

# **CALIFORNIA MEN'S GATHERINGS**

## **Corporate ByLaws**

January 11, 2015

# California Men’s Gatherings

## Corporate ByLaws

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## **ARTICLE 1**

### **Location of Offices**

#### **Section**

#### **1. PRINCIPAL OFFICE**

The principal office of this corporation for the transaction of its business is located in Los Angeles County, California. The Board of Directors may designate branch offices of the corporation from time to time.

#### **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**

### **Mission and Objectives**

#### **Section**

#### **1. MISSION STATEMENT**

The California Men's Gatherings (CMG) *creates and fosters a safe and supportive welcoming community* where we can take risks that not only educate, but also challenge, inspire, and revitalize our emotional, spiritual, social and physical lives through local events, workshops, weekends and CMG retreats called "Gatherings."

We value the spirit of volunteerism, leadership and mentoring in all we do. We value understanding, compassion, inclusion, consensus, trust, collaboration and transparency, and we strive to share these gifts with our community-at-large.

CMG reaches out to, and creates space where all men, regardless of sexual orientation, age, race, religion, gender fluidity, or background, can find a different way to connect more openly, more honestly, with less fear and a lot more fun.

**We are committed to offering the opportunity for all men to learn, grow, connect and support one another by "*Building Community One Man at A Time.*"**

#### **2. OBJECTIVES**

The activities of The CMG, and, in particular, the community gatherings are designed to educate, inspire creativity and to promote understanding, trust, respect, intimacy, compassion and love among men of varying sexual orientations and identities, men of different abilities, men of all races and ethnic origins, and men of varying religious traditions and spiritual practices.

The primary activity of The CMG is to create gatherings and other events in a safe and supportive environment in which men can confront risk and experience the challenges and discomfort necessary for genuine growth, transformation and empowerment as men.

### 3. *Core Values*

The CMG is a vehicle for men to contribute to the solution of challenges in our world today. We strive to integrate and embrace men where they are to engage, connect with, and empower ourselves and our communities.

#### **ACTION COMMITMENTS (*a shift in CMG culture*)**

We do this for the world, for ourselves, and for the broader

#### **IMPROVE OUR RELATIONSHIP WITH THE EARTH**

recycling and keeping the earth in our minds.

#### **RECONNECT WITH BASIC MEN'S ISSUES**

We've stopped doing this, but it can be resurrected.

#### **PROVIDE AN EXPERIENCE OF WELLNESS**

Healing and Wellness. Making men welcome.

#### **INITIATE SERVICE PROJECTS OUTSIDE THE CMG**

#### **ENCOURAGE POLITICAL ACTIVISM**

#### **EMPOWER SHIFTS IN MEN FROM CONSUMING TO CONTRIBUTING TO THE WORK OF THE CMG**

**TO CONVERSE With, ALIGN OURSELVES With, AND WORK WITH OTHER GROUPS.**

## **ARTICLE 3**

### **Gatherings and Local Events Committees**

#### **Section**

#### **1. GATHERINGS**

Gatherings shall be multi-day events with workshops that explore men's issues. A Planning Committee ("PC") shall plan each Gathering, and shall be authorized by, and report to, the Board of Directors. Any man who has attended one Gathering is qualified to become a member of a Planning Committee.

The time, place, and duration of each Gathering, as well as the content of the workshops, will be determined by the Planning Committee for that Gathering.

A Planning Committee ("PC") is a voluntary group of individuals who organize themselves for the purpose of presenting workshops at a specific Gathering. The Gathering's budget must be approved by the Board of Directors prior to making any expenditure for the upcoming Gathering.

Each Planning Committee reports to the Board of Directors, and its seed capital comes from the treasury of the corporation. The Board of Directors may designate a percentage of the Gathering's gross revenues ("Corporate Contribution") to be returned to the Corporation to cover general corporate expenses. With Board approval, each Gathering may designate any surplus (above and beyond the Corporate Contribution) to be utilized by the subsequent Gathering's Planning Committee, either for Capital expenditures or for Financial Aid. The books must be closed, and the Corporate Contribution remitted, no later than ninety (90) days after the end of the Gathering.

