

BYLAWS OF

SLO BYTES PC USERS GROUP

a California Nonprofit Public Benefit Corporation

ARTICLE 1. OFFICES

The principal office of the corporation for the transaction of its business is located in San Luis Obispo County, California, and may be relocated within the county from time to time as the Board of Directors may direct.

ARTICLE 2. PURPOSES

The primary objective and purpose of this corporation shall be to educate the members and the public at large in the use of personal computers. In doing so, the corporation shall:

hold meetings and forums to disseminate information about personal computers, peripheral hardware, software and supplies; and

promote and hold exhibitions of various computer systems, software and supplies, including seeking the appearance of industry professionals to assist members in better understanding personal computers; and

collect and report on software available for personal computers, with an emphasis upon the development of a shareware library and bulletin board service for members and the general public; and

expand services and reporting to members as technology changes, to ensure that the educational purpose of the corporation is fulfilled.

ARTICLE 3. MEMBERS

SECTION 1. DEFINITION OF MEMBERSHIP

- a. Membership is open to anyone who is in harmony with the purposes of the group/corporation, and who pays the required dues. Memberships shall be for a period of 12 months, which shall run from the month of issue, and shall expire at the beginning of the same month in the following year.
- b. There shall be only one class of membership.
- c. Members of the immediate household of members of the corporation shall be entitled to all of the benefits of membership with the exception of voting, but shall not, for purposes of Section 5056 of the California Corporations Code, be considered "members."

SECTION 2. MEMBERSHIP TRANSFERS and TERMINATIONS

- a. There shall be no transfer of membership allowed

- b. Membership shall not be assignable or devisable, and shall terminate upon the death of the member.
- c. Membership may be terminated by the board for cause or without cause. If membership is terminated without cause, the terminated member shall be entitled to a full refund of dues paid for the year in which the termination occurs. If the membership is terminated for cause, there shall be no reimbursement of current dues.
- d. Whenever the board terminates the membership of a member, they shall give the member a 15 day notice of their intention to do so. The member shall be afforded the opportunity to appear before the board either orally or in writing not less than 5 days before the proposed termination is to take effect. The notice provided for in this subsection shall be by first-class mail sent to the last known address of the member as the address is shown in the corporation's records.

### SECTION 3. MEMBERS' VOTING RIGHTS

- a. All members shall have the right to vote on matters which require their determination, as specified in these bylaws.
- b. All matters upon which a vote is taken shall be decided by approval of the members, as the term is defined in Section 5034 of the California Corporation Code.
- c. There shall be no cumulative voting allowed.
- d. There shall be no voting by proxy allowed.
- e. The record date, as the term is used in Section 5611 of the California Corporations Code, for both notice of meetings and right to vote shall be the date of the last meeting held prior to notice being sent or a vote being taken. Since most members become members at a meeting of the corporation, it is the intent of this paragraph to ensure that members do not join the group/corporation and immediately vote at the same meeting.

### SECTION 4. MEMBERSHIP MEETINGS

- a. The Board of Directors shall schedule monthly meetings of the membership. Such meetings shall be held at 1:00 PM in the afternoon on the first Sunday of each month, in Fisher Hall, California State Polytechnic University, San Luis Obispo California, or such other places as the Board of Directors may decide. If the meetings are held at the above stated time and location, then no notice is required to the membership. If the time or location is changed, then the meetings shall be noticed to the membership via the monthly newsletter.
- b. A Quorum for all meetings shall be 20% of the voting power of the corporation, as that term is defined in Section 5078 of the California Corporations Code.
- c. All actions permitted to be taken by written ballot under Section 5513 of the California Corporations Code shall be allowed under these bylaws.

## ARTICLE 4. DIRECTORS

### SECTION 1. NUMBER

The corporation shall have five Directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

### SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

### SECTION 3. DUTIES

It shall be the duty of the Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws.
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation.
- c. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly.
- d. Meet at such times and places as required by these Bylaws.
- e. Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

### SECTION 4. ELECTION AND TERMS OF OFFICE

- a. The membership shall elect Directors at the November meeting of the corporation.
- b. Nominations for Director shall be made at the October meeting of the Board of Directors by the Board of Directors, and the nominations noticed to the membership in the October newsletter. Additional nominations shall be allowed from the members present and eligible to vote at the November meeting.
- c. Each Director elected shall take office in January of the following year and shall hold office until his or her successor is elected and qualifies.
- d. Directors may be reelected to serve successive terms.

