BYLAWS OF

ASIAN/PACIFIC GAYS AND FRIENDS

A CALIFORNIA PUBLIC BENEFIT CORPORATION

As Adopted November 1995
As Amended April 4, 2002
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ARTICLE I

NAME

The name of this corporation shall be Asian/Pacific Gays and Friends, Inc. (A/PGF, Inc.)
ARTICLE II

OFFICES

SECTION 1  PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation ("principal executive office") is located in the State of California, County of Los Angeles, at 1049 Havenhurst Drive, Suite 109, Box 443, West Hollywood, CA 90046.

The Steering Committee may change the principal executive office from one location to another. Any change in this location shall be noted by the Secretary on these bylaws opposite this section, or this section may be amended to state the new location.

SECTION 2  OTHER OFFICES

The Steering Committee may, at any time, establish branch or subordinate offices at any place or places where the corporation is qualified to do business.
ARTICLE III

NONPARTISAN ACTIVITIES

This corporation has been formed under California Corporation Law for the purposes described herein below at Article V (Purpose and Objectives) and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose and objectives described in Article V (Purpose and Objectives).
ARTICLE IV

DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or Steering Committee member of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to the below stated purposes in Article V, provided that that organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3).
ARTICLE V

PURPOSE AND OBJECTIVES

SECTION 1 PURPOSE

The purpose of this corporation shall be to hold and manage property and funds for charitable and eleemosynary purposes, including the assistance and support of such institutions, associations, and undertakings.

SECTION 2 OBJECTIVES

The objectives of this corporation shall be:

(a) To provide a support system for gay men and women of Asian/Pacific Islander descent in their relations with their families and communities so as to understand and accept each other with caring and pride

(b) To inform individuals and the community at large on the experience of Asian/Pacific Islander gay men and women

(c) To support the full human rights and civil rights of gay men and women

(d) To increase awareness and understanding of the rich cultural heritage and diversity that exists among Asian/Pacific Islander ethnic groups for members and the general public

(e) To provide opportunities for members of Asian/Pacific Islander descent to develop leadership skills and function in leadership positions

(f) To foster a sense of community in a family-like environment

(g) To promote positive interactions among the members

(h) To provide a support system that will help members understand and accept other important people in their lives

(i) To strive to enhance the self identity, pride, personal growth and competence of the membership

(j) To inform the membership of relevant political and social issues

(k) To improve understanding of the gay and lesbian Asian/Pacific Islander experience by the greater gay communities, the Asian/Pacific communities, and the public at large.
ARTICLE VI

MEMBERSHIP

SECTION 1 QUALIFICATIONS AND CLASSES

(a) Qualifications: Any person eighteen years of age or older, of good character and dedicated to the purposes of this corporation, shall be eligible for membership upon acceptance of an application by the Steering Committee, or appointed representative, and payment of such dues and initiation fees as may from time to time be fixed by the Steering Committee.

(b) Membership Classes: There shall be at least one class of membership in this corporation, i.e., Regular Membership. The Steering Committee may establish from time to time one or more classes of membership with dues higher or lower than those for regular membership. The Steering Committee shall establish special qualifications for each class of membership other than regular membership. Each member shall have the same rights and privileges, regardless of class of membership.

SECTION 2 FEES, DUES, AND ASSESSMENTS

Each member in good standing must pay, within the time and on the conditions set by the Steering Committee, the initiation fee and annual dues in amounts which shall be fixed from time to time by the Steering Committee.

SECTION 3 TERMINATION OF MEMBERSHIP

(a) Causes for Termination: The membership of any member shall terminate upon occurrence of any of the following events:

(1) The resignation of the member

(2) The failure of the member to pay annual dues in the amount and within the times set forth by the Steering Committee

(3) The determination by the Steering Committee, or a committee designated by the Steering Committee to make such a determination, or a written petition signed by twenty (20) percent of the members, that the member has failed in a material and serious degree to observe the rules of conduct governing this corporation as promulgated from time to time by the Steering Committee.
(b) Procedures for Expulsion: Following the determination that a member should be expelled under Section 3(a)(3) of this Article VI, the following procedure shall be implemented:

1. A special meeting shall be called in which this determination is an item on the agenda for voting, in accordance with applicable sections of Article VII of these bylaws. A member shall be expelled if a vote for termination is sustained by a two-thirds majority of the members present at this special meeting.

2. A notice shall be sent by prepaid, first-class or registered mail, to the most recent address of the member as shown in the corporation’s records, setting forth the expulsion. Such notice shall be sent at least five (5) days before the proposed effective date of the expulsion.

3. Any person expelled from the corporation shall receive a refund of dues or assessments already paid. The refund shall be prorated to return only the uncapped balance remaining for the period of the dues payment.

SECTION 4  TRANSFER OF MEMBERSHIP

No member may transfer a membership or any right arising from it. All rights of membership cease on a member’s death.
ARTICLE VII

MEETINGS OF MEMBERS

SECTION 1  PLACE OF MEETINGS

Annual and special meetings of the membership shall be held at any place within or outside the State of California designated by the Steering Committee. In the absence of any such designation, members’ meetings shall be held at the principle executive office of the corporation.