#### **2. LOCAL EVENTS COMMITTEES**

CMG Local Events Committees (“LECs”) support the men of a given geographical area of California, by creating and planning events, workshops, and local gatherings, for the enrichment and empowerment of CMG attendees, and to promote interest in the statewide CMG Gatherings. A Local Events Committee is made up of volunteers, two of whom must be former Planners of Gatherings, and the remaining LEC Members may be men who have attended CMG Gatherings, or men with an interest in CMG participation.

Each Local Events Committee is authorized by, and reports to, the Board of Directors of the corporation. Each LEC must submit an annual budget, which must be reviewed by the CMG Corporate Treasurer and approved by the Board of Directors. The Board may provide seed capital to each LEC, so that it may present and promote local events, workshops, local gatherings, and other activities during a calendar year. Additional items, such as contributions to pay for email promotions, and registration process for events, comes from the budget of each LEC.

Each LEC shall hold annual elections for LEC leadership roles, including Chairman, Secretary, Board Representative, Treasurer, etc. This election will be held during the first quarter of the calendar year.

## **ARTICLE 4**

### **Directors**

#### **Section**

#### **1 Number of Directors**

The Board of Directors shall consist of the four Executive Officers, and one representative from each Planning Committee and each Local Events Committee, as well as any additional committee that is formed at the annual Member Meeting. Each Executive Officer shall have been a member of a CMG Planning Committee (“PC”) in the past. The Membership may also authorize Appointed Board Members (see section 4 below), who shall be full voting members of the Board of Directors.

#### **2 Powers**

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

#### **3 Duties**

It shall be the duty of the Directors to:

- a. Perform any and all duties imposed on them collectively and/or individually by law, by the Articles of Incorporation of the 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 preformed properly;
- d. Meet at such times and places as required by these ByLaws;
- e. Register their addresses with the Secretary of the corporation. Notice of meetings mailed, emailed, faxed, or telegraphed to them at such addresses shall be valid notices thereof.

#### **4 Appointed Directors**

Based on the recommendation of the Board, the Membership may approve additional members to serve on the Board in various capacities at any time. All appointed Directors may vote in all matters brought to the

Board's attention. When an Appointed Director's term of service in the same capacity exceeds 3 consecutive years, he will lose his vote until he takes at least one year off from that capacity. An Appointed Director may be reinstated in a former position, or be appointed in another capacity, and thus attain voting rights for three consecutive years

**5 Planning Committee and Local Events Committee Representatives**

CMG Gathering Planning Committees (PCs) and Local Events Committees (LEC's) shall select one of their members to represent their committee to the CMG Board of Directors. In addition, a second "deputy" representative may be chosen, to represent the committee, in the regular Board Representative's absence.

Representative Members of CMG PCs or LECs, shall hold office until:

- a. A succeeding PC has designated a new Board Representative.
- b. The current Board Representative resigns, is replaced, or dies.
- c. The PC or LEC has been disbanded, or is combined with another PC or LEC.
- d. CMG Members, at an Annual Business Meeting, have determined that representation is no longer needed. **Elections**

Each Planning Committee and each Local Events Committee shall elect a member of that Committee to represent the Committee on the Board of Directors. The method for conducting the election will be determined by the Committee. The four Executive Officers will be elected by the Membership at the Annual Meeting.

**7 Compensation**

Directors shall serve without compensation except that they shall be reimbursed for a portion of their actual and necessary expenses incurred in attending Board of Directors Meetings and the Annual Meeting. The scope of these reimbursements will be based on the reimbursement policy adopted by the Board of Directors. In addition, they shall be allowed reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may be compensated for rendering services to the corporation in a capacity other than as Director.