## SECTION 5. COMPENSATION

Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending Directors meetings. In addition, they shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than Director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

## SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another.

## SECTION 8. REGULAR AND ANNUAL MEETINGS

- a. Regular meetings of Directors shall be held on the first Sunday of January, April, July and October at 6:00 p.m., unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next Sunday.
- b. At the annual regular meeting of Directors for the month of January, Officers shall be elected by and from the Board of Directors. Cumulative voting for the election of Directors shall not be permitted.

## SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairman of the Board, the Vice-Chairman, the Secretary, or by any two Directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

## SECTION 10. NOTICE OF MEETINGS

Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail the notice shall be deemed to be delivered on its deposit in the mails. Such notices shall be addressed to each Director at his or her address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

## SECTION 11. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

## SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals, shall be filed with the corporate records or made a part of the minutes of the meeting.

## SECTION 13. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the Board of Directors. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken;, except as provided in Section 10 of this Article.

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

## SECTION 14. MAJORITY ACTION AS BOARD ACTION

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

## SECTION 15. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or, in his or her absence, by the Vice-Chairman of the corporation or, in the absence of each of these persons, by a Chairman chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall normally be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

#### SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

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

#### SECTION 17. VACANCIES

- a. Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased.
- b. The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Corporations Code
- c. If the corporation has less than fifty (50) members, Directors may be removed without cause by a majority of all members, or, if the corporation has fifty (50) or more members, by approval of the members.
- d. Any Director may resign effective upon giving written notice to the Chairman of the Board, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.
- e. Vacancies on the Board may be filled by a majority of Directors then in office, whether or not less than a quorum, or by a sole remaining Director. The members, if any, of this corporation may elect a Director at any time to fill any vacancy not filled by the Directors.
- f. A person elected or appointed to fill a vacancy as provided in this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

## SECTION 18. NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation, and shall, be entitled to the maximum protection provided by Section 5047.5 and Section 5239 of the California Corporations Code.

## ARTICLE 5. OFFICERS

### SECTION 1. NUMBER OF OFFICERS

The officers of this corporation shall be a Chairman of the Board of Directors, a Vice-Chairman, a Secretary and a chief financial officer who shall be designated the Treasurer. The corporation may also have, as determined by the Board of Directors, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the Chairman or Chairman of the Board.

### SECTION 2. ELECTION, AND TERM OF OFFICE

Officers shall be elected by and from the Board of Directors, at their January meeting, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected, whichever occurs first.

### SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

### SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the Chairman or Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

### SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of Chairman of the Board, such vacancy may be filled temporarily by appointment by the Chairman until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

### SECTION 6. DUTIES OF CHAIRMAN OF THE BOARD

The Chairman of the Board shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his

or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. He or she shall preside at all meetings of the Board of Directors. If applicable, the Chairman shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

#### SECTION 7. DUTIES OF VICE-CHAIRMAN

In the absence of the Chairman, or in the event of his or her inability or refusal to act, the Vice-Chairman shall perform all the duties of the Chairman, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chairman. The Vice-Chairman shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

#### SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records.

Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### SECTION 9. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:



Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse or cause to be disbursed the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

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

Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request therefore.

Render to the Chairman and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

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

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## SECTION 10. COMPENSATION

No officer of this corporation shall be entitled to compensation for his or her services. Directors shall be reimbursed for expenses in accordance with Article 4, Section 5 of these bylaws.

## ARTICLE 6. COMMITTEES

The corporation shall have such committees as may from time to time be designated by resolution of the Board of Directors. Such committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

## ARTICLE 7. FISCAL YEAR

The fiscal year of the corporation shall coincide with the calendar year.

## ARTICLE 8. AMENDMENT OF THE BYLAWS

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws may be altered, amended, or repealed and new Bylaws adopted as follows:

- a. By the approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members as to voting, provided, however, a Bylaw specifying or changing the fixed number of Directors of the corporation, the maximum or minimum number of Directors, or changing from a fixed to variable Board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this section; or
- b. By approval of the members of this corporation.

