

***BYLAWS OF THE***  
**NAPA VALLEY PERSONAL COMPUTER USERS GROUP**  
**A California Nonprofit Public Benefit Corporation**

**May 2002**

**Napa Valley Personal Computer Users Group  
PO Box 2866  
Napa, CA 94558**

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**ARTICLE I. OFFICES**

**1.1 Principal Office.** The Corporation will maintain its principal office in the County of Napa, State of California.

**1.2 Change of Address.** The County of operation may be changed only by an amendment to these Bylaws and not otherwise. The Board of Directors may, however, change the principle office from one location to another within Napa County. Such change of address will be recorded below and will not be deemed an amendment to these Bylaws.

Change of office location within Napa County:

New Location \_\_\_\_\_ Approval Date \_\_\_\_\_

New Location \_\_\_\_\_ Approval Date \_\_\_\_\_

**ARTICLE 2. PURPOSE**

**2.1 Purpose.** The purpose of this Corporation is to provide a forum in the Napa Valley community to educate by acquiring, promoting, exchanging, and disseminating knowledge, ideas, and information to the general public about personal computers (hardware and software) and their uses; and to provide education and help in solving computer related problems; and to educate and foster the development of computer related skills among members and the general public.

**ARTICLE 3. DIRECTORS**

**3.1 Number.** The Corporation will have not less than five (5) nor more than fifteen (15) Directors. The total number of Directors will be determined and approved by the Board of Directors.

**3.2 Powers** All corporate powers will be exercised under the direction of the Board of Directors subject to the limitations in the California Nonprofit Public Benefit Corporation laws, the Articles of Incorporation, and these Bylaws.

**3.3 Duties** The members of the Board of Directors will:

- (a) Perform all duties imposed by law, Articles of Incorporation, and these Bylaws;
- (b) Appoint and remove, define the duties, supervise, fix reimbursement (if any), of all Officers or agents of the Corporation;
- (c) Meet at such times and places as required by the Board of Directors;
- (e) Register their addresses with the Secretary of the Corporation. Notices of meetings mailed, e-mailed, or Faxed to them at such addresses will be a valid notice.

### **3.4 Election of Directors**

Directors will be elected at an annual meeting or at such time as a replacement Director is required. Candidates receiving the highest number of votes up to the number of Directors are elected. Each Director will cast one vote for each vacancy. Voting may be by voice or ballot.

### **3.5 Term of Office**

Each director will hold office until his or her successor is elected and qualified, or is otherwise removed. Directors are elected to serve for a 1-year term. Directors are eligible for reelection without limitation on the number of terms they may serve.

### **3.6 Compensation**

Directors will serve without salary or compensation. Directors may be reimbursed for expenses incurred in the performance of their regular duties such as travel fees, meeting fees, and purchase of materials. Such reimbursement will be approved by the Board of Directors .

### **3.7 Restrictions Regarding "Interested" Directors**

Not more than 25% of the Board of Directors may be "interested" persons. "Interested" persons means either:

- (a) Any person currently being compensated by the Corporation for services rendered within the previous twelve (12) months as an Officer, employee, or independent contractor.
- (b) Any direct relative (such as a brother, sister, spouse, brother-in-law) of any such person.

### **3.8 Place of Meetings**

Meetings will be held at the principal office of the Corporation or at such place which has been approved by the Board of Directors.

Any meeting may be held by conference telephone or similar communications equipment (such as electronic video screen communication), provided all Directors participating in the meeting are able to hear and speak to one another concurrently and are allowed to directly participate in all matters before the Board.

### **3.9 Regular and Annual Meetings**

Regular meetings of the Board of Directors will typically be held monthly. The exact schedule will be approved by the Board of Directors.

An annual meeting will typically be held in November. The exact date of the meeting will be established by the Board of Directors.

### **3.10 Special Meetings**

Special meetings of the Board of Directors may be called by the President, Vice President, Secretary, or by any two Directors. A special meeting will be held at a time and place designated by the person calling the meeting.