SECTION 2  ANNUAL MEETING

The annual meeting of members shall be held on the first Sunday of November of each year unless the Steering Committee fixes another date and so notifies the members as provided in Section 4 of this Article VII.

SECTION 3  SPECIAL MEETINGS

(a)  Authorized Persons Who May Call: A special meeting may be called at any time by any of the following: the President, or the Vice President, or any three Steering Committee members, or at least ten percent of the members.

(b)  Calling of Special Meetings by Members: If a special meeting is called by members other than the President, Vice President or three members of the Steering Committee as provided by Section 3(a) of this Article VII, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the President, the Vice President, or the Secretary of the corporation. The President, or the officer receiving the request, shall cause notice to be promptly given to the members entitled to vote, in accordance with the provisions of Section 4 of this Article VII, that a meeting will be held, and the date for such meeting, which date shall not be less than 35 nor more than 90 days after the receipt of the request. If notice is not given within 20 days after the receipt of the request, the person(s) requesting the meeting may give notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a special meeting may be held when the meeting is called by action of the Steering Committee or the President.
SECTION 4    NOTICE OF ANNUAL AND SPECIAL MEETINGS

(a) General Notice Contents: All notices of annual and special meetings shall be sent or otherwise given not less than seven (7) nor more than ninety (90) days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting, and (1) in case of a special meeting, the general nature of the business to be transacted, or (2) in the case of the annual meeting, those matters which the Steering Committee, at the time of giving notice, intends to present for action by the members.

(b) Notice of Certain Agenda Items: If action is proposed to be given at any annual or special meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal(s). Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):

1. Removal of a Steering Committee member without cause
2. Filling of vacancies on the Steering Committee by members
3. Amendment of the articles of incorporation or these bylaws
4. Voluntary dissolution of the corporation
5. Expulsion of a member.

(c) Manner of Giving Notice: Notice of any annual or special meeting of members shall be given, either personally or by first-class mail, telegraphic or other written communication, charges prepaid, addressed to each member either at the address of that member appearing on the books of the corporation or the address given by the member to the corporation for the purpose of notice. If no address appears on the corporation’s books and no other has been given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or telegraphic or other written communication to the corporation’s principal executive office, or (2) notice is published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

(d) Affidavit of Mailing Notice: An affidavit of the mailing or other means of giving any notice of any members’ meeting may be executed by the Secretary, Assistant Secretary, or any other party of the corporation giving the notice. If so executed, the affidavit shall be filed and maintained in the minute books of the corporation.
SECTION 5 QUORUM

(a) Percentage Required: Thirty-three and one-third (33 1/3) percent of the members shall constitute a quorum for the transaction of business at an annual or special meeting of the members. A lesser amount, which equals the number of members present at the beginning of the meeting, shall constitute a quorum if notice of the general nature of the annual or special meeting is sent to the members at least seven (7) days before the meeting, and said notice complies with all bylaw provisions governing the time and manner of giving notice as stated herein above in Section 4 of this Article VII.

(b) Loss of Quorum: The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment. In the event of the loss of a quorum, all actions taken (other than adjournment) prior to the loss of a quorum by approval of at least a majority of the members required to constitute a quorum shall be valid actions of the corporation.

SECTION 6 ADJOURNMENT

Any members’ meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by a vote of the majority of the members represented in person at the meeting.

SECTION 7 VOTING

(a) Eligibility to Vote: Persons entitled to vote at any annual or special meeting shall be members as of the date determined in accordance with Section 10 of this Article VII, subject to the provisions of the California Nonprofit Corporation Law.

(b) Manner of Casting Votes: Voting may be by voice or ballot, provided that any election of Steering Committee members must be by ballot if demanded by any member before the voting begins.

(c) Number of Members Required: If a quorum is present, the affirmative vote of the majority of the members present at a meeting shall be the act of the members, unless the vote of a greater number is required by California Nonprofit Corporation Law or by the articles of incorporation.
SECTION 8  WAIVER OF NOTICE OR CONSENT

(a) Written Waiver of Consent: The transactions of any meeting of members, either annual or special, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present in person, and if, either before or after the meeting, each person entitled to vote, who was not present in person, signs a written waiver of notice or a consent to a holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or special meeting of members, except that if action is taken for approval of any of those matters specified in Section 4(b) of this Article VII, the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made part of the minutes of the meeting.

(b) Waiver by Attendance: Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. However, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if the objection is expressly made at the meeting.

SECTION 9  ACTION BY WRITTEN CONSENT WITHOUT A MEETING

Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice if written ballots are received from a number of members at least equal to the quorum applicable to a meeting of members. All such written ballots shall be filed with the Secretary of the corporation and maintained in the corporate records. All solicitations of ballots shall indicate the time by which the ballots must be returned to be counted.

