

# Bylaws

SAN DIEGO LEAGUE OF GENTLEMEN  
as amended 19 December 2002

## ARTICLE I. NAME AND OFFICE.

- A. The name of this corporation shall be San Diego League of Gentlemen.
- B. The principal office for the transaction of business of the corporation is 8858 Hillslope Avenue, Spring Valley, CA 91977, located in the State of California, County of San Diego.
- C. The Board of Directors may change the principal office from one location to another. Any change of this location shall be noted by the Secretary on these bylaws opposite this section, or this section may be amended to state the location. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

## ARTICLE II. PURPOSES OF CORPORATION.

- A. San Diego League of Gentlemen, Inc. is a brotherhood of men working together to develop a deeper understanding of ourselves and others. The corporation will provide its members and guests with social, recreational and educational activities encouraging personal growth in all individuals with whom we may come in contact. These activities will include, but not limited to: discussions in regular meetings, rap groups, and educational demonstrations. Members are required to respect the rights of others. We believe in everyone's basic right to discover his sexual development, without embarrassment or intimidation, provided he respects the rights of others. By honoring this right, we can make a positive contribution to those who search for a deeper sexual understanding.
- B. This corporation has been formed under the California Corporation Law for the purposes described above in Article II.A. and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, for or against any cause or measure being submitted to the people for a vote.
- C. The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose described above.

## ARTICLE III. MEMBERSHIP.

### A. QUALIFICATIONS FOR MEMBERSHIP.

Membership in the corporation is open to any gay or bisexual male of at least 18 years of age residing in San Diego County or Imperial County, who shall agree to abide by the corporation's rules, and shall submit to the pledging process.

B. THE PLEDGING PROCESS.

The pledging process shall consist of the following:

1. The prospective member shall fill out an application form and present his remittance of standard membership fees to the Treasurer.
2. The prospective member shall attend at least three meetings of the general membership, not including events.
3. The prospective member shall attend at least one meeting of the Board of Directors.
4. The prospective member shall attend and volunteer at at least two events.
5. After meeting the above requirements, the prospective member shall attend the next available meeting of the Board of Directors to be approved. Only a simple majority of the Board members needs be achieved.
6. After approval by the Board of Directors, the new member shall attend the next available meeting of the General Membership to be approved. Only a simple majority of the general membership needs to be achieved.
7. Each prospective member shall be assigned a Mentor to guide him through the pledging process.
8. The prospective member shall make every effort to complete his pledging within twelve months from the time he fills out his membership application.
9. If the prospective member fails at either the Board or membership level, he may re-pledge one additional time. If he fails again, he may resubmit 12 months from the date of the last vote. His membership fee will be refunded.

C. RIGHTS OF MEMBERSHIP.

1. A Full Member is entitled to wear the organization's uniform and colors and participate in all sponsored functions.
2. A Full Member is entitled to make motions and vote on corporation business at all meetings, subject to the rules of meetings as defined in Article IX.
3. A Full Member is entitled to run for and hold a position on the Board of Directors.
4. A Full Member is entitled to receive e-mail notice of special meetings, and if necessary, his expulsion from the corporation.
5. All Full Members are peers, on equal footing with one another regardless of position.

D. OBLIGATIONS OF MEMBERSHIP.

1. A member shall at all times conduct himself in a manner which upholds the integrity of this organization.
2. A member shall pay annual dues in the amount set by the Board of Directors.
3. All members are expected to act like gentlemen at all times.

E. REVOCATION AND RESIGNATION OF MEMBERSHIP.

1. Expulsion from the club may be determined by many things including, but not limited to behavior.
2. A member may resign by giving written or electronic notice to any member of the Board of Directors.
3. Upon the occasion of his resignation or expulsion, a member shall return any corporation property in his possession, including any copies of the corporation' insignia.
4. Refunds of membership fees will not be granted in the cases of expulsion or resignation.

F. DUES.

1. Membership dues are set at \$20.00 per annum.
2. Memberships are payable on the first day of the corporation's fiscal year (1 January).
3. There is no pro-ration of dues - memberships are per year, not per month.

ARTICLE IV. BOARD OF DIRECTORS AND OFFICERS.

A. BOARD OF DIRECTORS.

1. The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, Immediate Past President, and three other members, in good standing, of the organization.
2. The entire Board of Directors shall be elected at the annual meeting, subject to the rules for meetings defined in Article IX.
3. The term of office shall be for one year beginning on the first day of January and continuing until the first day of the following January. All board members serve on a voluntary basis and are to receive no remuneration for their services.

