10, subject to any limitations or conditions as may be set forth in the Articles or the Bylaws.

**10.1 Make Contracts.** The Board shall have the power to authorize any officer or officers to enter into any contract in the name of, or on behalf of, the Corporation. No officer shall have the power or Authority to bind the Corporation to any contract except upon the express authorization of the Board.

**10.2 Contracts with Directors.** No director of the Corporation or any other corporation, firm, Corporation or other entity in which one or more of this Corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Corporation unless (a) the material facts as to that transaction and such director's interest are fully disclosed or known to the Members and such contract or transaction is approved by the Members in good faith, with any Membership owned by any interested director not being entitled to vote thereon, or (b) the material facts regarding such director's financial interest in such contract or transaction or regarding such common directorship, officer ship, or financial interest are fully disclosed in good faith and are noted in the minutes or are known to all Board members before consideration by the Board of such contract or transaction, and such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote of the interested director.

**10.3 Consult Professional Advisors.** The Board shall have the power to consult with, seek the advice of, and reasonably rely on the advice of attorneys, accountants, and other professionals in carrying out the Board's authority and responsibility under the Articles or Bylaws and the law, and to pay for such professional services.

**10.4 Adopt and Enforce Rules.** The Board shall have the power to adopt, publish, amend, repeal, and enforce Rules.

**10.5 Establish and Collect Assessments and Fees.** The Board shall have the power to establish and collect Assessments and Fees in accordance with the provisions of the Bylaws.

**10.6 Suspension, Termination of Memberships.** Upon an explicit finding and for reasons specified by the Board following a hearing as provided in these Bylaws, the Board shall have the power to impose sanctions on a Member who is in default in the payment of any Dues, Assessments or Fees or other charges levied by the Board or is found to be in violation of any provision of the Governing Documents. Sanctions may include loss of good standing, suspension of Membership rights or termination of a Membership.



**10.7 Deal with Corporation Property; Certain Limitations.** The Board shall have the power to acquire, hypothecate, convey and deal with real and personal property of the Corporation, subject to any applicable limitations set forth in the Articles or Bylaws.

**10.8 Open Bank Accounts, Borrow.** The Board shall have the power to open bank accounts, designate signatories upon such bank accounts (subject to the requirements of Section 12.5 ("Checks, Drafts, and Evidences of Indebtedness")).

**10.9 Pledge Assessments as Security.** The Board shall have the power to mortgage, assign or pledge any real or personal property of the Corporation, including its funds, and its right to impose and to collect Dues, Assessments or Fees, as security for a loan, provided that such mortgage, assignment or pledge is made to a financial institution or lender chartered or licensed under federal or state law.

**10.10 Indemnify Agents.** To the extent provided in Corporations Code section 7237, the Board on behalf of the Corporation shall have the power to and shall indemnify and hold harmless, to the maximum extent permitted by California law, each person who is or at any time was a director, officer, employee, or agent of the Corporation, or member of any committee appointed by the Board from and against any and all claims, liabilities, expenses, judgments, fines, settlements, and other amounts, as those terms are defined by California law, actually and reasonably incurred by any such person, and to which any such person shall become subject by reason of his or her being a director, officer, employee, or agent of the Corporation, or member of any committee appointed by the Board.

**10.11 Mergers.** To the extent permitted by law, the Corporation shall have the power to participate in mergers and consolidations with other nonprofit organizations organized for the same purposes as this Corporation, provided that any such merger or consolidation shall be approved by a majority of the Total Voting Power.

**10.12 Appointment of Committees.** The Board may appoint an executive committee and such other committees of the board as the Board determines is consistent with the best interests of the Corporation and may delegate to any such executive committee or other committee of the board such powers of the Board as the Board shall deem appropriate, subject to the limitations of Corporations Code section 7212. Any "Committee of the Board" shall consist of at least one (1) Director. As provided in Corporations Code section 7212(b), a committee exercising the authority of the Board shall not include as members any persons who are not Directors. In addition, the Board may appoint such Advisory Committees as it deems appropriate in carrying out the powers and purposes of the Corporation except that the Board may not delegate its authority to hold hearings or impose sanctions. All committees and committee members shall serve at the pleasure of the Board.

**10.12.1 Chair Person.** On the anniversary of the date of becoming a chair, chair will receive the benefit of a refund (either personally or to their company) an amount no greater than an



Annual Individual Membership. This refund will be subject to review by the Board of Directors prior to distribution. The logo of the chairs company will be placed on the USIBD website and the USIBD newsletter. The logo to be placed on the website and newsletter immediately upon the designation of the chair of the committee and will remain posted for the duration of the chairs tenure. This will commence upon the designation of any chairs after July 2015. This is only for the following committees: Executive, Education, Communications, Membership, Standards, Technology. This does NOT apply to committees using co-chairs.