SECTION 10  RECORDING DATE

(a) Determined by Steering Committee: For the purpose of determining which members are entitled to receive notice of any meeting, to vote, or to give consent to corporate action without a meeting, the Steering Committee may fix, in advance, a “record date” which shall not be more than 90 nor fewer than seven (7) days before the date of any such meeting, nor more than 90 days before any such action taken without a meeting. Only members of record on the
date so fixed are entitled to notice, to vote, or to give consents, as the case may be, notwithstanding any transfer of any membership on the books of the corporation after the record date, except as otherwise provided in the articles of incorporation, by agreement, or in the California Nonprofit Corporation Law.

(b) Failure to Determine Date: Unless fixed by the Steering Committee, the record date shall be determined as follows:

(1) The record date for determining those members entitled to receive notice of, or to vote at, an annual or special meeting, shall be the next business date preceding the day on which the notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held.

(2) The record date for determining those members entitled to vote by ballot on corporate action without a meeting, when no prior action by the Steering Committee to fix a record date has been taken, shall be the day on which the Steering Committee adopts the resolution relating to that action.

(3) For purposes of this paragraph (b) of Section 10, Article VII, a person holding membership as of the close of business on the record date shall be deemed a member of record.

SECTION 11 VOTES REQUIRED

Unless otherwise required by California Nonprofit Corporation Law, the articles of incorporation, or other articles and sections of these bylaws, any motion or resolution placed before the membership shall be passed by an affirmative vote of a simple majority of the members voting on the motion or resolution.

SECTION 12 OTHER MEETINGS

Other meetings of members, such as General Meetings, may be called from time to time by the Steering Committee to further the purpose and objectives of this corporation. These meetings shall not be construed as annual or special meetings and no business which requires a vote by the membership shall be conducted at these meetings.
ARTICLE VIII

STEERING COMMITTEE

SECTION 1 COMPOSITION AND VOTING RIGHTS

The Steering Committee shall consist of the following voting members:
- The officers of the corporations, i.e., the President, the Vice President, the Secretary and the Treasurer
- The Delegate-at-Large
- The coordinators of the Standing Committees as described in Article XII of these bylaws.

All Steering Committee members shall have equal voting rights on all matters and business placed before the Steering Committee which require voting except where these bylaws state otherwise.

SECTION 2 POWERS

(a) General Corporate Powers: The Steering Committee, as a whole, shall be the decision-making and executive body of the corporation. Subject to the provisions of California Nonprofit Corporation Law, and any limitation in the articles of incorporation and these bylaws relating to actions required to be approved by the membership, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Steering Committee.

(b) Specific Powers: Without prejudice to these general powers and subject to the same limitations, the Steering Committee members shall have the power to:

(1) Select and remove all subordinate officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with the law, with the articles of incorporation, and with these bylaws

(2) Adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate

(3) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation’s purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities
(4) Approve and coordinate the events and programs developed by the Standing Committees and the Ad Hoc Committees.

SECTION 3 TERM OF OFFICE

The term of office of the members of the Steering Committee shall be for one year beginning January first of the year and ending December 31st of the same year inclusive.

SECTION 4 VACANCIES

(a) Events Causing a Vacancy: A vacancy on the Steering Committee shall occur only when a vacancy exists due to the death, resignation, removal, disqualification, or any other cause in the position of the President, the Vice President, the Secretary, the Treasurer, a Delegate-at-Large, or an appointed Steering Committee member. No member of the Steering Committee shall vacate membership on the Steering Committee without vacating the corresponding position as a(n) officer, Delegate-at-Large, or coordinator of a Standing Committee.

(b) Filling of Vacancies: A vacancy or vacancies on the Steering Committee shall be filled by filling the respective position(s) in accordance with Article IX, Section 6 of these bylaws for officers, Article X, Section 5 for Delegates-at-Large, and Article XII, Section 2(e) for Standing Committee Coordinators. The new officer(s), Delegate(s)-at-Large, and/or Standing Committee Coordinator(s) shall then serve as member(s) of the Steering Committee for the remainder of the term.

(c) Reduction of Steering Committee Members: No reduction of the authorized number of Steering Committee members shall have the effect of removing any Steering Committee member before that member’s term of office expires.

SECTION 5 MEETINGS

(a) Place of Meetings: Regular meetings of the Steering Committee may be held at any place within or outside the state of California that has been designated from time to time by resolution of the Steering Committee. In the absence of such a designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Steering Committee shall be held any place within or outside the state of California that has been des-
ignated in the notice of the meeting or, if not stated in the notice, of
if there is no notice, at the principal executive office of the corpora-
tion. Notwithstanding the above provisions of this Section 5 of Ar-
ticle VIII, a regular or special meeting of the Steering Committee
may be held at any place consented to, verbally or in writing, by all
the Steering Committee members, either before or after the meet-
ing.

(b) **Meetings by Telephone**: Any meeting, regular or special, may be
held by conference telephone or similar communication equipment,
so long as all Steering Committee members participating in the
meeting can hear one another, and all such Steering Committee
members shall be deemed to be present in person at such a meeting.

**SECTION 6  ROBERT’S RULES OF ORDER**

All Steering Committee meetings will be governed by Robert’s Rules of
Order, the Modern Edition, except where these bylaws state otherwise.

**SECTION 7  REGULAR MEETINGS**

Regular meetings of the Steering Committee shall be held without call at
such times as shall from time to time be fixed by the Steering Commi-
tee. Such regular meetings may be held without notice.