B. POWERS OF THE BOARD OF DIRECTORS.

1. GENERAL CORPORATE POWERS.

Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the articles of incorporation and these bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

2. SPECIFIC POWERS.

Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

- a. Select and/or remove all agents and members of the corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws;

- b. Change the principal executive office of the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California and designate any place within or outside the State of California for the holding of any meetings, including annual meetings;
- c. Adopt, make and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate; and
- d. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

C. FURTHER SPECIFIC POWERS.

- 1. The Board of Directors of the corporation shall have the power to:
  - a. Issue or approve the issuance of the corporation's correspondence, newsletters, and other public announcements;
  - b. Set the time, place, agendas and rules of procedure for all meetings;
  - c. Approve all corporate projects and spending;
  - d. Set the amount of the annual membership dues.
- 2. The officers of the corporation shall have the power to:
  - a. The President shall be empowered to preside over all meetings, appoint committees, represent the corporation on official occasions and in business contracts, appoint the Quartermaster and Master at Arms, act as any other officer in his absence and co-sign checks;
  - b. The Vice-President shall be empowered to act as Parliamentarian, act as President in his absence, and co-sign checks;
  - c. The Secretary shall be empowered to act as Treasurer in his absence and co-sign checks;
  - d. The Treasurer shall be empowered to collect membership due and other funds owed to the corporation, pay bills, act as Secretary in his absence, and co-sign checks;
  - e. Any of the three members-at-large on the Board may act as Secretary or Vice-President in his absence.

D. DUTIES OF THE BOARD OF DIRECTORS.

1. The annual report to members referred to in the California Nonprofit Corporation Law is expressly dispensed with. However, the corporation shall provide to those members who require it in writing, within 90 days of the close of its fiscal year, a report containing the following information in reasonable detail: the assets and liabilities of the corporation, principal changes in assets and liabilities during the year, the revenue and disbursements during the year, and any information required by the California Corporations Code Section 6322 (see Appendix A).
2. The President is obliged to promote interest on the part of each member in the activities of the corporation.
3. The Vice-President is obliged to promote and enforce safe practices at all functions.
4. The Secretary is obliged to keep minutes of all meetings, handle all correspondence, notify the Secretary of the State of California of the duly elected Board of Directors, and maintain current address information for all members. The Secretary is obliged to give notice to all members of any special meetings and to give notice to any individual member of his expulsion from membership. Such notice may be made by personal delivery, first-class mail, or by telecommunication. Meeting notices sent by first-class mail shall be deposited into a United States mailbox or at least seven days before the time set for the meeting. Meeting notices given in any other manner shall be communicated at least 48 hours before the time set for the meeting.
5. The Treasurer is obliged to keep accurate records of receipts and expenditures, insure all bills contracted have been approved by the corporation prior to their payment, and issue reasonably detailed financial statements to the membership at every monthly meeting.
6. The Quartermaster is a board-appointed officer, not necessarily a member of the Board of Directors. He shall be empowered to keep all corporation properties not currently needed by other members in the performance of their duties, and is obliged to maintain an accurate inventory of club property in his possession.
7. The Master at Arms is a board-appointed officer, not necessarily a member of the Board of Directors. He shall be charged with maintaining order at all meetings and events. He is authorized to deputize others as needed.
8. The Membership Chair is a board-appointed officer, appointed from within the Board of Directors. He shall be charged with finding ways to increase paid membership and encourage recruiting, and shall chair the Membership Committee.

ARTICLE V. COMMITTEES.

Committees may be appointed by the Board of Directors to serve the needs of the corporation. Committees can be permanent or *ad hoc*.

ARTICLE VI. NOMINATIONS AND ELECTIONS.

- A. A nominating committee shall be appointed by the Board of Directors each year consisting of
1. The current President,
  2. The Immediate Past President, who shall act as chair,

3. Three members not currently serving on the Board, who shall be selected by the membership.
- B. The nominating committee shall select at least one nominee for President, Vice-President, Secretary and Treasurer and three at-large members.
- C. The nominee for President shall be selected from among currently serving or past members of the Board of Directors. The nominating committee shall consider nominees recommended by any member for any director position. The nominating committee shall perform due diligence on behalf of all candidates whose names have been submitted for consideration.
- D. The corporation's nominating committee shall report its slate of candidates to the Board of Directors in November of each year.
- E. The election process shall be the responsibility of the Immediate Past President or person designated by him. A ballot containing the slate of candidates, together with biographical information on each candidate, shall be presented to all regular members at the Annual Meeting.
- F. A simple majority of those voting shall be required for election. In case of multiple candidates, voters shall indicate their order of preference. If no one candidate has a majority, then votes for the candidate with the least votes will be taken and redistributed to the second choice of those voters. The process of elimination shall be continued until a candidate achieves a majority.
- G. The President shall notify the members of the election results.

