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This Bylaw as dated on page 1 is derived from the required text for A California Public Benefit Corporation as published in the 9<sup>th</sup> Edition of NOLO's Law For All.

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**BYLAWS  
OF  
*Golden Gate Live Steamers, Inc.***

**A CALIFORNIA PUBLIC BENEFIT CORPORATION**

**As Approved by The Membership December 12, 2003**

**ARTICLE 1**

**OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the corporation for the transaction of its business is located in Golden Gate Live Steamers facility, Tilden Park, Contra Costa County, California.

**SECTION 2. CHANGE OF ADDRESS**

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

**ARTICLE 2  
PURPOSES**

**SECTION 1. OBJECTIVES AND PURPOSES**

The primary objectives and purposes of this corporation shall be:

To provide a site to operate a large scale miniature railroad so that we can promote craftsmanship in the field of model engineering for the benefit of our members and the public.

**ARTICLE 3  
OFFICERS & DIRECTORS**

**SECTION 1. NUMBER**

The corporation shall have 7 officers and directors and collectively they shall be known as the Board of Directors (Individually in this Bylaw they may be referred to as Board Member or director). 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, if any, 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 officers and 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 electronically communicated to them at such addresses shall be valid notices thereof.

### **SECTION 4. TERMS OF OFFICE**

Each officer or director shall hold office until the next annual meeting for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualifies. With the exceptions of the Ombudsman, who shall hold that office for 5 years from date of election and the immediate past president who shall serve as an at large board member.

### **SECTION 5. COMPENSATION**

Officers and Directors shall serve without compensation.

### **SECTION 6. 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. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all Board Members given either before or after the meeting and filed with the Secretary of the corporation or after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board.

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all Board Members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- a). Each director participating in the meeting can communicate with all of the other Board Members concurrently;
- b) Each director is provide the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation;
- c) The corporation adopts and implements some means of verifying 1) that all persons participating in the meeting are Board Members of the corporation or are otherwise entitled to

participate in the meeting, and 2) that all actions of, or votes by, the board are taken and cast only by Board Members and not by persons who are not Board Members.

## **SECTION 7. REGULAR AND ANNUAL MEETINGS**

Regular Meetings of the Board of Directors shall be held on the 1<sup>st</sup> Sunday of every Month at 1:00 PM except when falling on Christmas and New Years, which will be scheduled earlier and announced to the Membership. The purpose of the Board of Directors Meeting shall be to conduct the day-day business of the club, limited to expenditures set annually by the membership.

The annual meeting of the Board of Directors of this corporation shall be held concurrently with the regular December meeting of members for the purpose of electing officers, directors and trustees. Refer to Article 13. Section 2.

## **SECTION 8. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the Chairperson of the board, the President, the Vice President, the Secretary, or by any two Officers or Board Members, 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 9. 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, electronic video screen communication, or other communications equipment or electronic communication. If sent by mail or electronic communication, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the electronic communication company. 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 Board Members 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 Board Members 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 10. 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 11. 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 12. QUORUM FOR MEETINGS**

A quorum shall consist of 4 officers or Board Members.

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 Board Members 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 Board Members 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 Board Members 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 13. MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made by a majority of the Board Members 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 Board Members (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

### **SECTION 14. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Board Members 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 member to act as Secretary of the Meeting.

Meetings shall 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 15. 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 Board Members. 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 Board Members to so act, and such statement shall be prima facie evidence of such authority. ***E-Mail will be considered written consent.***

### **SECTION 16. VACANCIES**

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Officer or Board Member (2) whenever the number of authorized Officers or Board Members is increased.

The Board of Directors may declare vacant the office of a officer or 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 Nonprofit Public Benefit Corporation Law.

If this corporation has any members, then, if the corporation has less than fifty (50) members, Officers or Board Members may be removed without cause by a majority of all members, or, if the corporation has fifty (50) or more members, by vote of a majority of the votes represented at a membership meeting at which a quorum is present.

If this corporation has no members, Officers or Board Members may be removed without cause by a majority of the Officers or Board Members then in office.

Any Officer or Board Member may resign effective upon giving written notice to the Chairperson of the Board, the President, 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 Board Members in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the board may be filled by approval of the board or, if the number of Board Members then in office is less than a quorum, by (1) the unanimous written consent of the Board Members then in office, (2) the affirmative vote of a majority of the Board Members then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining Officer or Board Member. If this corporation has members, however, vacancies created by the removal of a Officer or Board Member may be filled only by the approval of the members. The members, if any, of this corporation may elect a Officer or Board Member at any time to fill any vacancy not filled by the Board Members.