**SECTION 8  SPECIAL MEETINGS**

(a) **Authority to Call**: Special meetings of the Steering Committee for
any purpose may be called at any time by the President, or the Vice
President, or any five Steering Committee Members.

(b) **Notice**: Notice of special meetings shall comply with the following:

(1) Notice of the time and place of special meetings shall be giv-
en to each Steering Committee member by one of the follow-
ing methods

- a) By personal delivery or written notice
- b) By first-class mail, postage paid
- c) By telephone communication, either directly to the
   Steering Committee member or to a person who would
   reasonably be expected to communicate such notice
   promptly
- d) By telegram, charges prepaid.
All such notices shall be given or sent to the Steering Committee member’s address or telephone number as shown in the records of the corporation.

(2) Notice sent by first-class mail shall be deposited into a United States mail box at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph, shall be delivered, telephoned, or given to the telegraph company at least 48 hours before the time set for the meeting.

(3) The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting or the place of the meeting if it is to be held at the principal executive office of the corporation.

SECTION 9 QUORUM

(a) Number Required. Fifty percent (50%) of the elected and appointed Steering Committee members shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 12 of this Article VIII. Every act or decision done or made by a majority of the Steering Committee members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Steering Committee, subject to the provisions of California Nonprofit Corporation Law, especially those provisions relating to (1) approval of contracts or transactions in which a Steering Committee member has a direct or indirect material financial interest, (2) appointment of committees, and (3) indemnification of Steering Committee members.

(b) Withdrawal of Steering Committee Members. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Steering Committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

SECTION 10 WAIVER OF NOTICE

The transactions of any meeting of the Steering Committee, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (1) a quorum is present and (2) either before or after the meeting, each of the Steering Committee members not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or
consent need not specify the propose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Steering Committee member who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

SECTION 11 ADJOURNMENT

A majority of the Steering Committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

SECTION 12 NOTICE OF ADJOURNMENT

Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given, before the time the adjourned meeting reconvenes, to the Steering Committee members who were not present at the time of the adjournment.

SECTION 13 ACTIONS WITHOUT MEETING

Any action required or permitted to be taken by the Steering Committee may be taken without a meeting if a majority of the members of the Steering Committee, individually or collectively, consent to that action. Such action by consent shall have the same force and effect as a unanimous vote of the Steering Committee. Such consent or consents shall be filed with the minutes of the proceedings of the Steering Committee.

SECTION 14 FEES AND COMPENSATION

Steering Committee members shall not receive compensation for their services. They shall, however, be reimbursed for actual expenses incurred while conducting business of the corporation. The expenses and business must, however, have prior approval by the Steering Committee.

SECTION 15 AD HOC COMMITTEES

(a) Functions and Limitations: The Steering Committee may, by motion or resolution adopted by a majority of the Steering Committee members present at a regular or special Steering Committee meeting, designate one or more Ad Hoc committees, to serve at the pleasure of the Steering Committee. The function(s) of the Ad Hoc
committee(s) shall be to undertake special and definite tasks which aid in accomplishing the purpose and objectives of the corporation. An Ad Hoc committee shall have only the authority and power expressly delegated to it by the Steering Committee by motion or resolution.

(b) **Terms of Ad Hoc Committees:** The Term of an Ad Hoc Committee shall be decided by the Steering Committee in the motion or resolution adopted to form the Ad Hoc Committee. This term can be extended by the Steering Committee in the form of a motion or resolution adopted by a majority vote for the purpose of having more time to complete the task(s) delegated to the Ad Hoc Committee.

(c) **Fees and Compensation:** Ad Hoc Committee members shall not receive compensation for their services. They shall, however, be reimbursed for actual expenses incurred while conducting business of the corporation. The expenses and business must however, have prior approval by the Steering Committee.
ARTICLE IX

OFFICERS

SECTION 1 OFFICERS

The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Steering Committee, subordinate officers including, but not limited to, one or more Assistant Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and one or more Fundraisers as may be appointed in accordance with provisions of Section 2 of this Article IX. Officers of the Corporation are limited to two (2) consecutive elected terms.

SECTION 2 SUBORDINATE OFFICERS

The Steering Committee may appoint, and may authorize the President or another Steering Committee member to appoint, any subordinate officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority and perform the duties specified in the bylaws or determined from time to time by the Steering Committee. These subordinate officers shall have no voting power at any regular or special meeting of the Steering Committee.

SECTION 3 REMOVAL OF OFFICERS

An officer of the corporation shall be removed from office if a written petition to the Steering Committee for such is sustained by a two-thirds majority of the membership present at a special meeting in which such petition is an item on the agenda for voting. Removal of an officer from office shall terminate membership of that officer on the Steering Committee but shall not affect that officer’s standing as a member of the corporation.

SECTION 4 REMOVAL OF SUBORDINATE OFFICERS

Subject to the rights, if any, of a subordinate officer under any contract of employment, any subordinate officer may be removed, with or without cause, by the Steering Committee at any regular or special meeting of the Steering Committee or by a member of the Steering Committee on whom such power of removal has been conferred by the Steering Committee.
SECTION 5 RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the officer’s status as a member of the corporation.

