

BYLAWS OF
NATIONAL ORGANIZATION OF GAY AND LESBIAN
SCIENTISTS AND TECHNICAL PROFESSIONALS, INC.

ARTICLE 1. NAME AND PURPOSE

SECTION 1.1 NAME

The name of this corporation shall be NATIONAL ORGANIZATION OF GAY AND LESBIAN SCIENTISTS AND TECHNICAL PROFESSIONALS, INC.

SECTION 1.2 OBJECTIVES AND PURPOSES

The primary objectives and purposes of this corporation shall be:

- (a) Work to eliminate stereotypes and discrimination against ~~homosexuals~~ sexual minorities by demonstrating the presence of ~~gay and lesbian~~ lesbian, gay, bisexual, and transgender (LGBT) colleagues in the workplace and by providing role models of successful ~~gay and lesbian~~ LGBT scientific and technical professionals. *(amended 3/19/1995)*
- (b) Educate ~~gay~~ LGBT, scientific, and general communities by offering ~~gay and lesbian~~ LGBT perspectives on contemporary issues relevant to science and society. *(amended 3/19/1995)*
- (c) Improve our members' professional and employment environments by promoting written nondiscrimination policies for all companies, institutions of learning, and governmental agencies.
- (d) Disseminate information on ~~homophobia~~ queer phobia, employment discrimination, ~~gay and lesbian~~ LGBT health issues, demographics of the ~~gay and lesbian~~ LGBT population, and topics in which science impacts the ~~gay~~ LGBT community to local, state, and national governmental bodies and educational forums. *(amended 3/19/1995)*
- (e) Engage in a dialog with professional organizations and societies.
- (f) Foster regional contacts and networks among members.
- (g) Provide peer group support to members in a safe environment.
- (h) Foster debate and exploration within the scientific community in order to understand the impact of science on society, and of society on science and scientists.

ARTICLE 2. OFFICES

SECTION 2.1 PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Los Angeles County, California.

SECTION 2.2 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 the Bylaws:

| | |
|----------|--------|
| Address: | Dated: |
| Address: | Dated: |
| Address: | Dated: |

SECTION 2.3 OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may designate from time to time.

ARTICLE 3. MEMBERSHIP

SECTION 3.1 QUALIFICATIONS

- (a) This corporation shall have three (3) classes of members, designated as follows: regular, regional, and caucus. Regular membership in this corporation is open to individuals who are students or professionals in the physical, biological, social, or mathematical sciences and engineering, to individuals generally interested in the scientific disciplines, and to individuals of good character who are dedicated to the purposes of this corporation. Regional membership is open to organizations of geographical locales which subscribe to the purposes of this corporation. Caucus membership is open to organizations of common discipline or fields of interest which subscribe to the purposes of this corporation.
- (b) Individuals shall be eligible for regular membership upon payment of the annual dues. Regional organizations shall be eligible for membership upon approval by the Board of Directors and payment of annual organization dues. Caucus organizations shall be eligible for membership upon approval by the Board of Directors and payment of annual organization dues.
- (c) This corporation shall not discriminate against individuals due to gender, gender identity or expression, sexual orientation, physical (dis)ability, physical characteristics, race/ethnicity, national origin, religion, political affiliation, marital status, age, or any other attribute which does not affect an individual's ability to meet the criteria set forth in Section 3.1 (a) and (b).

SECTION 3.2 FEES, DUES AND ASSESSMENTS

- (a) Each regular member in good standing must pay the annual dues within the time and on the conditions set by the Board of Directors. Dues will be in amounts fixed from time to time by the Board of Directors. The dues shall be ~~equal~~ sliding scale for all regular members, but the Board of Directors may at its discretion adjust the sliding scale range for regular membership. *(amended 3/19/1995)*
- (b) Each regional or caucus member in good standing must pay the annual dues within the time and on the conditions set by the Board of Directors. Dues will be in amounts fixed

from time to time by the Board of Directors. The Board of Directors may at its discretion adjust the dues for regional or caucus membership.

- (c) When a regular member begins a term as a director or an officer, his/her membership dues renewal date shall be extended by two years at the beginning of the term to be served. (*added 2/20/2000*).