A member elected to fill a vacancy as provided by 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 17. NON-LIABILITY OF DIRECTORS**

The Officers and Board Members shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

#### **SECTION 18. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS**

To the extent that a member who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

#### **SECTION 19. INSURANCE FOR CORPORATE AGENTS**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

**ARTICLE 4**  
**OFFICERS DIRECTORS & TRUSTEES**

**SECTION 1. NUMBER OF OFFICERS**

The officers of the corporation shall be a President, Vice President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The corporation shall additionally have three directors, 1 of which shall be the Ombudsman, 1 of which shall be the Safety Officer, and 1 of which shall be the immediate past president. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board.

**SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE**

Any member may serve as officer of this corporation. Officers shall be elected by the general membership as specified in Article 13. Section 11. of these Bylaws. Officers terms shall be for one year each except as noted in Article 3. Section 4.

Any member who has been a voting member for at least 10 years may become a Trustee (Trustee's manage the fund described in Article 6. Section 3.). Trustee terms shall be for 6 years with one trustee elected every two years beginning in 2004.

**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 or director 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 President or Secretary of the corporation. Any such resignation shall take effect at the date of 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 President, such vacancy may be filled temporarily by appointment by the President 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 PRESIDENT**

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and guide 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. Unless another member is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the

Board of Directors. If applicable, the President 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 PRESIDENT**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President 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.

The Vice President shall serve as the official Librarian for the corporation, keeping order and inventory of books, publications and such other material as may be collected for the benefit of the members.

#### **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 Board Members, and, if applicable, meetings of committees of Board Members 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 and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and/or the minutes of the proceedings of the Board Members 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 therefor.

Render to the President and Board Members, 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 cause 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. DUTIES OF THE OMBUDSMAN (Director):**

The Ombudsman of this corporation shall ascertain that the officers and directors perform their duties as defined in these Bylaws and Articles of Incorporation.

By virtue of the 5 year tenure the ombudsman shall maintain uniform interpretation and continuity of these Bylaws to the best of his or her ability.

Arbitrate disputes between members of the corporation and the corporation

The ombudsman shall not occupy any office or directorship during his or her tenure.

**SECTION 11. DUTIES OF THE SAFETY OFFICER (Director):**

The Chairman of the Safety Committee shall enlist two voting members of the Corporation to aid him or her in the establishment of safety rules and regulations governing the use of property under the jurisdiction of the Corporation and shall:

- a) Post safety and operating rules and regulation in a conspicuous place at the property under the jurisdiction of the corporation or cause the distribution of the safety and operating rules.
- b) Make each member or guest aware that such safety regulations exist and the penalties for non-compliance.
- c) Generally, to promote safe practice upon the property under the jurisdiction of the Corporation in such a manner as practicable in accordance with these Bylaws.

**SECTION 10. DUTIES OF THE TRUSTEES**

Trustees shall manage the Fund to assure the objectivity and continuity of the Fund per Article 6 Section 3.

**SECTION 11. COMPENSATION**

Officers, Directors & Trustees shall serve without compensation. In addition they shall be allowed reasonable compensation for extraordinary services and reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in Article 4 section 6 through and including 11. As used herein, "extraordinary duties" refers to the performance of duties

not specified in said section which are performed in furtherance of the primary purpose of this corporation. Subject to the approval of the Board of Directors.

## **ARTICLE 5**

### **-SECTION 1. OTHER COMMITTEES**

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of members 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.

### **SECTION 2. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **ARTICLE 6**

### **EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

#### **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer.

#### **SECTION 3. DEPOSITS**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

- a) November of 1988 the Board of Directors and the voting membership directed the formation of the Golden Gate Live Steamer Fund herein after called the "Fund".
- b) The purpose of the Fund is to assure the ongoing viability of the corporation and allow it the capacity to survive through unusual events. The Fund will be funded by periodic transfers from the corporation's accounts. These transfers will generally be due to non-recurring donations or income.

- a. For example; a member or friend of the corporation may designate that certain funds be intended for the fund. As in bequeaths or outright gifts directed to the Fund.
- b. Another example; the president may direct that proceeds from an auction of donated items go the Fund.
- c) The Fund shall be managed by three trustees elected by a quorum of voting members of the corporation. Elected Per Article 4 section 2. The trustees may invest the assets for better than Bank Checking Account income, however, the security of the Funds assets shall be the governing factor.
- d) It is not intended that the Fund be involved in the normal day to day activities of the corporation. Distribution from the fund shall be by a majority vote of the trustees the president, treasurer and ombudsman.