ARTICLE 9. AMENDMENT OF ARTICLES

Amendment of the Articles of Incorporation may be adopted by the approval of the members of this corporation.

ARTICLE 10. ELECTRONIC RECORDS

Any provision in these bylaws which requires the maintenance or delivery of records or notice may be satisfied by the use of electronic storage or transmittal of the required record or notice. It is the purpose of this article to allow Directors, Officers and Members to utilize computer technology whenever possible to replace less efficient means of recrudescing and transmittal.

Adopted this \_\_\_\_\_ day of May, 1993

\_\_\_\_\_, Director

\_\_\_\_\_, Director

\_\_\_\_\_, Director

\_\_\_\_\_, Director

\_\_\_\_\_, Director

CERTIFICATE

May \_\_\_\_, 1993

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of this corporation on the date set forth above.

\_\_\_\_\_  
Robert Ward, Secretary

**Attachment to Form 1023**

**SLO BYTES PC USERS GROUP (EIN: 77-0503939)**

2612 Snowcone Place; Arroyo Grande, CA 93420-6549

**Part IV Financial Data**

A. Statement of Revenue and Expenses								
Line Item 22, Other Expenses	1998		1997		1996		1995	
Office Expenses								
- Stamps	32.00		96.00		64.00		71.56	
- Supplies	86.65		7.43		67.71		21.56	
- Telephone	83.15		196.08		139.04		117.12	
- Reproduction	<u>0.00</u>	201.80	<u>32.18</u>	331.69	<u>51.19</u>	321.94	<u>0.00</u>	210.24
Insurance		500.00		500.00		500.00		426.63
Legal		0.00		0.00		100.00		0.00
Memberships & Registrations								
- APCUG Membership	50.00		50.00		50.00		45.83	
- Registrations	<u>10.00</u>	60.00	<u>0.00</u>	50.00	<u>15.00</u>	65.00	<u>26.81</u>	72.64
Computer System								
- Hardware Components	424.51		36.74		1,373.67		215.00	
- Software	352.31		0.00		0.00		283.01	
- Peripherals	<u>0.00</u>	776.82	<u>0.00</u>	36.74	<u>301.71</u>	1,675.38	<u>0.00</u>	498.01
Bulletin Board System								
- Hardware Components	0.00		304.00		131.99		624.59	
- Software	0.00		0.00		50.00		0.00	
- Telephone Charges	<u>0.00</u>	0.00	<u>212.18</u>	516.18	<u>417.64</u>	599.63	<u>448.62</u>	1,073.21
Computer Supplies								
- Blank Diskettes	35.72		91.12		161.63		196.09	
- Backup Tapes	<u>0.00</u>	35.72	<u>0.00</u>	91.12	<u>0.00</u>	161.63	<u>67.86</u>	263.95
Newsletter								
- Bulk Mail	543.03		695.67		685.00		935.00	
- Reproduction	1,142.71		1,189.33		1,469.48		1,659.91	
- User Manual	<u>0.00</u>	1,685.74	<u>0.00</u>	1,885.00	<u>0.00</u>	2,154.48	<u>44.50</u>	2,639.41
Meeting Door Prizes		<u>177.16</u>		<u>177.39</u>		<u>140.40</u>		<u>160.85</u>
<b>Total</b>		<b>\$3,437.24</b>		<b>\$3,588.12</b>		<b>\$5,718.46</b>		<b>\$5,344.94</b>
B. Balance Sheet at the end of 1998 (current tax year)								
Line Item 8, Depreciable and Depletable Assets								Value
Computer System								
- Pentium 133, w/ 2 GB hard disk, 16 MB RAM, 8X CD-ROM, 28.8 kbs modem, Colorado T1000 tape backup, 14" color monitor, and HP Deskjet 540								\$450.00
Bulletin Board System (Not Operational)								
- 5x86, 512 MB hard disk, 16 MB RAM memory, 33.6 kbs modem, Colorado 250 MB tape backup, and 14" monochrome monitor								<u>275.00</u>
<b>Total Value</b>								<b>\$725.00</b>