SECTION 3.3 TERMINATION OF MEMBERSHIP

(a) Causes of termination. The membership of any regular member shall terminate upon occurrence of any of the following events:

1. The resignation of the member
2. The failure of a member to pay annual dues within the times set forth by the Board of Directors
3. The determination by the Board of Directors or committee designated to make such determinations that the member has failed in a material and serious degree to abide by the purposes and goals of the corporation, particularly taking such action as may impair the corporation's tax exempt status under either State or Federal Law.

(b) Procedure for expulsion. Following the determination that a member should be expelled under subparagraph (3) above, the following shall be implemented:

1. A notice shall be sent by prepaid, first class or certified mail to the most recent address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least 21 days before the proposed effective date of the expulsion.
2. The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five days before the effective date of the proposed expulsion. The hearing will be held by a special expulsion committee composed of not fewer than three Directors appointed by the Board of Directors. The notice to the member of his or her proposed expulsion shall state the date, time, and place of hearing on his or her proposed expulsion. The hearing may be conducted via a teleconference call.
3. Following the hearing, the expulsion committee shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the committee shall be final.
4. Any member expelled from the corporation shall receive a refund of dues or assessments already paid. The refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

ARTICLE 4. RIGHTS OF MEMBERSHIP

SECTION 4.1 VOTING MEMBERS

Regular members shall have the right to vote as set forth in these Bylaws, on the disposition of all or substantially all of the corporation's assets on any merger and its principal terms and any

amendment of those terms and on any election to dissolve the corporation. In addition, those members shall have all the rights afforded members under the California Nonprofit Public Benefit Corporation Law.

SECTION 4.2 REGIONAL AND CAUCUS REPRESENTATION ON THE BOARD OF DIRECTORS

Regional and caucus members have the right to representation on the Board of Directors in accordance with Article 6.

The regional members and caucus members are autonomous in structure, organization, and administration from this corporation, pursuant to the qualifications described in Section 3.1, and pursuant to the restrictions described in Section 3.3.

ARTICLE 5. MEETINGS OF MEMBERS

SECTION 5.1 PLACE.

Meetings of the membership shall be held at any place within or outside the State of California designated by the Board of Directors. In the absence of such designation member's meetings shall be held at the principal executive office of the corporation. Any meeting – regular or special – may be held by conference telephone or similar communication equipment.

SECTION 5.2 ANNUAL MEETING.

The annual meeting of members shall be held on ~~the 3rd Saturday of September~~ each year on the weekend of the AAAS Annual Meeting (*amended 2/20/2000*), unless the Board of Directors fixes another date and so notifies the members as provided in Section 5.4. At this meeting Directors shall be elected and other proper business may be transacted subject to these Bylaws.

SECTION 5.3 SPECIAL MEETING.

- (a) Authorized Persons Who May Call. A special meeting of the members may be called at any time by the Board of Directors, the Chairperson, or by five ~~percent (5%)~~ or more of the members (*amended 2/20/2000*).
- (b) Calling Meetings by Members. If a special meeting is called by members, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by certified mail or by telegraphic or other facsimile transmission to the Chairperson of the Board, the President, the Vice-President, or the Secretary of the corporation. The officer receiving the request shall cause notice to be promptly given to the members entitled to vote, in accordance with the provisions of Section 5.4, that a meeting will be held, and shall announce the date for such meeting, which date shall be not less than 15 or more than 90 days following the receipt of the request. If said notice is not given within 14 days after receipt of the request, the persons requesting the meeting may give the notice.