#### ARTICLE VII. FISCAL YEAR.

The fiscal year of the corporation shall be the calendar year.

#### ARTICLE VIII. INDEMNIFICATION.

Any person made a party to or threatened with any civil, criminal or investigative action, suit or proceeding by reason of the fact that he is or was a director or officer of the corporation may be indemnified by the corporation against reasonable expenses, including attorney's fees, actually and reasonably incurred by him in connection with such action, suit or proceeding, or in connection with any appeal therein, except as to matters as to which such director or officer is guilty of negligence or misconduct in the performance of his duties. Such indemnification shall not be deemed exclusive of any other rights of indemnification to which such director or officer may be entitled apart from these bylaws. The corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the association against any liability asserted against him in such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability.

#### ARTICLE IX. MEETINGS.

##### A. GENERAL MEETINGS.

1. A regular general meeting for the entire membership will be held each month at a time and place determined by the Board of Directors. Special general meetings may be called at other times by the Board of Directors subject to notification requirements detailed in Article IV.D.4.
2. A quorum to conduct business at a general meeting is 25% of the current membership either present or by written proxy.

3. General meetings are the only occasions upon which votes may be taken on the expulsion of a current member, or recall of a Board member. These votes will be made by secret ballot, supervised by two members appointed by the President. Expulsion and recall votes require a 75% vote.
4. General meetings are the only occasions upon which votes may be taken to fill a vacancy on the Board of Directors.
5. General meetings are the only occasions upon which amendments to these bylaws can be made, subject to consideration on such amendments as set forth in Article XIII.
6. Every act or decision done or made at a general meeting shall be regarded as the act of the Board of Directors, subject to provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest and (ii) indemnification of directors.

**B. BOARD MEETINGS.**

A regular board meeting will be held each month at a time and place set by the board. The time and place shall be made known to all members. A quorum for the board meeting is the President and at least three other dues paying members. Any corporation business not reserved to the general membership as detailed in Article IX may be taken up at a board meeting.

**C. ANNUAL MEETINGS.**

The general meeting in January shall serve as the corporation's annual meeting, and will be for the purpose of installing a new Board of Directors.

**ARTICLE X. RECORDS AND REPORTS.**

**A. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS.**

The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this State, the original or a copy of the articles and bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. The Secretary shall, on the written request of any member, furnish to that member a copy of the article and bylaws as amended to date.

**B. MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS.**

The accounting books, records and minutes of proceedings of the members and any committee(s) shall be kept at such a place or places as designated by the Board of Directors or in the absence of such designation, at the principal executive office of the corporation. The minutes shall be stored electronically, and the accounting books and records shall be kept in written or electronic form. The accounting books and records shall be open to inspection on written demand by an member, at any reasonable time during usual business hours, for a purpose reasonably related to this member's interest as a member. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. These rights of inspection extend to the records of each subsidiary corporation of this corporation.

C. PROSPECTIVE MEMBERS ACCESS TO MEMBERSHIP RECORDS.

1. Every person making application for membership in this corporation must waive his right to obtain and copy membership lists, as provided in California Corporations Code 6330(a)(1), (2), and (b)(1), and shall expressly agree, as provided in California Corporations Code 6330(c), to accept a reasonable alternative of contacting members (see Appendix A).
2. Such alternative method shall be to pay the corporation the reasonable cost of mailing any material to be furnished by a prospective member to all other members. Such mailing shall be made within 15 days after submission of the materials to be mailed and payment in full of costs.
3. The Secretary of the corporation upon completion of the mailing shall furnish upon written request of the member who initiated and paid for the mailing to all members, a declaration under penalty of perjury that such mailing has been completed.

ARTICLE XI. CONSTRUCTION AND DEFINITIONS.

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws.

ARTICLE XII. DISSOLUTION.