### **3.11 Notice of Meetings**

Directors will be notified of the time and date of the regular and annual meetings at least one (1) week prior to the meeting.

Directors will be notified of special meetings at least three (3) days prior to the meeting unless otherwise approved by the Board of Directors.

Meeting notices will be addressed to each Director at his/her address as registered with the Corporation Secretary.

### **3.12 Contents of Notice**

The meeting notice must include the location, day and hour of the meeting. The purpose of the meeting is not required in the notice.

### **3.13 Waiver of Notice and Consent to Hold Meetings**

The transactions of any meeting of the Board of Directors will be official and valid provided all Directors had been properly notified and a "quorum" of Directors was present at the meeting.

Directors who were not present at the meeting will be notified of the meeting results by published minutes or a special notice.

### **3.14 "Quorum" for Meetings**

A majority of the total number of approved Directors will constitute a "quorum." For example, if the Board of Directors has approved 9 total Directors, then 5 Directors is a quorum.

No business will be considered by the Board of Directors at any meeting at which a quorum is not present. The Directors present at such meeting may only vote to adjourn the meeting.

### **3.15 Majority Action as Board Action**

Every act or decision approved by a majority of the Directors present at a meeting at which a quorum is present is an official act of the Board of Directors, unless the Articles of Incorporation or Bylaws or provisions of California Law, (particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a financial interest (Section 5233) and indemnification of Directors (Section 5238)), requires a greater percentage or different voting rules for approval.

### **3.16 Conduct of Meetings**

Meetings of the Board of Directors will be presided over by the President of the Board of Directors, or in his/her absence the Vice President, or in the absence of each of these persons a Director chosen by a majority of the Directors present at the meeting.

The Secretary of the Corporation will act as secretary for all meetings of the board. If the Secretary is not present, the Presiding Officer will appoint another person to act as Secretary of the Meeting.

Meetings will be typically governed by Roberts Rules of Order unless other rules have been approved by the Board of Directors.

### **3.17 Action by Unanimous Written Consent Without Meeting**

Actions required or permitted to be taken by the Board of Directors may be taken without a meeting provided all members of the Board of Directors individually or collectively consent in writing to such action.

Written consents will be filed with the minutes of the proceedings of the board.

Any document required by law will state that the action was taken by unanimous written consent of the Board of Directors without a meeting in compliance with the Corporation Bylaws.

### **3.18 Vacancies on the Board.**

Vacancies on the Board of Directors will exist upon on the death, resignation or removal of a Director or when the number of authorized Directors is increased.

Any vacancy occurring on the Board of Directors may be filled by a majority vote of the remaining Directors.

A Director elected to fill a vacancy will be elected for the unexpired term of his/her predecessor in office.

### **3.19 Removal of Directors.**

Directors may be removed with or without cause as follows:

**For Cause.** The Board of Directors may declare vacant the office of a Director on the occurrence of any of the following events:

- (1) The Director has been declared of unsound mind by an order of the court; or
- (2) The Director has been convicted of a felony; or
- (3) The Director has been found by order of any court to have breached duties imposed by the Corporations Code, or
- (4) The Director has failed to attend three (3) consecutive meetings of the Board.

**Without Cause.** Any Director may be removed without cause if approved by the majority of the Board of Directors.

### **3.20 Resignation.**

Any Director may resign effective on giving written notice to the President or Secretary.

### **3.21 Non-Liability of Directors.**

The Directors will not be personally liable for the debts, or other obligations of the Corporation.

### **3.22 Indemnification by the Corporation for Directors and Officers**

To the extent that a person who is, or was, a Director, Officer or other agent of this Corporation has been successful in their defense against any civil or criminal proceeding brought against such person by reason of the fact that they were an agent of the Corporation, they will be indemnified against their expenses actually and reasonably incurred in connection with such proceeding.