SECTION 5.4 NOTICE REQUIREMENTS FOR MEMBERS' MEETINGS

- (a) General Notice Contents. All notices of meetings of members shall be sent or otherwise given in accordance with Section 5.4(c) not less than 14 nor more than 90 days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting and the general nature of the business to be transacted. The only matters that may be voted upon at any meeting actually attended, in person or by proxy, by less than 1/4 of the voting power are those matters the general nature of which is stated in the notice.
- (b) Notice of Certain Agenda Items. Membership action on any of the following matters is invalid unless the notice states the general nature of the proposal(s):
1. Removing a Director without cause;
 2. Amending the Articles of Incorporation;
 3. Voluntarily dissolving the corporation.
 4. Filling vacancies on the Board of Directors.
- (c) Manner of Giving Notice. Notice of any meeting of members shall be given either personally or ~~by first class mail, telegraphic or other~~ sent as a written communication. The notice shall be sent to the contact address, fax, or email of record for each member, or to the contact given by the member to the corporation for the purpose of notice. Announcement of the meeting in the corporation newsletter shall be sufficient notice, provided the timing of the newsletter complies with the requirements of Section 5.4(a).*(amended February 2000)*
- (d) Affidavit of Notification. Unless the meeting is announced in the corporation newsletter, an affidavit of the notification of any members' meeting shall be executed by the Secretary and filed and maintained in the Book of Minutes of the corporation.

SECTION 5.5 QUORUM

- (a) Percentage Required. ~~Ten percent (10%) of the~~ Five members shall constitute a quorum for the transaction of business at a meeting of the members. *(amended 2/20/2000)*
- (b) Loss of Quorum. The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

SECTION 5.6 ADJOURNED MEETING

Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting. But in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article.

SECTION 5.7 VOTING

- (a) Eligibility to Vote. Persons entitled to vote at any meeting of members shall be members in good standing as of the date determined in accordance with Section 5.9, subject to the provisions of the California Nonprofit Corporation Law.
- (b) Manner of Casting Votes. Voting may be by voice or ballot. Any election of Directors must be by ballot if demanded by any member before the voting begins.
- (c) Only Majority of Members Represented at Meeting Required, Unless Otherwise Specified. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting, entitled to vote and voting on any matter (other than the election of Directors) shall be the act of the members.

SECTION 5.8. ACTION BY WRITTEN CONSENT WITHOUT A MEETING

Any action that may be taken at any annual or special meeting of members may be taken without a meeting if, after written notice given in accordance with Section 5.4 to the entire membership, written consents are received from a number of members at least equal to the quorum applicable to a meeting of members. All such written consents shall be filed with the Secretary of the corporation and maintained in the corporate records. All solicitations of consents shall indicate the time by which the consents must be returned to be counted. Such consents shall be treated for all purposes as a vote at a meeting.

SECTION 5.9. RECORD DATE

For the purposes of determining which members are entitled to receive notice of any meeting, to vote, or to give consent to corporate action without a meeting, the Board of Directors may fix, in advance, a "record date," which shall not be more than 60 nor fewer than 10 days before the date of any such meeting, nor more than 60 days before any such action without a meeting. Only members of record as of the close of business on the date so fixed are entitled to notice, to vote, or to give consents, as the case may be, notwithstanding any transfer of any membership on the books of the corporation after the record date, except as otherwise provided in the Articles of Incorporation, by agreement, or in the California Nonprofit Corporation Law.

ARTICLE 6. ELECTION OF DIRECTORS

SECTION 6.1 NUMBER OF DIRECTORS AND COMPOSITION OF BOARD

The Board of Directors shall consist of 14 or less Directors, ~~4~~ 6 or less of whom shall be selected from the regular membership, 4 or less of whom shall be selected from the caucus members, and 4 or less of whom shall be selected from the regional members, ~~and 2 of whom shall be selected from the existing Board.~~ The numbers may be changed by amendment to this Bylaw or by repeal of this Bylaw and adoption of a new Bylaw. (*amended February 2000*)

SECTION 6.2 NOMINATIONS

The Chairperson of the Board, or the President if there is no Chairperson, shall appoint a committee to select qualified candidates for election to the Board of Directors at least 30 days

before the date of any election of Directors. Regional and caucus candidates shall be nominated by the respective groups which they represent. Board designated candidates shall be nominated by the current Board of Directors. An individual regular member may nominate candidates for election to Directors-at-Large seats.

SECTION 6.3 VOTING

The Board of Directors shall establish voting procedures for the election of Directors. Election of regional and caucus Directors shall proceed as provided in Sections 6.3(a) and 6.3(b). Candidates receiving the highest number of votes from their respective constituency shall be elected as Directors.