**10.13 Corporate Seal; Membership Certificates.** The Board shall have the power to adopt and use a corporate seal, prescribe the forms of membership certificates for Memberships and auxiliary memberships, and alter the forms of the seal and certificates.

**10.14 Other Powers and Duties.** The Board shall have the power to exercise for the Corporation all powers, duties, and authority vested in or delegated to the Corporation and not reserved to the Members by other provisions of the Articles or Bylaws, and undertake any action on behalf of the Corporation as the Board shall deem necessary or proper in furtherance of the purposes and powers of the Corporation and/or the interests of the Corporation and its Members.

## **ARTICLE 11 – OFFICERS AND THEIR DUTIES**

**11.1 Enumeration of Principal Officers.** The principal officers of this Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, who shall at all times be members of the Board of Directors. The Board may, from time to time, by resolution appoint other officers as the Board may determine, as provided in Section 11.4.

**11.2 Appointment of Principal Officers.** The appointment of the principal officers shall take place at the first meeting of the Board following each annual election of Directors.

**11.3 Term.** The principal officers of this Corporation shall be appointed annually by the Board, and each shall hold office for one year, unless he or she shall sooner resign, be removed by the Board, or otherwise be disqualified to serve.

**11.4 Special Appointments.** The Board may appoint such other officers as the affairs of the Corporation may require (for example, one or more assistant vice presidents or assistant secretaries or assistant treasurers), each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine. Officers appointed pursuant to this Section 11.4 need not be members of the Board or Members of the Corporation.

**11.5 Resignation and Removal.** Any officer may be removed from office, with or without cause, by the Board. Any officer may resign at any time by giving written notice to the Board, the President, or the





Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**11.6 Vacancies.** A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces, subject to the Board's right to remove an officer.

**11.7 Multiple Offices.** One person may hold two (2) or more offices except that neither the Secretary or any assistant secretary nor the Treasurer or any assistant treasurer may serve concurrently as President. This provision is intended to prohibit a single individual from having apparent authority to bind the Corporation by virtue of holding both offices, pursuant to Corporations Code section 7214.

**11.8 Authority to Bind Corporation.** Unless expressly authorized by resolution of the Board, no officer shall have any power or authority to bind the Corporation or to render the Corporation liable for any purpose or on any account.

**11.9 President.** The President shall be the chief executive officer of the Corporation and shall, subject to control of the Board of Directors, have general supervision, direction, and control of the affairs of the Corporation and of the other officers and the employees and agents of the Corporation. The President shall preside at all meetings of the Members and at all meetings of the Board, shall have the general powers and duties of management usually vested in the office of the President of an Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors and the Bylaws, subject, however, to any limitations contained in the Declaration. The President shall have an unauthorized spending limit of Five Hundred Dollars (\$500). Expenditures over this amount shall require board approvals.

**11.10 Vice-President.** In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting, shall have all of the powers of, and be subject to all of the restrictions upon, the President including the restriction on holding multiple offices as set forth in Section 11.7. The Vice-President shall have such other powers and perform such other duties as, from time to time, may be prescribed by the Board of Directors. In the absence or disability of both the President and the Vice-President, or if there is not a Vice President in office, the Board shall designate another Director to preside at a meeting of the Board or of the Members. The Vice-President shall have an unauthorized spending limit of Two Hundred and Fifty Dollars (\$250). Expenditures over this amount shall require board approvals and cannot be combined with another office to exceed this amount.

**11.11 Secretary.** The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may prescribe, a book of minutes of all meetings of Directors and Committees of the Board, all meetings of any other committee appointed by the Board that has





decision-making authority, and all meetings and votes of Members. The Secretary shall give, or cause to be given, notice of all meetings of the Members and of the Board of Directors required by the Bylaws or by law to be given and shall maintain a proper record of the giving of such notice; shall keep or cause to be kept in safe custody the books, records, and documents of the Corporation; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws. The Secretary shall have an unauthorized spending limit of Two Hundred and Fifty Dollars (\$250). Expenditures over this amount shall require board approvals and cannot be combined with another office to exceed this amount.

**11.12 Treasurer.** The Treasurer shall be responsible for the receipt and deposit in appropriate accounts of all monies of the Corporation and shall cause disbursement of such funds as directed by resolution of the Board of Directors; may sign all checks and promissory notes of the Corporation; shall keep or cause to be kept proper books of account; shall cause an annual review of the Corporation's books and Financial statements to be made by a public accountant at the completion of any fiscal year for which such review is required by law or as determined by the Board; shall assist the Board in preparation of an annual budget and a statement of income and expenditures to be presented to the Members of the Corporation as provided by law; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors. The Treasurer shall have an unauthorized spending limit of Two Hundred and Fifty Dollars (\$250). Expenditures over this amount shall require board approvals and cannot be combined with another office to exceed this amount.