#### **SECTION 4. GIFTS**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

### **ARTICLE 7 CORPORATE RECORDS, REPORTS AND SEAL**

#### **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep:

- (a) Minutes of all meetings of Board Members, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

#### **SECTION 2. CORPORATE SEAL**

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

#### **SECTION 3. DIRECTORS' INSPECTION RIGHTS**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

The Board of Directors shall appoint an audit committee of two or more members to perform an audit of the financial books in May of each year, none of which may be an Officer or Board Member. Their report shall be declared at the June general meeting.

#### **SECTION 4. MEMBERS' INSPECTION RIGHTS**

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.
- (b) To obtain from the Secretary of the corporation, upon written demand and payment of a reasonable charge, an alphabetized list of the names, addresses and voting rights of those members entitled to vote for the election of Board Members as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.
- (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

#### **SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

#### **SECTION 6. ANNUAL REPORT**

In June of each year the board shall cause an annual report to be declared at a general meeting of the membership to all Board Members of the corporation and, if this corporation has members, to all members, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the 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 Section 7 of this Article.

The annual report shall be accompanied by any report thereon by an audit committee composed of two voting member of the corporation who are neither officers or directors, or the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

If this corporation has members, then, if this corporation receives TWENTY-FIVE THOUSAND DOLLARS (\$25,000), or more, in gross revenues or receipts during the fiscal year, this corporation shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from, or certification from an audit committee composed of two voting member of the corporation who are neither officers or director or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

**ARTICLE 8  
FISCAL YEAR**

**SECTION 1. FISCAL YEAR OF THE CORPORATION**

The fiscal year of the corporation shall begin on the 1<sup>st</sup> day of January and end on the last day of December in each year.

**ARTICLE 9  
AMENDMENT OF BYLAWS**

**SECTION 1. AMENDMENT**

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

(a) Subject to the power of members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors and the members unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this corporation has admitted any members, then a Bylaw specifying or changing the fixed number of Board Members of the corporation, the maximum or minimum number of Board Members, 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; and

(b) The membership shall be notified of the action by mail at least 14 days prior to the vote, and shall be presented with a ballot in the notification.

(c) By two-thirds (2/3) approval of the members by secret ballot either mailed in or present & voting, if any, of this corporation. All ballots shall be counted on or before the date stated in the notification.

**ARTICLE 10  
AMENDMENT OF ARTICLES**

**SECTION 1. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS**

After members, if any, have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors present & voting and by the approval of the members present & voting of this corporation.

**SECTION 2. CERTAIN AMENDMENTS**

Notwithstanding the above sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first Board Members of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

**ARTICLE 11  
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

**SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such member of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such member or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

**ARTICLE 12  
MEMBERS**

**SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS**

The corporation shall have Two classes of members; Voting and non Voting. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this corporation, all memberships shall have the same rights, privileges, restrictions and conditions.

Voting Members:

1. Family Membership: Shall include, spouse/significant other who shall have all rights & privileges, and children under 18 years of age who shall be junior members. Adult members are defined a person(s) eighteen years or more old who has paid their initiation fee and is current with their annual dues. Refer to Section 4 for dues requirements.
2. Individual Member: Shall be 18 years or older and shall be a voting member with all rights and privileges. And who has paid their initiation fee and is current with their annual dues. Refer to Section 4 for dues requirements.
3. Life Member: Is a member who has been voted to this status by:
  - a) Having been a regular member for ten or more years.
  - b) Who has made an outstanding contribution to the objectives and purpose of the Corporation as stated in Article 2, Section 1 of these Bylaws.
  - c) Who has been nominated to the Board of Directors by 5 members in good standing who have been with the corporation for at least five years. The Board of Directors shall verify the nominee's qualifications and make recommendation as appropriate to the membership.
  - d) The president shall present the nomination for Life Membership at the next general meeting, the membership shall vote by secret ballot an acceptance or rejection of the nomination. A three fourths majority for acceptance is required for election to Life Membership.

- e) Life Membership is intended to honor a member and carries with it a complete remission of dues for life.

Non Voting Members:

1. Associate Member: Shall not be a voting member but otherwise has all rights and privileges.
2. Junior Member: Shall be between 12 and 18 years of age & shall not be a voting member but otherwise have all rights and privileges. Junior Members must be accompanied by a sponsoring regular member, parent or guardian.
3. Honorary Members: Honorary membership nominations will be presented in writing to the Board of Directors. Prospective honorary members will be presented to the membership for consideration at the next practicable meeting of members. A two-thirds majority vote for acceptance is required to elect a person to honorary membership. Honorary members can be voted out of the corporation by a vote of two-thirds for that action. Or following the process defined in Article 12 section 9.