**8 Restriction against Interested Directors**

Notwithstanding any other provisions of these ByLaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For the purposes of this Section, "interested persons" means either:

- a. Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director

**OR**

- b. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law, of any such person.

**9 Place of Meetings** and after all Board Members have been given notice via FAX, U.S. Mail, or email of the meeting as hereinafter provided for meetings of the Board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear and speak to one another clearly.

**10 Regular Meetings**

A regular Board of Directors Meeting shall be held annually in conjunction with the Annual Meeting of Members, which generally takes place during the third weekend of January each year. Additionally, other

regular Board Meetings may take place at each of the three Gatherings, at a time determined by the President.

**11 Special Meetings**

Special meetings of the Board of Directors may be called by the President, the Vice-President, the Secretary, or by any two directors, and such meetings shall be held at the place, within 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.

**12 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, by telephone, FAX, or E-Mail. If sent by mail, the notice shall be deemed to be delivered on its deposit in the mails. Such notice shall be addressed to each Director at his address as shown on the books of the corporation.

Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

**13 Contents of Notice**

Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of a Board Meeting need not be specified in the notice. Subject of a special meeting must be specified in the notice and action at such meeting must be limited to that subject.

**14 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.

**15 Quorum for a Meeting**

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

**16 Consensus Action as Board Action**

Meetings shall be governed by consensus insofar as it is not inconsistent with or in conflict with these ByLaws, with the Articles of Incorporation of the corporation, or with provisions of law.

**17 Conduct of Meetings**

Meetings of the Board of Directors shall be conducted by the President, or, in his absence, by the Vice-President of the corporation, or in the absence of each of these persons, by a chairperson chosen by a consensus of the Directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that, in his absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

**18 Action by Unanimous Written Consent without Meeting**

Any action required or permitted to be taken by the Board of Directors under any provisions of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all Members of the Board" shall not include any "interested director" as defined in Section 5233 of the *California Nonprofit Public Benefit Corporation Law*. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

## **19 Vacancies**

Vacancies on the Board of Directors shall exist:

- a. On the death, resignation, or removal of any director, and
- b. Whenever the number of authorized Directors is increased.

The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty; under Section 5230 and following, of the *California Nonprofit Public Benefit Corporation Law*.

Any Director may resign effective upon giving written notice to 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 Directors in charge of its affairs, except upon notice to the Attorney General of the State.

Vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by:

- a. The unanimous written consent of the Directors then in office,
- b. Consensus of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these ByLaws, or
- c. A sole remaining Director. If this corporation has members; however, vacancies created by the removal of a Director may be filled only by the approval of the members. The members of this corporation may elect a Director at any time to fill any vacancy not filled by the Directors. A person 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 resignation or removal from office.

## **20 Non-Liability of Directors**

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

## **21 Indemnification by the Corporation of Directors, Officers, Employees and Other Agents**

To the extent that a person who is, or was a Director, officer, employee or other agent of this corporation has been successful on the merits in defense of a civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he 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 a person either settles any such claim or sustains a judgment against him, then indemnification against expenses, judgments, fines, settlements, and other amount reasonably incurred in connection with such proceedings shall be provided by this corporation by only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the *California Nonprofit Public Benefit Corporation Law*.

## **22 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*) assert 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 5**

### **Officers**

#### **Section**

#### **1 Number of Officers**

The four Executive Officers of the corporation shall be a President, a Vice-President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. These four Executive Officers will also be members of the Board of Directors. The corporation may also have, as determined by the Board of Directors, Subordinate Officers, including additional Vice-Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any additional Subordinate Officers will also be members of the Board of Directors. The same person may hold any number of offices except that neither the Secretary nor the Treasurer may serve concurrently as the President.

#### **2 Qualification, Election, and Term of Office**

Executive Officers shall be elected by the General Membership, at least annually, and each officer shall hold office until he resigns or is removed or is otherwise disqualified to serve, or until his successor shall be elected and qualified, whichever occurs first. The four Executive Officers (President, Vice-President, Secretary and Treasurer) may not serve as an executive officer for more than three (3) consecutive years, regardless of the position(s) held. After a hiatus of at least one year, an Officer may once again serve in any Executive Officer position.