Any Officer who fails to attend two (2) consecutive Regular Meetings of the Steering Committee, and who neglects to notify the President or presiding Officer of his/her intent not to attend a specific meeting, shall be considered to have submitted his/her resignation effective with the Call-to-Order of the second missed meeting.

SECTION 6 VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification (by resolution of the Steering Committee to declare a vacancy in that office due to an officer’s being declared of unsound mind by court order or convicted of a felony or found by final order or judgment of any court to have breached legally imposed duty under California Nonprofit Corporation Law), or any other cause shall be filled in the manner prescribed below:

(a) President: In the event of a vacancy in the office of the President, the office shall be assumed by the Vice President for the remainder of the term

(b) President and Vice President Concurrently: In the event of a concurrent vacancy in the office of the President and the Vice President, a new President shall be nominated and elected by the Steering Committee from among its members for the remainder of the term in that office. If no member of the Steering Committee accepts the nomination, a new President shall be nominated and elected from the membership for the remainder of the term of office. The nomination and election of a President by the general membership to serve for the remainder of the term shall follow the procedures outlined in Sections 1 and 2 of Article XI of these bylaws

(c) Other Vacancies: In the event of a vacancy in an office under conditions other than those described in Section 6(a) and (b) of this Article IX, a member of the corporation shall be appointed by the Steering Committee to fill that office for the remainder of the term.
SECTION 7 RESPONSIBILITIES OF OFFICERS

(a) **President**: Subject to the control of the Steering Committee as provided by these bylaws, the President shall generally supervise, direct, coordinate, and control the business and the Steering Committee members of the Corporation. The President may preside at all meetings of the members and of the Steering Committee. The President shall have such other powers and duties as may be prescribed by the Steering Committee or these bylaws. The President is limited to two (2) consecutive elected terms.

(b) **Vice President**: The Vice President shall assist in carrying out the responsibilities of the President. In the absence or disability of the President, the Vice President shall have all the powers of, and be subjected to all restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as prescribed by these bylaws or as may be prescribed from time to time by the Steering Committee. The Vice President is limited to two (2) consecutive elected terms.

(c) **Secretary**: The Secretary shall attend to the following:

1. The Secretary shall keep, or cause to be kept, at the principal executive office or such other place as the Steering Committee may direct, a book of minutes of all meetings and actions of the Steering Committee, and of the members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present at such meetings, the number of members present at member’s meetings, and the proceedings of such meetings.

2. The Secretary shall keep, or cause to be kept, at the principal executive office, or such other place as the Steering Committee may direct, records of the corporate members, showing the names of all members and their addresses.

3. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Steering Committee required by these bylaws to be given. The Secretary shall keep the seal of the corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Steering Committee or these bylaws.

4. In the event of a concurrent vacancy in the office of the President and the Vice President, the Secretary shall assume the responsibilities of the President and shall preside at all meetings of the members and of the Steering Committee until a new President is elected in accordance with Section 6(b) of this Article IX.
(5) The Secretary is limited to two (2) consecutive elected terms.

(d) Treasurer: The Treasurer shall attend to the following:

(1) The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Steering Committee member at all reasonable times.

(2) The Treasurer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Steering Committee; shall disburse the funds of the corporation as may be ordered by the Steering Committee; shall render to the Steering Committee members, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the Steering Committee or these by laws.

(3) If required by the Steering Committee, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Steering Committee for faithful performance of the duties of the office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or under control of the Treasurer in the event of the Treasurer’s death, resignation, retirement, or removal from office.

(4) The Treasurer is limited to two (2) consecutive elected terms.

SECTION 8 FEES AND COMPENSATION

Officers and subordinate officers shall not receive compensation for their services to the corporation. They shall, however, be reimbursed for actual expenses incurred while conducting business of the corporation. The expenses and the business must, however, have prior approval of the Steering Committee.
ARTICLE X

DELEGATES-AT-LARGE

SECTION 1  FUNCTIONS AND RESPONSIBILITIES

The Delegates-at-Large shall represent the interests of the members. They shall also assist in carrying out the functions and responsibilities of the Steering Committee.

SECTION 2  TERM OF OFFICE

The term of office of the Delegates-at-Large shall be for one year beginning on January first of the year and ending on December 31st of the same year inclusive.

SECTION 3  REMOVAL OF DELEGATES-AT-LARGE

A Delegate-at-Large shall be removed from the position if a written petition to the Steering Committee for such is signed by twenty (20) percent of the membership and a vote for such is sustained by a two-thirds majority of the membership present at a special meeting in which such petition is an item on the agenda for voting. Removal of a Delegate-at-Large from that position shall terminate membership on the Steering Committee but shall not affect the individual’s standing as a member of the corporation.

SECTION 4  RESIGNATION OF DELEGATES-AT-LARGE

A Delegate-at-Large may resign at any time from the Steering Committee by giving notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless specified otherwise in that notice, the acceptance of the resignation is without prejudice to status as a member of the corporation.