- (a) Each regional member shall determine the manner of selection for their nominee to the Board of Directors. When the number of nominees for regional board representative exceeds the maximum number of regional board positions open, each regional member shall cast the number of votes equal to the number of positions open. The votes shall be cast for the slate of regional nominees.
- (b) Each caucus member shall determine the manner of selection for their nominee to the Board of Directors. When the number of nominees for caucus board representative exceeds the maximum number of caucus board positions open, each caucus member shall cast the number of votes equal to the number of positions open. The votes shall be cast for the slate of regional nominees.

ARTICLE 7. BOARD OF DIRECTORS

SECTION 7.1 POWERS.

- (a) 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.
- (b) Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the Board of Directors shall have the power to:
 - 1. Select and remove all officers, agents and employees of the corporation; prescribe any powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation.
 - 2. Change the principal executive office or 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 members' meeting or meetings, including annual meetings.

3. Adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.
4. 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.
5. The Board shall reserve to itself final authority over all press releases, information packets, brochures, papers, and any other forms of communication prior to release of the material to the members of the corporation or the public. At the discretion of the Board, this authority may be delegated to the Executive Committee, Officers, or other members of the corporation.
6. The Board shall initiate and coordinate all national and international activities of the corporation.
7. The Board shall integrate and coordinate the activities of the members, and shall encourage maximum participation of the general members in the functioning of the corporation as a whole.
8. The Board shall direct the solicitation and allocation of funds and property for national organizational activities.

SECTION 7.2 QUALIFICATION OF DIRECTORS.

Directors need not be residents of the State of California but shall be members of the corporation.

SECTION 7.3 TERM OF OFFICE OF DIRECTORS.

Directors shall be elected for 2-year terms beginning at the start of the fiscal year.

SECTION 7.4 VACANCIES.

Vacancies in the Board of Directors may be filled by a majority vote of the Board. Each successor shall hold office for the unexpired term or until he or she dies, resigns, is removed or becomes disqualified. The Board of Directors shall have and may exercise all its powers notwithstanding the existence of one or more vacancies in its membership.

SECTION 7.5 RESTRICTION ON INTERESTED DIRECTORS.

Not more than forty-nine percent (49%) of the Directors at any time may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (2) any brother, sister, ancestor, descendant, spouse or significant other, brother-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

SECTION 7.6 PLACE OF MEETINGS: MEETINGS BY TELEPHONE.

Regular meetings of the Board of Directors may be held at any designated place within or outside the State of California. In the absence of such designation in the notice of the meeting, the meetings shall be held at the principal executive office of the corporation. Any meeting, regular or special, may be held by conference telephone or similar communication equipment.

SECTION 7.7 REGULAR MEETINGS.

Regular meetings of the Board shall be held at least once a year. One of the meetings shall be held ~~immediately following~~ during the annual members meeting for the purpose of selecting officers and transacting other business as may be required. (*amended Feb 2000*)

SECTION 7.8 SPECIAL MEETINGS.

- (a) Authority to Call. Special meetings of the Board of Directors for any purpose may be called at any time by the Chairperson of the Board, the President, any Vice President, the Secretary, or two (2) Directors.
- (b) Notice.
 1. Manner. Notice of the time and place of special meetings shall be given to each Director by one the following methods: (i) by personal delivery of written notice; (ii) by first-class mail, postage paid; (iii) by telephone communication, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director; or (iv) ~~by telegram, charges prepaid~~ by other electronic communication. All such notices shall be given or sent to the Director's address, ~~or~~ telephone number, fax, or email address as shown on the records of the corporation. (*amended March 1995*)
 2. Time. Notices sent by first class mail shall be deposited into a United States mail box at least seven days before the time set for the meeting. Notices given by personal delivery, telephone, or ~~telegram~~ electronic communications shall be delivered, telephoned, or ~~given to the telegram company~~ sent via electronic communication at least 48 hours before the time set for the meeting. (*amended March 1995*)
 3. Contents. The notice shall state the time and place of the meeting. It need not specify the place of the meeting, if it is to be held at the principal executive office of the corporation, or the purpose of the meeting.

SECTION 7.9 QUORUM.

One-half of the Board but not less than three Directors shall constitute a quorum for the transaction of business, except to adjourn. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

SECTION 7.10 ADJOURNMENT.

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

SECTION 7.11 NOTICE OF ADJOURNMENT.