#### **3 Subordinate Officers**

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

#### **4 Removal and Resignation**

The Board of Directors may remove any officer, either with or without cause, 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 provision of the 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.

#### **5 Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any of the four Executive Officers 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 positions held by Subordinate Officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

#### **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 control the affairs of the corporation and the activities of the officers. He shall perform all duties incident to his 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. The President shall preside at all meetings of the Board of Directors. The President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, by the Board of Directors, or by these ByLaws, he 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.

**7 Duties of Vice President**

In the absence of the President, or in the event of his 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 oversee the orientation of newcomers, for the Gatherings which occur during his term of office. The Vice President keeps a record of the hours or the status of a potential member's position with a Planning Committee or Local Events Committee, in regard to becoming a Member of the CMG (see Article 13, sections 2a and 2b).

**8 Duties of the Secretary**

The Secretary shall:

- a. 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;
- b. Keep at the principal office of the corporation or at such place as the Board may determine, a book of minutes of all meetings of the Directors, and if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
- c. See that all notices are duly given in accordance with the provisions of these ByLaws or as required by law;
- d. 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;
- e. 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 shall record such facts in the membership book together with the date on which such membership ceased.
- f. Exhibit at all reasonable times to any Director of the corporation, or to his or her agent of attorney, on request thereof, the ByLaws, the membership book, and the minutes of the proceedings of the Directors of the corporation.
- g. 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 from time to time by the Board of Directors.

9

**Duties of the Treasurer**

Subject to the provisions of these ByLaws relating to Article 7, **Execution of Instruments, Deposits and Funds**, the Treasurer shall:

- a. 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;
- b. 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;
- c. 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;
- d. Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his agent or attorney, on request thereof;
- e. Render to the President and Directors, whenever requested, an account of any or all of his transactions as Treasurer and of the financial condition of the corporation;
- f. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;
- g. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by the law, by the Articles of Incorporation of the corporation, or by these Bylaws, or duties which may be assigned to him from time to time by the Board of Directors.

**ARTICLE 6  
Committees**

**Section**

**1 Executive Committee**

The Board of Directors may, by consensus of the Directors, designate two or more of its members (who may be serving as officers of this corporation) to constitute an Executive Committee and delegate to such committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

- a. The approval of any action which, under law or the provisions of these ByLaws, requires the approval of the Members or the consensus of all the Members;
- b. The filling of vacancies on the Board or on any committee which has the authority of the Board;
- c. The amendment or repeal of ByLaws or the adoption of new ByLaws;
- d. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- e. The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected;



**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 8 Corporate Records, Reports, and Seal**

**Section**

**1 Maintenance of Corporate Records**

The corporation shall keep at its principal office, or other designated location, in the State of California:

- a. Minutes of all meetings of Directors, 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 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 will be open to inspection by the members of the corporation at all reasonable times during office hours

**2 Corporate Seal**

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

**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.

**4 Members' Inspection Rights**

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 and 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, a 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 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.

**5 Right to Copy and Make Extracts**

Agent or attorney may make in person or any inspection under the provisions of the Article and the right to inspection includes the right to copy and make extracts.

**6 Annual Report**

The Board shall cause an Annual Report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all Directors of the corporation and to any member who requests it in writing. The Annual 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.
- f. The Annual Report shall be certified by the Treasurer of the corporation that such statements were prepared without audit from the books and records of the corporation.

**7 Annual Statement of Specific Transactions to Members**

This corporation shall mail or deliver to all Directors and any and all Members a statement within one hundred and twenty (120) days after the close of its fiscal year, which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

Any transaction in which the corporation, or its parent or its subsidiary, was 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 (a mere common Directorship shall not be considered a material financial interest); or
- (2) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND (\$50,000.00) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY-THOUSAND DOLLARS (\$50,000.00).