Any Delegate-at-Large who fails to attend two (2) consecutive Regular Meetings of the Steering Committee, and who neglects to notify the President or presiding Officer of his/her intent not to attend a specific meeting, shall be considered to have submitted his/her resignation effective with the Call-to-Order of the second missed meeting.
SECTION 5  VACANCIES IN POSITION

A vacancy or vacancies in the position of Delegate-at-Large because of death, resignation, removal, disqualification, or any other cause shall be filled by appointment(s) made by the Steering Committee from the membership. The(se) new Delegate(s)-at-Large shall serve for the remainder of the term.

SECTION 6  FEES AND COMPENSATION

Delegates-at-Large shall not receive compensation for their services to the corporation. They shall, however, be reimbursed for actual expenses incurred while conducting business of the corporation. The expenses and the business must, however, have prior approval of the Steering Committee.
ARTICLE XI

ELECTION OF OFFICERS AND DELEGATES-AT-LARGE

SECTION 1 NOMINATIONS

(a) Nomination/Transition Committee: The Steering Committee shall appoint a Nomination/Transition Committee to select qualified candidates for election to become officers and Delegates-at-Large. The committee shall also assist in effecting the smooth transition from one Steering Committee to another at the end of the year. The Nomination/Transition Committee shall be formed at least 60 days before the last day for receiving election ballots to elect officers and delegates-at-large (hereinafter called “election day”). At least 30 days before election day, the committee shall make its report to the Steering Committee on its list of nominees.

(b) Nominations by Members: In addition to the Nomination/Transition Committee’s selections, if any, the committee shall solicit nominations from members through nomination ballots sent to each member of the corporation. Any member nominated by at least three (3) percent of the membership OR at least five members, whichever is more, on nomination ballots sent to each member of the corporation and received by the Nomination/Transition Committee before the 30th day preceding election day, shall become eligible candidates. After verification by the committee of the acceptance of their nominations, the committee shall cause the names of these candidates to be placed on the election ballot along with those candidates named by the Nomination/Transition Committee, if any, for that office or position.

SECTION 2 ELECTIONS

(a) Election Ballot: At least 14 days before election day, the Nominations/Transition Committee shall forward to each member of record, as determined either by Section 10(a) or Section 10(b)(2) of Article VII of these bylaws, an election ballot with a list of candidates nominated by office or position.

(b) Nominees Exceed Number to be Elected: If more people are nominated for an office or position than can be elected, the election shall take place by means of a procedure that allows all candidates a reasonable opportunity to solicit votes and all members a reasonable opportunity to choose among candidates.
(c) **Vote Solicitation:** Without limiting the generality of the foregoing, if the corporation now or hereafter publishes, owns, or controls a magazine, newsletter, or other publication, and publishes material in the publication soliciting votes for any candidate, it shall make available to all other candidates for that position or office, in the same issue of the publication, an equal amount of space and with equal prominence, to be used by the candidate(s) for a purpose reasonably related to the election.

(d) **Candidate Mailings:** On written request by any candidate for election as an officer or Delegate-at-Large, and accompanying payment of the reasonable costs of mailing (including postage), the corporation shall, within ten (10) business days after the request (provided that payment has been made), mail to all members, or such portion of them as the candidate may reasonably specify, any material that the candidate may furnish and that is reasonably related to the election, unless the corporation, within five (5) business days after receipt of the request, allows the candidate, at the corporation’s option, the right to do either of the following:

1. Inspect and copy the record of all the members’ names, addresses, and voting rights, at reasonable times, five (5) business days after a written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested

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 those members entitled to vote for the election of officers and delegates-at-large, as of the most recent record date for which it has been compiled or as of a date specified by the candidate subsequent to the date of demand. The membership list shall be made available no later than ten (10) business days after the demand is received or no later than ten (10) business days after the record date stated in the demand.

The corporation may not decline to publish or mail material on behalf of any candidate, on the basis of the content of the materials, except that the corporation or any of its agents, Steering Committee members, or employees may seek and comply with an order of the Superior Court allowing them to delete material that the court finds will expose the moving party to liability.

(e) **Corporate Funds:** Without the authorization of the Steering Committee, no corporate funds may be expended to support a candidate for officer or delegate-at-large after there are more people nominated for an office or position than can be elected.
SECTION 3  VOTES REQUIRED

(a)  **Officers:** For the offices of the President, the Vice President, the Secretary and the Treasurer, the candidate who receives the highest number of votes on the election ballot shall be elected to that office.

(b)  **Delegate-at-Large:** For the position of Delegate-at-Large, the one (1) candidates with the highest number of votes on the election ballot shall be elected to that positions.

SECTION 4  TIME FOR ELECTIONS

Election day for the election of the officers and delegates-at-large of the corporation shall be the day of the annual meeting of members unless decided otherwise by the Steering Committee. In the latter case, however, election day must be before the last day of the calendar year.
ARTICLE XII

STANDING COMMITTEES

SECTION 1 FUNCTIONS

Standing Committees shall assume the responsibility of developing and carrying out the programs and events of the corporation which will fulfill its purpose and objectives. All programs and events shall be subject to final approval by the Steering Committee.