## **SECTION 2. QUALIFICATIONS OF MEMBERS**

The qualifications for membership in this corporation are as follows: ***Refer to Article 12 Section 1.***

## **SECTION 3. ADMISSION OF MEMBERS *Voting & Non Voting.***

### ***Voting Members:***

- 1) Regular member applicants shall:
  - a) Complete a Membership Application, and presenting such at the principal office of the corporation or at a membership meeting.
  - b) Submit their initiation and yearly membership (pro-rated fees as determined by the Treasurer) which become due and payable by the first regular meeting following the introduction of the regular member applicant.

### Non Voting Members

- 2) Associate member applicants shall:
  - a) Complete a Membership Application, accompanied by the initiation fees and dues and presenting such at the principal office of the corporation or at a membership meeting. The treasurer will collect the initiation fees and dues, and notify the membership chairman who will enter the name of the associate member on the roster. The new associate member shall be announced at the next regular meeting of members as practicable.
- 3) Junior member applicants shall be sponsored by a regular voting member who shall:
  - b) Complete an Membership Application, accompanied by the initiation fees and dues and presenting such at the principal office of the corporation or at a membership meeting. The treasurer will collect the initiation fees and dues, if any, and notify the membership chairman who will enter the name of the junior member on the roster. The new junior member shall be introduced at the next regular meeting of members as practicable.

## **SECTION 4. FEES, DUES AND ASSESSMENTS**

- a) The Board of Directors shall determine from time to time the fee that shall be charged for making application for membership in the corporation:
- b) The Board of Directors shall determine from time to time the annual dues payable to the corporation by members.
- c) Family membership dues shall be set to encourage family participation in GGLS activities.
- d) Junior and Associate membership dues shall be ½ rounded up to the nearest \$10 of the regular annual dues.
- e) The annual dues shall be prorated by quarter.
- e) New members joining in the 4<sup>th</sup> quarter of the year shall be considered paid in full for the succeeding year.
- f) The dues are due and payable on January 1 of each year. Dues received after the last day of March must be accompanied by a late fee equal to that of the application fee.
- g) Memberships shall be nonassessable.
- h) Any member may petition the Board of Directors for relief from obligation of dues for one year at a time. A 2/3 majority of the Board Members present & voting shall be required to accept the petition.

#### **SECTION 5. NUMBER OF MEMBERS**

There is no limit on the number of members the corporation may admit.

#### **SECTION 6. MEMBERSHIP BOOK**

The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office and shall be available for inspection by any director or member of the corporation during regular business hours.

The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

#### **SECTION 7. NONLIABILITY OF MEMBERS**

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

#### **SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS**

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

#### **SECTION 9. TERMINATION OF MEMBERSHIP**

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



(1) Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(2) Any Regular member who has cause to object to the membership of another member regardless of class of membership shall present his objection in writing to the Secretary of the Corporation. The Board of Directors shall make a determination that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.

(3) If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30)-day period following the member's receipt of the written notification of delinquency.

(b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a)(2) of this section, the following procedure shall be implemented:

(1) A notice shall be sent by first-class or registered mail to the last address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.

(2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.

(3) Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

(4) If this corporation has provided for the payment of dues by members, any member expelled from the corporation shall receive a refund of dues already paid. The refund shall be pro-rated to return only the unaccrued balance remaining for the period of the dues payment.

## **SECTION 10. RIGHTS ON TERMINATION OF MEMBERSHIP**

All rights of a member in the corporation shall cease on termination of membership as herein provided.

## **SECTION 11. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS**

Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

## **ARTICLE 13 MEETINGS OF MEMBERS**

### **SECTION 1. PLACE OF MEETINGS**

Meetings of members shall be held at the principal office of the corporation or at such other place or places within or without the State of California as may be designated from time to time by resolution of the Board of Directors.

## SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS

*The members shall meet annually on the 2<sup>nd</sup> Sunday of December in each year at 10:00 AM for the purpose of electing officers, directors and trustees, as well as transacting other business that may come before the meeting.*

This meeting shall be concurrent with the annual Board of Directors meeting. Cumulative voting for the election of directors shall not be permitted. The candidates receiving the highest number of votes of members present & voting up to the number of Officers or directors to be elected shall be elected. Each voting member shall cast one vote, with voting being by ballot only. The annual meeting of members for the purpose of electing Officers or directors shall be deemed a regular meeting.

Other regular meetings of the members shall be held on 2<sup>nd</sup> Friday of each month except January at 8:00 PM.

## SECTION 3. SPECIAL MEETINGS OF MEMBERS

(a) Persons Who May Call Special Meetings of Members. Special meetings of the members shall be called by the Board of Directors, the Chairperson of the Board, or the President of the corporation. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members.