- b. Similarly, the statement need only be provided with respect to indemnification or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000.00) paid during the previous fiscal year to any Director or Officer, except that no such statement need be made if such indemnification was approved by the Members pursuant to Section 5238 (c) (2) of the *California Nonprofit Public Benefit Corporation Law*.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, 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.

If this corporation provides all Members with an Annual Report according to the provisions of Section 6 of the Article, then such Annual Report shall include the information required by this section.

## **ARTICLE 9**

### **Fiscal Year**

#### **Section**

##### **1 Fiscal Year of the Corporation**

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

## **ARTICLE 10**

### **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 to change or repeal these ByLaws under Section 5150 of the *California Corporations Code*, by approval of the Board of Directors unless the ByLaw amendment would materially and adversely affect the rights of Members as to voting or transfer, provided; however, if this corporation has admitted any Members, then a ByLaw specifying or changing the fixed number of Directors of the corporation, the maximum or minimum number of Directors, or changing from a fixed to variable Board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section:
- b. By approval of the Members of this corporation at the Annual Members' Meeting, or any special meeting of Members, in which due notice is given, to discuss the ByLaws.

## **ARTICLE 11**

### **Amendment of Articles of Incorporation**

#### **Section**

##### **1 Amendment of Articles after Admission of Members**

After Members have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the Members of the corporation.

##### **2 Certain Amendments**

Notwithstanding the above Section 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 Directors of the corporation, nor the name and address of its initial agent, except to correct an error in such statement, or to delete either 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 12

### Prohibition against Sharing Corporation Profits and Assets

#### Section

#### 1 Prohibition against Sharing Corporate Profits & Assets

No Member, Director, 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 allow payment to any such person for 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 as fixed by resolution of the Board of Directors.

No such person 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 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 13

## Voting Members

### Section

#### 1 Determination and Rights of Voting Members

While all men who participate in the CMG are “members of the organization,” the corporation shall have only one class of Voting Members, who become eligible through the qualifications below. In the Bylaws outside of Article 13, the term “Members” refers to the Voting Members of the Corporation. No Voting Member shall hold more than one Voting Membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this corporation, annual Voting Memberships shall have the same rights, privileges, restrictions, and conditions.

#### 2 Qualification of Voting Members

##### **Preamble**

The qualifications of Voting Members are designed to provide a Voting Membership that is demonstrating commitment to the goals of the organization and to provide both stability and new voices to the governance of the organization.

To accomplish these purposes, there are two main specific intentions of the reform of January 2014:

First, to allow the men who have been recently contributing committee service to

Second, to loosen the AMM attendance requirement by allowing men to begin Voting Membership within the first two years of their Term of Service so they may avoid having to travel cross the state if the year of their service was done when the AMM will be at the opposite end of the state from their residence. They have two years to get to an AMM, instead of in the immediate year following service, within which time the AMM will return to their basic region, north or south.

##### **Qualifications**

- a. Any member of the organization, age 18 or older, who has completed a Term of Service recognized by the corporation's Board of Directors is eligible to become a Voting Member of this corporation for a maximum of two calendar years following the Term of Service.
- b. To begin Voting Membership, an eligible man shall 1) attend the Annual Meeting of the Members (AMM), and 2) pay the Annual Dues. Voting Membership may be begun either in the first year or in the second year following the Term of Service.
- c. If the Voting Membership is begun in the first year, then it may be continued into a second year upon payment of the Annual Dues, but without attendance being required at the AMM in the second year of Voting Membership. If the Voting Membership is commenced in the second year following the Term of Service, then it may not be renewed without another Term of Service having been completed within the previous two years.
- d. To maintain Voting Membership eligibility over multiple years, a Term Of Service shall be completed at least every other year of Voting Membership, with no more than a one-year gap between Terms. If two years have passed since the last Term of Service, Voting Membership may not be commenced or renewed without completing a new Term of Service.
- e. To maintain Voting Membership status, an eligible man shall attend the AMM at least every two years and pay the Annual Dues every year. Should annual dues not be received from a Voting Member for continued Voting Membership within sixty (60) days following the corporation's Annual Meeting of Members, Voting Membership will be deemed to have lapsed.