## **ARTICLE 12 – MINUTES; BOOKS AND RECORDS; FUNDS**

**12.1 Corporate Records.** To the extent required by Corporations Code section 8320, the Corporation shall keep at the principal office of the Corporation its Articles of Incorporation, Bylaws and Rules as amended to current date, adequate and correct books and records of account, minutes of meetings and proceedings of the Members (including membership votes), meetings of the Board and Committees of the Board, and meetings of any Advisory Committee appointed by the Board that has decision-making authority and a current and correct record of its Voting Members. Each membership record shall include the name, mailing address, class as to each Member and the voting rights, if any, of each Member. Minutes shall set forth the time and place of holding of such meetings; whether regular or special, and if special, how authorized; what notice was given ; the names of those present at meetings of the Directors or of any Committee of the Board or of any other committee appointed by the Board that has decision-making authority; the number of votes cast in any vote or election of the membership (or, if applicable, the number of memberships and votes present or represented at Member meetings); and all the proceedings thereof.

**12.2 Members' Inspection of Corporation Books, and Records.** A Member may inspect and copy or obtain copies from the Corporation of the Corporation's membership list, its minutes and accounting



books and records and the Governing Documents as provided in this Section 12.2 and in Corporations Code sections 8330 through 8338.

**12.2.1 Membership List.** Unless the corporation provides a reasonable alternative pursuant to Corporations Code section 8330, 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 containing Members' names, addresses, and voting rights during usual business hours on 5 days' prior written demand on the corporation, which must state the purpose for which the inspection rights are requested; or
- (2) Obtain from the secretary of the corporation, on written demand and tender of a Reasonable charge, a list of names, addresses, and voting rights of Members who are entitled to vote for directors as 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 10 days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

**12.2.2 Minutes; Accounting Books and Records.** On written demand on the Corporation, any Member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Members, the Board of Directors, and Committees of the Board at any reasonable time for a purpose reasonably related to the Member's interest as a Member.

**12.2.3 Governing Documents.** The Articles of Incorporation, Bylaws and Rules shall be open to inspection by the Members at all reasonable times during office hours. Upon written request from a Member, the secretary shall furnish to that member a copy of the Articles, Bylaws and Rules, as amended to the current date.

Any inspection and copying under this Section 12.2 may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts.

**12.3 Directors' Inspection Rights.** As provided in Corporations Code section 8334 and subject to any limitations established by law, every Director shall have the right at any reasonable time to inspect and copy all books, records, and documents and to inspect the physical properties of the Corporation.

**12.4 Annual Report.** The Board shall cause an annual report to be prepared within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information in appropriate detail:



- 1) A balance sheet as of the end of the fiscal year, an income statement, and statement of cash flow for the fiscal year, accompanied by an independent accountant's report or, if none, by the certificate of an authorized officer of the corporation that they were prepared without audit from the Corporation's books and records; and
- 2) A statement of the place where the names and addresses of current Members are located.

The Corporation shall annually notify each Member of the Member's right to receive a copy of the financial report under this Section. Except as provided in the next paragraph of this Section 12.4, on written request by a Member, the Board shall promptly cause the most recent annual report to be sent to the requesting Member.

This Section 12.4 shall not apply in any fiscal year in which the Corporation receives less than \$10,000 in gross revenues or receipts.

**12.5 Checks, Drafts, and Evidences of Indebtedness.** All checks, drafts, or other orders for payment of money, or notes or other evidences of indebtedness issued in the name of the Corporation for operational expenditures shall be Signed by one or more officers of the Corporation and in the manner specified by resolution of the Board of Directors.

**12.6 Funds and Deposits.** Any funds of the Corporation shall be deposited to the credit of the Corporation in such banks or other depositories as the Board of Directors shall, from time to time, determine.

**12.7 Fiscal Year.** The fiscal year of the Corporation shall be as determined by resolution of the Board of Directors.

## **ARTICLE 13 – AMENDMENTS**

**13.1 Amendments Generally.** These Bylaws may be amended by approval of a majority of the Quorum of the Board of Directors only; provided that any amendment that covers matters that may be amended only by approval of the Members must be approved by the affirmative vote of a majority of members.

**13.2 Record of Amendments.** When an amendment or a new Bylaw provision is adopted, it shall be placed in the appropriate place in the minute book of the Corporation together with a certificate signed by the Secretary stating the date on which it was approved by the Board and whether at a meeting or by unanimous written consent of the Directors, and the date on which it was approved by the Members.



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## **ARTICLE 14 – MISCELLANEOUS**

**14.1 Conflict in Governing Documents.** In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

**14.2 Amendments to Referenced Statutes; Time for Performance.** References in the Bylaws to particular statutes, including sections of the Corporations Code, shall be deemed to include any successor statute and any amendments to existing or successor statutes. Whenever these Bylaws state a time for the performance of any act by the Corporation which by law (as it may exist from time to time) must be performed at or within a specified time, the time for the performance of such act shall be deemed to be the widest timeframe permitted under then-applicable law.