The Standing Committees and examples of their functions are as follows:

(a) Culture-Education Committee: Coordinates cultural and educational programs for the membership and the public:
   (1) Increases awareness and understanding of the rich cultural heritage and diversity that exists among Asian/Pacific ethnic groups through seminars, workshops, presentations, and the like
   (2) Conducts rap sessions and workshops of a personal growth and educational nature
   (f) Coordinates a speaker’s program for speaking engagements to inform the general public about Asian/Pacific cultures and the gay Asian/Pacific experience.
   (g) Provides the membership with information and news politically relevant to the purposes and goals of the corporation via newsletter articles, workshops, and other venues.

(b) Membership Outreach Committee: Maintains, and strives to increase, the membership of the corporation and provides a support system for the members:
   (1) Solicits new members through publicity and announcements
   (2) Maintains the active interest and participation of the members in the affairs of the corporation by continued contacts, such as through a phone tree system.

(c) Fundraising Committee: Organizes events for fundraising purposes:
   (1) Organizes programs and events for the specific purpose of raising revenues for the continued operation of the organization
   (2) Explores other funding resources for the enhancement of the organization’s financial well being.
Publications Committee: Disseminates information, news, and knowledge related to the purposes and objectives of the organization to the membership and to the public via the publication of the corporation’s monthly newsletter. Promotes and prepares articles (e.g., press releases) for publication in journals, newspapers, and other media on issues related to the purpose and objectives of the corporation.

Asians & Friends HIV Support Group: Addresses the needs of persons testing HIV Positive, their significant others, the membership, the Asian/Pacific community, and society at large:

1. Conducts raps and workshops on AIDS education and prevention for the members

2. Outreaches to the Asian/Pacific community to coordinate AIDS education programs and disseminates AIDS information

3. Provides emotional support and support programs to members and their significant others

4. Acts as the organization’s representative with other AIDS related agencies and organizations.

Rap Committee: Coordinates regular rap and video events for the membership and the public. Coordinates facilitators, locations and other necessary logistics for the rap/video events.

Webmaster: Provides the organization, its members, and the public at large, with a website dedicated to dissemination information relevant to the purpose and goals of Asian/Pacific Gays and Friends as is, from time to time, defined by the Board.

SECTION 2  COORDINATORS

(a) Responsibilities: It will be the combined responsibility of both the elected and appointed members of the Steering Committee to carry out the functions of the various Standing Committees as set forth in these bylaws. The Standing Committee coordinator shall conduct all meetings of his Committee, and shall coordinate the planning and carrying out of programs, functions, and activities of that Committee.

(b) Appointment: The elected officers and Delegates-at-Large shall appoint the Standing Committee Coordinators from among the membership to serve a term coinciding with their own term immediately after their assumption of office or position and before the first Steering Committee meeting of their term.
(c) **Removal**: Any Standing Committee Coordinator may be removed, with or without cause, by a two-thirds majority of the Steering Committee members present at a special meeting of the Steering Committee in which the removal of the Steering Committee Coordinator is announced in the notice of the special meeting as an item on the agenda for voting. Removal of a Standing Committee Coordinator shall terminate membership on the Steering Committee but shall not affect that individual’s standing as a member of the corporation.

(d) **Resignation**: Any Standing Committee Coordinator may resign at any time by giving written notice to the Steering Committee. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice, and, unless specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the Standing Committee Coordinator’s status as a member of the corporation but shall terminate the individual’s membership on the Steering Committee.

Any Standing Committee Coordinator who fails to attend two (2) consecutive Regular Meetings of the Steering Committee, and who neglects to notify the President or presiding Officer of his/her intent not to attend a specific meeting, shall be considered to have submitted his/her resignation effective with the Call-to-Order of the second missed meeting.

(e) **Vacancy**: A vacancy in the position(s) of one or more of the Standing Committee Coordinators because of death, resignation, removal, disqualification, or any other cause, shall be filled by an appointment made by the Steering Committee from the membership. The newly appointed Standing Committee Coordinator shall serve for the remainder of the term.

### SECTION 3 STANDING COMMITTEE MEMBERS

(a) **Membership Qualifications**: Standing Committee membership shall be open to all members of the organization in good standing. A member who has attended at least two Standing Committee meetings during the immediately preceding 12 months shall become a Standing Committee member. The Standing Committee Coordinator shall be responsible for submitting the names of these members to the Secretary for recording.

(b) **Functions**: Standing Committee members shall assist the Committee Coordinator in the developing, planning, and carrying out of the
functions of the Standing Committee as described in Section 1 of this Article XII.

SECTION 4  STANDING COMMITTEE MEETINGS

(a) Frequency: Standing Committee meetings shall be called by the Committee Coordinator. Frequency of these meetings shall be determined by the Coordinators. Meeting time and place shall be announced to all members of the committee.

(b) Meeting Content and Vote: Standing Committee meetings shall focus on developing, planning, and carrying out the functions of the Standing Committee as described in Section 1 of this Article XII. Each Standing Committee member shall be entitled to one vote on all matters placed before the Standing Committee for voting.