A Term of Service shall be defined as a minimum of 25 hours of work in service to this corporation within a calendar year in a capacity recognized by the corporation's Board of Directors. Eligible service

includes, but is not limited to, service as a member of a Gathering Planning Committee, a Local Events Committee, a Planning Committee sub-committee, the Board of Directors, and the Circle of Elders.

- g. The Vice-President of the corporation shall be charged with logging and verification of the hours of work leading to the completion of a Term of Service for any man aspiring to Voting Membership.
- h. Upon maintaining Voting Membership for ten years, a man is eligible for Voting Membership without any further Term of Service being required.

**3 Admission of Members**

Eligible applicants shall be admitted to Voting Membership upon payment of annual dues and attendance at the Annual Meeting of the Members as specified in these Bylaws.

**4 Fees, Dues, and Assessments**

- a. No fee shall be charged for making an application for Voting Membership in the corporation.
- b. The annual dues payable to the corporation by Voting Members shall be \$1.00.
- c. Memberships shall not be assessable.

**5 Number of Voting Members**

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

**6 Membership Book**

The Secretary of the corporation shall keep a Voting Membership Book containing the name and address of each Voting Member. Termination of the Voting Membership of any Voting Member shall be recorded in the book, together with the date of termination of such Voting Membership. The Voting Membership Book shall be kept at the corporation's principal office, or other such location within California as the Board may designate. It shall be available for inspection by any Director or Voting Member of the corporation during regular business hours.

The record of names and addresses of the Voting 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 Voting Member's interest as a Voting Member.

**7 Liability of Voting Members**

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

**8 Transferability of Voting Membership**

No Voting Member may transfer a Voting Membership or any right arising thereof. All rights of Voting Membership cease upon the Voting Member's death.

**9 Termination of Voting Membership**

**a. Grounds For Termination**

The Voting Membership of a Voting Member shall terminate upon the occurrence of any of the following events:

- (1) Upon his notice of such termination delivered to the President or Secretary of the corporation personally or by mail, email, or FAX. Such Voting Membership shall terminate on the date the termination notice is received.
- (2) Upon the death of the Member:

- (3) Upon removal of the Member, using the CMG Process of Reconciliation, or any process approved by the Members.

## **ARTICLE 14**

### **Meetings of Members**

#### **Section**

#### **1 Place of Meetings**

Meetings of Members shall be held within the State of California as may be designated from time to time by resolution of the Board of Directors.

#### **2 Annual Meeting of Members**

The Members will meet annually two days before the third Monday of January, at 10:00AM. The purpose of the Annual Meeting of Members (“Annual Business Meeting”) is to discuss and transact corporate business and to elect the four Executive Officers (President, Vice-President, Secretary and Treasurer), who will also become members of the Board of Directors. The Annual Meeting of Members shall coincide with a regular meeting of the Board of Directors. The Board may designate an alternate date for the Annual Meeting of Members, but it must be held within thirty (30) days of the third Monday of January.

#### **3 Special Meetings of Members**

The Board of Directors or the President of the corporation may call special meetings of the Members in addition to the Annual Meeting. Special meetings of the Members may also be called by five percent (5%) or more of the Members for any lawful purpose.