If such person either settles a claim or sustains a judgment against them, then indemnification against expenses, judgments, fines, settlements or other amounts reasonably incurred in connection with the proceedings will be provided by this Corporation but only to the extent allowed by the California Nonprofit Public Benefit Corporation Law.

### **3.20 Insurance for Directors and Officers**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any 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, 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.

## **4. OFFICERS**

### **4.1 Officer Number and Titles.**

The Officers of this Corporation will be a President, Vice President, Secretary, and Chief Financial Officer (who will be designated the "Treasurer").

### **4.2 Officer Qualifications, Election, and Term of Office:**

Any Director may serve as an Officer of the Corporation.

Officers will be elected by the Board of Directors at the Annual Board of Directors meeting or at such other times as the replacement of an Officer is required.

An Officer will hold office for a term of one year or until he/she resigns, is removed, or is otherwise disqualified to serve.

The President and Vice President may be re-elected up to a maximum of four consecutive years. Such person would again be eligible for reelection to President or Vice President after one year.

The Treasurer and Secretary may be re-elected without limit.

### **4.3 Subordinate Officers:**

The Board of Directors may appoint other Officers as deemed necessary. Such Officers will serve terms, have authority, and perform duties as approved by the Board of Directors.

### **4.4 Officer Removal and Resignation:**

Any Officer may be removed, either with or without cause, by quorum majority vote of the Board of Directors, at any time.



Any Officer may resign at any time by giving written notice to the Board of Directors or the President or Secretary. Such resignation will take effect at the date of the receipt of the notice or later date if specified in the notice. Unless otherwise specified, the formal acceptance of such resignation will not be necessary to make it effective.

#### **4.5 Officer Vacancies:**

Any Officer vacancy caused by the death, resignation, removal, disqualification, or other reason will be filled by a majority vote of the Board of Directors.

In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily through appointment by the President until such time as the Board acts to fill the vacancy.

Vacancies may or may not be filled as the Board will determine, however, the Corporation will maintain a President, Secretary, and Treasurer.

#### **4.6 Duties of the President:**

The president is the General Manager and the Chief Executive Officer of the Corporation and will, subject to the control from the Board of Directors, supervise and control the affairs of the Corporation.

The President will perform all duties incident to his/her office and such other duties as required by law, the Articles of Incorporation, these Bylaws, or other duties as approved by the Board of Directors.

The President will preside at all meetings of the Board of Directors.

The President will be an "ex officio" member of all committees.

Except as provided by law, the Articles of Incorporation, or these Bylaws, the President will, 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.

#### **4.7 Duties of the Vice-President:**

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

The Vice-President will perform other duties as prescribed by law, the Articles of Incorporation, these Bylaws, or as may be assigned by the Board of Directors.

#### **4.8 Duties of the Secretary:**

The Secretary will perform the following duties:

- (A) Maintain the official copies of the "Articles of Incorporation" and the "Bylaws."
- (B) Maintain a book of the minutes of all meetings of the Board of Directors. Each set of minutes should contain the time and place of the meeting, whether a regular or special meeting, how notice was given, the names of those present, and the proceedings of the meeting.

- (C) Ensure all meeting notices are forwarded to the Directors.
- (D) Provide access to all official documents to any Director or his/her attorney.
- (E)...Perform other duties as required by law, the Articles of Incorporation, these Bylaws, or other duties assigned by the Board of Directors.

#### **4.9 Duties of the Treasurer**

The Treasurer will perform the following duties:

- (A) Have custody of and be responsible for all funds and securities of the Corporation.
- (B) Ensure funds are properly deposited in the name of the Corporation in banks or other depositories as approved by the Board of Directors.
- (C) Receive, and give receipt for, monies due and payable to the Corporation.
- (D) Disburse funds as approved by the Board of Directors.
- (E) Maintain accurate records of the Corporation properties and business transactions (including accounts of assets, liabilities, receipts, disbursements, gains, and losses).
- (F) Provide upon request, the financial records to any Director or his/her attorney.
- (G) Prepare, or cause to be prepared, all tax returns and other fiscal reports required by Federal, State, or local law.
- (H) Perform other duties as required by law, the Articles of Incorporation, these Bylaws, or other duties assigned by the Board of Directors.