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

SECTION 7.12 ACTION WITHOUT MEETING.

Any action required or permitted to be taken by the Board of Directors may be taken without meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as an unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

SECTION 7.13 FEES AND COMPENSATION OF DIRECTORS.

Directors and members of committees may be reimbursed for expenses, as may be determined by resolution of the Board of Directors.

SECTION 7.14 PROHIBITED TRANSACTIONS.

- (a) Loans. The corporation shall not make any loans of money or property to or guarantee the personal obligation of any Director. The corporation may, however, advance money to a Director for expenses reasonably anticipated to be incurred in the performance of such Director's duties, provided that in the absence of such advance, such Director would be entitled to reimbursement for such expenses.
- (b) Self-Dealing. The Board shall not approve a self-dealing transaction except as provided in Section (c) below. A self-dealing transaction is
 - 1. A transaction to which the corporation is a party and in which one or more Directors has a material financial interest; or
 - 2. A transaction between this corporation and one or more of the Directors; or
 - 3. A transaction between this corporation and any person in which one or more Directors has a material financial interest.
- (c) Approval of Self-Dealing Transactions. The Board may approve a self-dealing transaction if it determines that the transaction is in the best interest of the corporation; is fair and reasonable to the corporation; and, after reasonable investigation under the circumstances, determines that the corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such

determinations must be made by the Board, in good faith, with knowledge of the material facts concerning the transaction and the Director's interest in the transaction, and by a vote of the majority of the Directors then in office without counting the vote of the interested Director or Directors.

ARTICLE 8. COMMITTEES

SECTION 8.1 COMMITTEES OF DIRECTORS

The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of two (2) or more Directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) take any final action on matters which, under the Nonprofit Corporation Law of California, also requires members' approval;
- (b) fill vacancies on the Board of Directors;
- (c) fix compensation of the Directors for serving on the Board or on any committee;
- (d) amend or repeal Bylaws or adopt new Bylaws;
- (e) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (f) appoint any other committees of the Board of Directors or the members of these committees;
- (g) expend corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected;
- (h) approve any transaction (i) to which the corporation is a party and in which one or more Directors have a material financial interest; or (ii) between the corporation and one or more of its Directors or between the corporation and any person in which one or more of its Directors have a material financial interest.

SECTION 8.2 MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of these Bylaws concerning meetings of Directors with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors or by the committee. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each committee meeting and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

SECTION 8.3 EXECUTIVE COMMITTEE

- (a) There may be an Executive Committee composed of the Chairperson, Secretary, and Treasurer of the corporation and up to two persons selected from the general membership by a 2/3 vote of the Board. Any person so selected, if not a Director, shall be a non-voting member of the Board of Directors. The Chairperson of the Board may at his/her discretion serve as an ex-officio member of the Executive Committee. In addition, chairpersons of other standing committees shall be non-voting members of the Executive Committee.
- (b) The officers' membership on the Executive Committee shall be coterminous with their terms of office. The persons selected from the general membership shall be elected to 2-year terms, provided, however, that they shall be members of the corporation during their membership on the Executive Committee. In the event of any vacancy in a general membership position, the Board shall elect a new member to the Executive Committee for a full 2-year term. There shall be no restriction on immediate re-election to the Executive Committee.
- (c) Between meetings of the Board of Directors, the Executive Committee shall act on behalf of the Board of Directors.
- (d) Three (3) members of the Executive Committee shall constitute a quorum for the transaction of business.
- (e) any decision of the Executive Committee may be over-ruled by a majority of the Board.
- (f) Any general member of the Executive Committee may be removed from the Committee by a 2/3 vote of the Board. Such member shall be given written notice of the reasons for removal, and is entitled to a hearing by the Board of Directors, at which time an appeal may be heard.

ARTICLE 9. OFFICERS

SECTION 9.1 OFFICERS

The officers of the corporation shall be a Chairperson of the Board, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board of Directors, such other officers as may be appointed in accordance with the provisions of Section 8.4. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chairperson of the Board.

SECTION 9.2 QUALIFICATION OF OFFICERS

Only members of the corporation may serve as officers.