#### **4 Notice of Meetings**

- a. 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. Notice shall be made no less than ten (10) days, nor more than ninety (90) days before the date of the meeting. Each Member who is entitled to vote shall receive this notice. If the notice of a Members' meeting is announced by bulk mail, such notice shall be dispatched no less than twenty (20) days prior to the meeting.
- b. Notice of a Members' Meeting or any report shall be made personally, by mail, or by any other means of written communication, such as Email, FAX, or in the CMG newsletter. The announcement of a Members' Meeting is to be sent to each Member, at the Member's last address listed in the books of the corporation. If a Member leaves no address, or has moved without revising his address, notice of a Member's Meeting may be posted at the principal office of the corporation, or announced 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 served at the time when it is delivered personally, deposited in the mail, or at the time it is transmitted by Email, FAX, or made available through any other means of written communication.
- c. **Contents Of Notice**  
Notice of a Members' Meeting shall include the place, date, and time of the meeting.

#### **(1) Annual Meeting of Members Notice**

Notice of the Annual Meeting of Members shall state all corporate matters to be presented by the Board of Directors, to be acted upon by the Members.. Subject to any provision to the contrary contained in these ByLaws, any proper matter may be presented at an Annual Meeting of Members. The qualifications of those who can vote in an Annual Members' Meeting shall also be included.

The procedures for Member Proposals will also be included in the notice of the Annual Meeting of Members.

**(2) Special Meeting of Members Notice**

In the event that a Special Meeting of Members is called, the specific nature of the business to be transacted shall be made in the notice of a Special Meeting of Members. No other matter may be considered at a Special Meeting.

**d. Notice of Meetings Called by Members**

If a 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. This request shall be delivered personally, by certified mail, by Email, FAX, or other means of written transmission, to the President, Vice-President, or Secretary of the corporation. The officer receiving the request shall promptly issue notice of the meeting. Members entitled to vote shall receive this notice.

The date and time for this type of meeting shall be determined by the Board of Directors. The meeting shall not convene less than thirty-five (35) days, nor more than ninety (90) days after the request is received by the officer. If the notice of a meeting called by Members is not made by an officer of the corporation within twenty (20) days after the receipt of the request, the Members who requested the meeting may give the notice themselves.

**e. Waiver of Notice of Members' 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. A Waiver of Notice is defined as consent for holding a given meeting or an approval of the minutes thereof. In order for a Waiver of Notice to be valid, a quorum must be present at a given meeting, and each person attending the meeting who is a Member of the Corporation must sign the waiver. All such waivers, consents, and approvals shall be filed with the corporation records or included in the minutes of the meeting. Waivers of Notice or consents need not specify either the business to be transacted or the purpose of any regular or special meeting. The only exception to this policy is action to be taken or proposals of matters specified in subparagraph **f** of this Section. In this instance, 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 the meeting or in any written Waiver of Notice:

- (1)** Removal of Director(s) without cause;
- (2)** Filling of vacancies of Executive Officers;
- (3)** Amending the Articles of Incorporation;
- (4)** An election to voluntarily wind up and dissolve the corporation

**5 Quorum for Meetings**

A quorum for an Annual Meeting of Members shall consist of 12 voting Members. The Members present at a duly called and held meeting at which a quorum is initially present may continue to transact business despite the loss of a quorum at the meeting due to a withdrawal of Members from the meeting.

In the absence of a quorum, a meeting of the Members may be convened, but proposals presented at such a meeting must be ratified when a quorum is achieved.

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 adjourned meeting or of the business that was transacted at such a meeting other than by announcement at the meeting at which the adjournment is taken, of the time and place of the adjourned meeting.

Everyone present at such an adjourned meeting shall be given notice of the time and date for a meeting to be held, to vote for matters which were discussed, but not decided upon, due to the lack of a quorum. Such a meeting shall be held within a forty-five (45) day period of the original meeting.

Notwithstanding any other provision of this Article, if this corporation authorizes its Members to conduct a meeting with a quorum less than 12 voting Members, and fewer than 12 voting Members actually attend the meeting, no action may be taken on a matter unless the general nature of the matter to be discussed is stated in the notice of the meeting.

**6 Consensus Action as Membership Action**

Every act or decision done or made by consensus of the voting Members who are present at a duly held meeting, in which a quorum is present, is the act of the Members, unless the law, the Articles of Incorporation of the corporation, or these ByLaws require a greater number.