#### **4.10 Officer Compensation.**

Officers will serve without salary or compensation.

Officers may be reimbursed for expenses incurred in the performance of their regular duties such as travel fees, meeting fees, and purchase of materials. Such reimbursement will be approved by the Board of Directors .

### **5. COMMITTEES**

#### **5.1 Select Committees--**

The Board may establish "Select Committees." Select Committees are typically appointed by the Board for a short time to resolve a unique problem.

The terms and powers of any Select Committee will be defined by the Board of Directors.

Any person deemed qualified by the Board may serve on a Select committee.

#### **5.2 Standing Committees--**

The Board may establish "Standing Committees." Standing Committees typically remain active from year to year.

The terms and powers of any Standing Committee will be defined by the Board of Directors.

Any person deemed qualified by the Board may serve on a Standing committee.

### **5.2.1 Financial Audit Standing Committee**

A "Financial Audit Standing Committee" will be established by the Board. This committee will report to the Board of Directors.

The Financial Audit Committee will be responsible for conducting an annual audit of the Corporation financial records or upon departure of the Treasurer.

The committee members will be appointed by the Board of Directors and will not include the Treasurer or any authorized check signatories of the Corporation.

The committee audit report will be included with the Annual Corporation financial report.

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

### **6.1 Execution of Instruments (Contracts) .**

Contracts, reimbursements, or purchase orders equal or greater than \$200 must be approved by the Board of Directors and signed by the President.

Minor material purchase orders and small contracts less than \$200 do not require Board approval. The Treasurer will be responsible for the authorization of such orders and contracts.

The Board of Directors, may authorize other Officers or agents of the Corporation to enter into a contract on behalf of the Corporation, but such authority will be confined to a specific contract previously approved by the Board of Directors.

No Officer or agent of the Corporation will have any power or authority to bind the Corporation to any contract until the contract is properly approved in accordance with these Bylaws.

### **6.2 Checks and Notes.**

Except as otherwise specifically authorized by the Board of Directors or as required by law, all checks, drafts, promissory notes, orders for the payment of money, or other evidence of indebtedness of the Corporation will be signed by at least one authorized signatories.

Authorized signatories on the checking account will be the President, Vice President, Treasurer, and Secretary and/or other authorized signatories as approved by the Board of Directors.

Authorized signatories on long-term savings or investment accounts, endowment funds, or accounts containing funds from restricted donations will be the President and/or the Treasurer.

All checks, drafts, or orders for the payment of money to a single business or individual in which the yearly total aggregate amount exceeds two thousand dollars (\$2,000) will be signed by at least two signatories of the Corporation. The Treasurer will advise the Corporation when two signatures are required.

Any transfer of funds from any account outside the general operating checking account including, but not limited to, long-term savings or investment accounts, must be approved by the board of Directors.

### **6.3 Deposits.**

Funds of the Corporation will be deposited to the credit of the Corporation in banks, trust companies, or other depositories as approved by the Board of Directors.

Funds received will be directed to the Treasurer who will deposit them to the Corporation credit in one of the Corporation accounts.

### **6.4 Gifts.**

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

## **7. CORPORATE RECORDS AND REPORTS**

### **7.1 Maintenance of Corporate Records.**

The Corporation will keep the following records at its principal office or other place approved by the Board:

- (A) Minutes of the meetings of the Directors and committees of the Board. The minutes will include the time and place of the meeting, whether regular or special, how called, the notice given, and the names of those present and the proceedings.
- (B) Financial records including accounts of properties, business transactions, assets, liabilities, receipts, disbursements, gains and losses.
- (C) Official copies of the Articles of Incorporation and these Bylaws.