## SECTION 4. NOTICE OF MEETINGS

(a) Time of Notice. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat, provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given twenty (20) days before the meeting.

(b) Manner of Giving Notice. Notice of a members' meeting or any report shall be given either personally or by mail or other means of written communication, addressed to the member at the address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice; or if no address appears or is given, at the place where the principal office of the corporation is located or by publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the principal 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. For this purpose notification of regular or special meeting may also be included in the Corporations monthly newsletter.

(c) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which Officers and Board Members are to be elected shall include the names of all those who are nominees at the time notice is given to members.

(d) Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted 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 electronic communication to the Chairperson of the Board, President, Vice President or Secretary of the corporation. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

(e) Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this section, the waiver of notice or consent shall state the general nature of the proposal.

(f) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

1. Removal of Officers or Board Members without cause;
2. Filling of vacancies on the Board by members;
3. Amending the Articles of Incorporation; and
4. An election to voluntarily wind up and dissolve the corporation.

## **SECTION 5. QUORUM FOR MEETINGS**

A quorum shall consist of (20) twenty of the voting members of the corporation.

The members 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 members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person or by proxy at the meeting, but no other business shall be transacted at such meeting.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, 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 of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

Notwithstanding any other provision of this Article, if this corporation authorizes members to conduct a meeting with a quorum of less than one-third (1/3) of the voting power, then, if less than one-third (1/3) of the voting power actually attends a regular meeting, in person or by proxy, then no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

## **SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION**

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

## **SECTION 7. VOTING RIGHTS**

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Officers and Board Members, however, shall be by ballot.

## **SECTION 8. PROXY VOTING**

Members entitled to vote shall not be permitted to vote or act by proxy.

## **SECTION 9. CONDUCT OF MEETINGS**

Meetings of members shall be presided over by the Chairperson of the Board, or, if there is no Chairperson, by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present in person or by proxy. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert 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 any provision of law.

## **SECTION 10. ACTION BY WRITTEN BALLOT WITHOUT A MEETING**

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provided that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 4(b) of this Article.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Officers and Board Members, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the corporation in order to be counted.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Officers and Board Members may be elected by written ballot. Such ballots for the election of Officers and Board Members shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Officers and Board Members is withheld, they shall not be counted as votes either for or against the election of a director.

A written ballot may not be revoked after its receipt by the corporation or its deposit in the mail, whichever occurs first.

## **SECTION 11. REASONABLE NOMINATION AND ELECTION PROCEDURES**

This corporation shall make available to members reasonable nomination and election procedures with respect to the election of Officers and Board Members by members. Such procedures shall be reasonable given the nature, size and operations of the corporation, and shall include:

- (a) A reasonable means of nominating members for election as Officers and Board Members.
- (b) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
- (c) A reasonable opportunity for all nominees to solicit votes.
- (d) A reasonable opportunity for all members to choose among the nominees.

Generally, any member who is qualified to be elected to the Board of Directors shall be nominated at the annual meeting of members held for the purpose of electing Officers and Board Members by any member present at the meeting in person or by proxy. However, if the corporation has five hundred (500) or more members, any of the additional nomination procedures specified in subsections (a) and (b) of Section 5221 of the California Nonprofit Public Benefit Corporation Law may be used to nominate members for election to the Board of Directors.

**SECTION 12. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if the members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

**SECTION 13. RECORD DATE FOR MEETINGS**

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

**WRITTEN CONSENT OF OFFICERS AND DIRECTORS ADOPTING BYLAWS**

We, the undersigned, are all of the persons named as the Officers and Board Members of The Golden Gate Live Steamers, a California nonprofit corporation, and, pursuant to the authority granted to the Board of by these Bylaws to take action by unanimous consent to, and hereby do, adopt the foregoing Bylaws, consisting of 20 pages, as the Bylaws of this corporation.

Dated: \_\_\_\_\_

\_\_\_\_\_  
*Ken Brunskill, President*

\_\_\_\_\_  
*Kirk Lindstedt, Vice President*

\_\_\_\_\_  
*Jim Dameron, Secretary*

\_\_\_\_\_  
*John Lisherness, Treasurer*

\_\_\_\_\_  
*Sheldon Yee, Ombudsman*

\_\_\_\_\_  
*Robert Cohen, Safety Officer*

**CERTIFICATE**

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 said corporation on the date set forth below.

Dated: \_\_\_\_\_  
*Jim Dameron, Secretary*

**Ammendments:**

The GGLS By-Laws Article 3. Section 7 May 2005  
The GGLS By-Laws Article13. Section 2 May 2005