- A. The corporation may be dissolved by a resolution adopted by a majority of the Board of Directors.
- B. In the event of dissolution of the corporation, the board or committee appointed by the Board of Directors shall be responsible for its liquidation.
- C. In case of liquidation or dissolution of the corporation, the board shall authorize the payment of all indebtedness (not including any dues) of the corporation, and turn over any assets to be distributed for one or more of the exempt purposes set forth in Article II hereof, to a Section 501(c)(3) organization.

ARTICLE XIII. AMENDMENTS.

Amendments to these bylaws may be proposed at any general meeting, in writing, but will not be voted on until the next meeting, giving the membership the necessary time to decide about the proposed amendment. A 75% vote will be necessary to pass any amendments.

ARTICLE XIV. LAW TO APPLY.

In the event of any dispute as to the meaning of any term or phrase contained herein, California law shall be held to apply.

ARTICLE XV. SEVERABILITY.

If any paragraph hereof shall be held to be invalid, all other paragraphs hereof shall continue in force and effect.

These Bylaws were adopted on 5 December 2001.  
These Bylaws were amended on 25 September 2002.  
These Bylaws were amended on 19 December 2002.

## Appendix A: Applicable California Corporations Code

### Section 6322 (referenced by Article IV.D.1.)

- (a) Any provision of the articles or bylaws notwithstanding, every corporation shall furnish annually to its members and directors a statement of any transaction or indemnification of a kind described in subdivision (d) or (e), if any such transaction or indemnification took place. If the corporation issues an annual report to all members, this subdivision shall be satisfied by including the required information in the annual report. A corporation which does not issue an annual report to all members, pursuant to subdivision (c) or (d) of Section 6321, shall satisfy this section by mailing or delivering to its members the required statement within 120 days after the close of the corporation's fiscal year.
- (b) Except as provided in subdivision (c), a covered transaction under this section is a transaction in which the corporation, its parent, or its subsidiary was a party, and in which either of the following had a direct or indirect material financial interest:
  - (1) Any director or officer of the corporation, or its parent or subsidiary.
  - (2) Any holder of more than 10 percent of the voting power of the corporation, its parent or its subsidiary.

For the purpose of subdivision (d), an "interested person" is any person described in paragraph (1) or (2) of this subdivision.
- (c) For the purpose of subdivision (b), a mere common directorship is not a material financial interest.
- (d) The statement required by subdivision (a) shall describe briefly:
  - (1) Any covered transaction during the previous fiscal year involving more than fifty thousand dollars (\$50,000), or which was one of a number of covered transactions in which the same interested person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than fifty thousand dollars (\$50,000).
  - (2) The names of the interested persons involved in such transactions, stating such person's relationship to the corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.
- (e) The statement required by subdivision (a) shall describe briefly the amount and circumstances of any indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or director of the corporation pursuant to Section 5238; provided that no such report need be made in the case of indemnification approved by the members (Section 5034) under paragraph (2) of subdivision (e) of Section 5238.

**Section 6330** (referenced by Article X.C.1.)

- (a) Subject to Sections 6331 and 6332, and unless the corporation provides a reasonable alternative pursuant to subdivision (c), a member may do either or both of the following as permitted by subdivision (b):
  - (1) Inspect and copy the record of all the members' names, addresses and voting rights, at reasonable times, upon five business days' prior written demand upon the corporation which demand shall state the purpose for which the inspection rights are requested; or
  - (2) Obtain from the secretary of the corporation, upon written demand and tender of a reasonable charge, an alphabetized list of the names, addresses, and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of a 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 10 business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.
- (b) The rights set forth in subdivision (a) may be exercised by:
  - (1) Any member, for a purpose reasonably related to the person's interest as a member. Where the corporation reasonably believes that the information will be used for another purpose, or where it provides a reasonable alternative pursuant to subdivision (c), it may deny the member access to the list. In any subsequent action brought by the member under Section 6336, the court shall enforce the rights set forth in subdivision (a) unless the corporation proves that the member will allow use of the information for purposes unrelated to the person's interest as a member or that the alternative method offered reasonably achieves the proper purpose set forth in the demand.
  - (2) The authorized number of members for a purpose reasonably related to the members' interest as members.
- (c) The corporation may, within 10 business days after receiving a demand under subdivision (a), deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in the demand without providing access to or a copy of the membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made under subdivision (a) shall be deemed a reasonable alternative, unless within a reasonable time after acceptance of the offer the corporation fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the corporation does not meet the proper purpose of the demand made pursuant to subdivision (a).