### **7.2 Directors' Inspection Rights.**

Every Director has an absolute right, at a reasonable time, to inspect and copy all Corporation books, records, and documents, and to inspect the physical properties of the Corporation.

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

### **7.3 Annual Financial Report.**

The Treasurer will prepare an annual financial report to be provided to the Board of Directors not later than thirty (30) days after the close of the Corporation fiscal year. The report should contain the following information:

- (A) The assets and liabilities of the Corporation at the end of the fiscal year.
- (B) The principal changes in assets and liabilities for the fiscal year.
- (C) The revenue or receipts of the Corporation for the fiscal year.

- (D) The expenses or disbursements of the Corporation for the fiscal year.
- (E) A copy of the annual financial audit report prepared by the Financial Audit Standing committee.

## **8. FISCAL YEAR**

### **8.1 Fiscal Year of the Corporation.**

The fiscal year of the Corporation will begin on 1 January and end on 31 December of each year.

## **9. AMENDMENT OF THESE BYLAWS**

### **9.1 Amendment of 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, only by a majority vote of the Board of Directors.

Any amendments to the Bylaws must be approved by a two-thirds majority of the Directors and properly filed in the legally prescribed manner.

## **10. AMENDMENTS TO THE ARTICLES OF INCORPORATION**

### **10.1 Amendments To The Articles of Incorporation.**

Amendments to the "Articles of Incorporation" may be adopted by the approval of a majority of the Board of Directors of this Corporation.

The Corporation will not amend the Articles of Incorporation to update the names and addresses of the Directors of the Corporation, nor the name and address of the initial agent (except to correct an error in the original names and addresses).

Any other amendments to the Articles of Incorporation must be approved by a two-thirds majority of the Directors and properly filed in the legally prescribed manner with the Secretary of State of the State of California.

## **11. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

### **11.1 Prohibition Against Sharing Corporate Profits and Assets.**

No member, Director, Officer or other person connected with this Corporation, or any private individual, will receive, at any time, any of the net earnings or profit from the operations of the Corporation. This provision will not prevent payment to any such person for reasonable compensation for services performed for the Corporation in effecting any of its charitable purposes; provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors.

**11.2 Distribution of Assets Upon Dissolution of the Corporation**

No member, Director, Officer or other person connected with this Corporation will be entitled to share in the distribution of, and will not receive, any of the corporate assets on dissolution of this Corporation.

Upon dissolution of the Corporation, (whether voluntarily or involuntarily), any remaining assets of the Corporation, (after all debts have been satisfied), will be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

**ARTICLE 12. MEMBERS**

**12.1 Members.**

The Corporation makes no provisions for members. Any action which would otherwise, under law or the provisions of the Articles of Incorporation or these Bylaws, require approval by a majority of all members, or approval by the members, shall only require the approval by the Board of Directors.

**WRITTEN CONSENT OF DIRECTORS ADOPTING THE BYLAWS**

We, the undersigned, are all of the persons named as the initial Directors in the Articles of Incorporation of the Napa Valley Personal Computer Users Group, A California nonprofit corporation, and, pursuant to the authority granted to the Directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 15 pages, as the Bylaws of this Corporation.

**Signatures of Directors:**

**Date:** \_\_\_\_\_

\_\_\_\_\_  
Ronald F. Dack; Director

\_\_\_\_\_  
Ken Manfree; Director

\_\_\_\_\_  
C. Eleanor Kessler; Director

\_\_\_\_\_  
Jacqueline Tolman; Director

\_\_\_\_\_  
Richard G. Peterson; Director

\_\_\_\_\_  
Jerry B. Brown; Director

\_\_\_\_\_  
Bernhard E. Krevet; Director

\_\_\_\_\_  
Louis Schirm III, Director

\_\_\_\_\_  
William A. Barnett, Director

\_\_\_\_\_

**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 the Napa Valley Personal Computer Users Group on the date set forth below:***

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

\_\_\_\_\_  
Bernhard E. Krevet, Director

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