**7 Voting Rights**

Each Member is entitled to one vote on each matter submitted for a vote by the Members. Voting at duly held meetings shall be by voice ballot. Election of Officers and Directors shall be by paper ballot.

**8 Proxy Voting**

Members of the corporation shall not be permitted to vote or act by proxy.

**9 Conduct of Meetings**

Meetings of Members shall be conducted by the President of the corporation or, in his absence, by the Vice-President of the corporation or, in the absence of both of these officers, by a Chairman chosen by consensus of the voting Members. The Secretary of the corporation shall act as Secretary of all Meetings of Members, provided that, in his absence, the presiding officer shall appoint another person to act as Secretary *pro tem* of the meeting.

**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, and provide an opportunity to specify approval or disapproval of each proposal. The ballot shall provide a space for a Member to cast a vote for each proposal. A reasonable time shall be provided for each participating Member to return the ballot. 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 requirements and, except for ballots soliciting votes for the election of Directors, shall state the percentage of approvals necessary to pass the submitted proposal. 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 specified time period equals or exceeds the quorum required for a regular meeting of Members. The number of approvals must equal or exceed the number of votes that would be required to approve the action at a regular meeting of Members.

Directors may be elected by written ballot. Ballots for the election of Directors shall list the persons nominated at the time the ballots are mailed or delivered. A ballot may be marked "withhold" by a voting Member. This indicates that the authority to vote for the election of Directors is withheld. Ballots marked "withhold" shall not be counted as votes for or against the election of a Director.

A written ballot may not be revoked once it has been mailed to Members of the corporation.

#### **11 Reasonable Nomination and Election Procedures**

This corporation shall make available to its Members reasonable nomination and election procedures with respect to the election of Officers and Directors by Members. Such procedures shall be reasonable, reflecting the nature, size, and operation of the corporation. The procedures shall include the following:

- a. A reasonable means of nominating persons for election as Officers and Directors;
- b. A reasonable opportunity for a nominee to communicate to the Members his 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.

Upon the written request by any nominee for election to the Board and the payment with such request of the reasonable costs of mailing (including postage), the corporation shall, within the (10) business days after such request (provided payment has been made) mail to all Members or any portion of Members that the nominee may reasonably specify, and material which the nominee shall furnish and which is reasonably related to the election, unless the corporation, within five (5) business days after the request allows, at the corporation's option, the right to do either of the following:

- a. Inspect and copy the record of all Member's names, addresses and voting rights, at reasonable times, upon five (5) business day's prior written demand upon the corporation. The demand shall state the purpose for which the inspection rights are requested.

**OR**

- b. Obtain from the Secretary, upon written demand and payment of a reasonable charge, 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 any date specified by the nominee subsequent to the date of demand.

The demand shall state the purpose for which the list is requested and the membership list shall be made available on or before the later of the ten (10) business days after the demand is received. or after the day specified therein as the date as of which the list is to be compiled. If the corporation distributes any written election material soliciting votes for any nominee for Director at the corporation's expense, it shall make available, at the corporation's expense, to each other nominee, in or with the same material, the same amount of space that is provided any other nominee, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

Generally, any person 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 Directors by any Member present at the meeting in person. 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 persons for election to the Board of Directors.

If this corporation has five thousand (5,000) or more Members, then the nomination and election procedures specified in Section 5522 of the *California Nonprofit Public Benefit Corporation Law* shall be followed by this corporation in nominating and electing persons to the Board of Directors.

**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 all 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.

**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*.

## **ARTICLE 15**

### **Signatures of Revised Version**

*Original ByLaws adopted January 19, 1994*

*Revised January, 1998*

*Revised January, 2000*

*Revised January, 2001*

*Revised January, 2005*

*Revised January, 2007*

*Revised January, 2008*

*Revised January, 2009*

*Revised January, 2012*

*Revised January 11, 2015*

*Signature of Corporate Secretary: Mahdee Serrano*