SECTION 9.3 ELECTION OF OFFICERS

The officers of the corporation, except those appointed in accordance with the provisions of Section 8.4, shall be elected by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. There shall be no restriction on the number of times a person may hold any office.

SECTION 9.4 SUBORDINATE OFFICERS

The Board of Directors may appoint, and may authorize the Chairperson of the Board or another officer to appoint any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the Board of Directors.

SECTION 9.5 REMOVAL OF OFFICERS

Any officer may be removed with cause by the Board of Directors, at any regular or special meeting of the Board. Such officer shall be given written notice of the reasons for removal, and is entitled to a hearing by the Board of Directors, at which time an appeal may be heard.

SECTION 9.6 RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect upon the receipt of such notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

SECTION 9.7 RESPONSIBILITIES OF OFFICERS

- (a) Chairperson of the Board: The Chairperson of the Board shall preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board of Directors or prescribed by the Bylaws. The Chairperson shall be the Chief Executive Officer of the corporation and shall generally supervise, direct, and control the business and the officers of the corporation.
- (b) Acting Chairperson of the Board: In the absence or disability of the Chairperson of the Board, the Board of Directors may designate an Acting Chairperson who shall perform all the duties of the Chairperson, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the Chairperson of the Board.
- (c) Secretary: The Secretary shall attend to the following:
 - 1. Book of Minutes The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors, committees of Directors, and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceedings of such meetings.
 - 2. Membership Records The Secretary shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the Board of Directors, a record of the corporation's members, showing their names and addresses.

3. Notice, seal and other duties The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the Bylaws to be given. He or she shall keep the seal of the corporation in safe custody. He or she shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

(d) Treasurer: The Treasurer shall attend to the following:

1. Books of Account: The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matter customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.
2. Deposit and disbursement of money and valuables: The Treasurer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors; shall disburse the funds of the corporation as may be ordered by the Board of Directors; shall render to the Chairperson and Directors, whenever they request it, an account of all of his or her transactions as chief financial officer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.
3. Bond: If required by the Board of Directors, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his or her office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on death, resignation, retirement, or removal from office.

ARTICLE 10. INDEMNIFICATION OF DIRECTORS AND OFFICERS

SECTION 10.1 INDEMNIFICATION.

Each Director or officer whether or not then in office shall be indemnified by the corporation against all liabilities, costs, and expenses reasonably incurred by or imposed upon him or her in connection with or arising out of any action, suit or proceeding, in which he or she may have been involved or to which he or she may be made a party by reason of being or having been a Director or officer of the corporation, to the extent and in the manner allowed by the California Nonprofit Corporation Law, Corporation Code Section 5238.

SECTION 10.2 INSURANCE.

The Board of Directors may purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to

indemnify the agent; provided, however, that the corporation shall not purchase or maintain insurance to indemnify against self-dealing.

ARTICLE 11. RECORDS AND REPORTS

SECTION 11.1 INSPECTION RIGHTS.

Any member of the corporation may:

- (a) inspect the records of member's names and addresses and voting rights ~~during usual business hours~~ *(amended 3/19/1995)* by mutual arrangement on five days' prior written demand on the corporation, stating the purpose for which the inspection rights are requested, and
- (b) obtain from the Secretary of the corporation, on written demand and on the tender of the corporation's usual charge (if any) for such a list, a list of names and addresses of members who have authorized release of such information who are entitled to vote for the election of Directors, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the Secretary on or before the later of 10 days after the demand is received or the date specified in it as the date by which the list is to be compiled.

Any inspection and copying under this section may be made in person or by an agent or attorney of the member.

Any inspection or copying under this section may be made only for a purpose related to the member's interest as a member of the corporation. The Secretary may, within 10 days of receipt of such a demand, deliver to the person(s) making the demand a written offer of an alternative method of achieving the purpose of such demand without providing access to a copy of the membership list.

SECTION 11.2 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 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~~ by mutual arrangement. *(amended 3/19/1995)* If the principal executive office of the corporation is outside the State of California and the corporation has no principal business office in this state, the secretary shall, on the written request of any member, furnish to that member a copy of the Articles and Bylaws as amended to date.