(c) Quorum: The number of Standing Committee members present at a Standing Committee meeting duly called in accordance with Section 4(a) of this Article XII, shall constitute the quorum.

(d) Adjournment: The majority of the Standing Committee members present may adjourn any meeting to another time and place.

(e) Notice of Adjournment: Notice of the time and place to hold an adjourned meeting need not be given unless the meeting is adjourned for more than 24 hours, in which case the notice of the time and place shall be given, before the time the adjourned meeting reconvenes, to the Standing Committee members who were not present at the time of adjournment.

(f) Action Without Meeting: Any action required or permitted to be taken by a Standing Committee may be taken without a meeting if a majority of the members of that Standing Committee consent to that action. Such consent or consents shall be noted in the minutes of the proceedings of the Standing Committee.

(g) Standing Committee Meeting Minutes: Minutes of all meetings of a Standing Committee shall be filed with the corporate records after being submitted by the Committee Coordinator. Standing Committee reports which are submitted in writing to the Steering Committee during a Steering Committee meeting and which contain the proceedings and actions of the Standing Committee meeting(s) may suffice in lieu of minutes.
ARTICLE XIII

RECORDS AND REPORTS

SECTION 1  ARTICLES AND BYLAWS

(a) Location: The Secretary of the corporation shall keep, or cause to be kept, the original or a copy of the articles of incorporation and the bylaws, as amended to date.

(b) Inspection: The Secretary shall, on the written request of any member, furnish to that member a copy of the articles of incorporation and bylaws as amended to date.

SECTION 2  OTHER CORPORATE RECORDS

(a) Location: The accounting books, records, and minutes of proceedings of members, the Steering Committee, Standing Committees, and any other committees shall be kept at such a place or places designated by the Steering Committee or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, or printed form.

(b) Inspection: The minutes and accounting books and records shall be open to inspection on written demand by any member, at any reasonable time during usual business hours, for a purpose reasonably related to the member’s interests as a member. The inspection may be made in person or by an agent or an attorney, and shall include the right to copy and make extracts. These rights of inspection extend to the records of each subsidiary corporation of the corporation.

SECTION 3  INSPECTION BY STEERING COMMITTEE MEMBERS

Every Steering Committee member shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations.
SECTIONS 4 ANNUAL REPORT

The annual report to shareholders referred to in the California Nonprofit Corporation Law is expressly dispensed with, but nothing in these bylaws shall be interpreted as prohibiting the Steering Committee from issuing annual or other periodic reports to the members of the corporation as the Steering Committee considers appropriate. However, the corporation shall provide to the Steering Committee members, and to those members who request it in writing within 120 days after the close of its fiscal year, a report containing information in reasonable detail:

(a) The assets and liabilities, including trust funds, of the corporation as of the end of the fiscal year

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year

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

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

(e) Any information required by California Corporation Code Section 6322.

SECTION 5 ACCESS TO MEMBERSHIP RECORDS

Every person making application for membership in this corporation must waive the right to obtain and copy membership lists as provided in California Corporations Code 6330(a)(1), (2), and (b)(1), and shall expressly agree, as provided in California Corporations Code 6330(c), to accept a reasonable alternative method of contacting members.

Such alternative method shall be to pay the corporation the reasonable cost of mailing any material furnished by a member to be distributed to all other members and which is relevant to the business of the corporation. Such mailing shall be made within fifteen (15) days after submission of the materials to be mailed and payment in full of the costs of mailing.

The Secretary of the Corporation, upon completing the mailing, shall furnish, upon request of the member who initiated and paid for the mailing to all members, a declaration under penalty of perjury that such mailing has been completed.
ARTICLE XIV

CONSTRUCTION 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 above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both the corporation and a natural person.
ARTICLE XV

AMENDMENTS

SECTION 1 AMENDMENTS BY MEMBERS

New bylaws may be adopted, or these bylaws may be amended or repealed, by approval of the members. Written petition to adopt new bylaws, or to amend or repeal these bylaws after their going into effect, shall be signed by ten (10) percent of the members and submitted to the Steering Committee. Such amendment(s) or addition(s) shall be made part of these bylaws if the petition is sustained by a two-thirds majority at a special meeting or annual meeting in which such petition is an item on the agenda for voting.

SECTION 2 AMENDMENTS BY STEERING COMMITTEE MEMBERS

Subject to the right of members under Section 1 of this Article XV, bylaws may be adopted, amended, or repealed by the Steering Committee by a two-thirds majority of the Steering Committee members present at a duly called Steering Committee special meeting in which the adoption, amendment, and/or repeal of incorporation or bylaws is (are) an item on the agenda for voting. However, if the articles of incorporation or bylaws adopted by the members provide for an indefinite number of officers, Delegates-at-Large, Steering Committee members, and/or Standing Committee Coordinators, the Steering Committee may adopt or amend a bylaw to fix the exact number of officers, Delegates-at-Large, and/or Steering Committee coordinators. Such adoption or amendment shall become a part of these bylaws if approved by a two-thirds majority of the Steering Committee present at a duly called Steering Committee special meeting in which the adoption or amendment is an item on the agenda for voting.