SECTION 11.3 MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS

The accounting books, records, and minutes of proceedings of the members and the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places

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 kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. The minutes and accounting books and records shall be open to inspection on the written demand of any member, ~~at any reasonable time during usual business hours~~ by mutual arrangement, for a purpose reasonably related to the member's interests 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. *(Amended 3/19/1995)*

SECTION 11.4 INSPECTION BY DIRECTORS.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

SECTION 11.5 ANNUAL REPORT TO MEMBERS.

The corporation shall provide to its members, within 120 days of the close of its fiscal year, an annual report via printed or electronic means *(amended February 2000)* containing the following information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changed 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 self-dealing transaction, as defined in Section 6.14(c), involving One Thousand Dollars (\$1,000.00) or more. The report must disclose the names of the interested persons involved in such transaction, such person's relationship to the corporation, the nature of such persons' interest in the transaction, and, where practicable, the amount of such interest.

ARTICLE 12. FISCAL YEAR

The fiscal year of the corporation shall begin on ~~October 1~~ July 1 and end on the next succeeding ~~September 30~~ June 30. *(Amended March 19, 1995)*

ARTICLE 13. CONSTRUCTION AND DEFINITIONS

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

ARTICLE 14. AMENDMENTS

SECTION 14.1 AMENDMENT BY MEMBERS

New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of the members or by written assent of these persons.

SECTION 14.2 AMENDMENT BY DIRECTORS

These Bylaws may be amended by the Board of Directors subject, however, to the members' right to approve the adoption, amendment, or repeal of the following:

- (a) A Bylaw which would materially and adversely affect the member's voting rights;
A Bylaw changing the maximum or minimum number of Directors or changing from a variable to a fixed number of Directors (or vice versa);
- (b) A Bylaw lengthening the terms of Directors;
The adoption, amendment, or repeal of a Bylaw authorizing "designated" or "selected" Directors;
- (c) A Bylaw increasing the quorum for membership meetings

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the National Organization of Gay and Lesbian Scientists and Technical Professionals, Inc., and the enclosed copy our Bylaws is complete and accurate, with revisions reflected in the body of the document, and change history attached.



Barbara Belmont,
Secretary
July 10, 2004

NOGLSTP Bylaw Amendment/Change History

| | |
|--------------------------|---|
| 3/19/1995 Revision 1 | <p>Section 1.2: Changed all reference of “gay” and/or “lesbian” to “lesbian, gay, bisexual and transgender” or “LGBT” to be more inclusive of the queer community; changed all references of “homosexuals” to “sexual minorities”; by vote of Board of Directors.</p> <p>Section 3.2: Dues structure changed from equal to sliding scale for all regular members to attract and retain members of diverse economic abilities; by vote of Board of Directors.</p> <p>Sections 11.1 and 11.3: Changed records inspection times from “usual business hours” or “office hours” to “by mutual arrangement”, since the corporate office has no staffing that is available during the normal business day; by vote of Board of Directors</p> <p>Article 12: Fiscal year changed from October 1 – September 30 to July 1 – June 30 to conform with paperwork originally filed with IRS; by vote of Board of Directors</p> |
| 2/20/2000 Revision 2 | <p>Section 3.2(c): This item was added to the dues section to assure that officers and board members are not deleted from the membership roster during their term; by vote of Board of Directors.</p> <p>Section 5.2: Annual meeting changed from 3rd Saturday of September to weekend of the AAAS Annual Meeting, which had become the practice in 1995; by vote of Board of Directors.</p> <p>Section 5.4: Modified manner of giving notice of members’ meetings to include electronic communications; by vote of Board of Directors</p> <p>Section 6.1: Board composition language modified to merge the members-at-large with board-appointed directors, making the by-laws consistent with the actual practice; by vote of Board of Directors</p> <p>Section 7.7: Annual Board meeting changed from immediately following to weekend of Annual meeting; by vote of Board of Directors</p> <p>Section 7.8: Modified manner of giving notice of Special Board Meetings to include electronic communications; by vote of Board of Directors</p> <p>Section 11.5: Modified to included electronic or printed means as options to present annual report to members; by vote of Board of Directors</p> |
| 7/10/02004 Revision 3 | Formatted sections and subsections in Word, added header, footer, pagination, and change history table. Created PDF. |