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**BYLAWS
OF
SMODY SSEY, INC.
A CALIFORNIA MUTUAL BENEFIT CORPORATION**

**AS AMMENDED AT THE ANNUAL MEETING(S) 10/9/2004, 10/22/2006, 10/20/2007,
10/24/2009, 10/18/2015, 10/16/2016, 10/20/2019, 10/25/2020**

TYPOGRAPHIC CORRECTION TO ARTICLE 5, SECTION 3 9/7/2015

**ARTICLE 1
OFFICES**

SECTION 1. NAME

The name of this corporation is smOdyssey, Inc. (hereinafter referred to as the "Corporation")

SECTION 2. PRINCIPAL OFFICE

The principal office for the transaction of the activities, affairs and business of the corporation shall be at such place in the County of Santa Clara, State of California as the Directors may establish from time-to time.

**ARTICLE 2
OBJECTIVES AND PURPOSES**

The primary objectives and purposes of this corporation are to provide information and education on topics involving alternative lifestyles and personal health and safety issues in the San Francisco Bay Area.

The secondary objectives and purposes of this corporation are to provide a supportive atmosphere for members to meet, share and freely communicate for pleasure, recreation and other nonprofit activities, as defined under Internal Revenue Code (IRC) Section 501.

**ARTICLE 3
BOARD OF DIRECTORS**

SECTION 1. NUMBER

The corporation shall have no fewer than three and no more than nine directors until changed by amendment to these Bylaws. Collectively they shall be known as the Board of Directors. The exact number of directors shall be fixed, within those limits, by a resolution of the Board of Directors. All of the directors shall be Members in good standing of the corporation. Three of the directors shall hold the offices of President, Secretary and Treasurer.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Mutual Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this

1 corporation shall be conducted and all corporate powers shall be exercised by or under the
2 direction of the Board of Directors.

3 **SECTION 3. DUTIES**

4 It shall be the duty of the directors to perform any and all duties imposed on them collectively or
5 individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or the
6 Operating Procedures of this corporation.

7 **SECTION 4. TERMS OF OFFICE**

8 Each director shall hold office for one year until the annual meeting for election of the Board of
9 Directors each year after their election as specified in these Bylaws, and until his or her
10 successor is elected and qualifies.

11 **SECTION 5. COMPENSATION**

12 Directors shall serve without compensation. They shall be allowed reasonable advancement or
13 reimbursement of expenses incurred in the performance of their regular duties as specified in
14 Section 3 of this Article. Directors may not be compensated for rendering services to the
15 corporation in any capacity other than director unless such other compensation is reasonable and
16 is allowable under the provisions of these Bylaws.

17 **SECTION 6. ADVISORY COMMITTEES**

18 The Board of Directors shall have such committees as it may designate from time to time. These
19 additional committees shall act in an advisory capacity only and shall be clearly titled as
20 "advisory" committees.

21 **SECTION 7. VACANCIES**

22 Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any
23 director, and (2) whenever the number of authorized directors is increased.

24 The Board of Directors may declare vacant the office of a director who has been declared of
25 unsound mind by a final order of court, or convicted of a felony, or been found by a final order or
26 judgment of any court to have breached any duty under the California Nonprofit Mutual Benefit
27 Corporation Law.

28 If this corporation has any members, then, if the corporation has less than fifty (50) members,
29 directors may be removed without cause by a majority of all members, or, if the corporation has
30 fifty (50) or more members, by vote of a majority of the votes represented at a membership
31 meeting at which a quorum is present, as specified in Article 7, Section 11 of these Bylaws.

32 If this corporation has no members, directors may be removed without cause by a two-thirds
33 majority of the directors then in office.

34 Any director may resign effective upon giving written notice to the President, the Secretary, or the
35 Board of Directors, unless the notice specifies a later time for the effectiveness of such
36 resignation. No director may resign if the corporation would then be left without a duly elected
37 director or directors in charge of its affairs, except upon notice to the Attorney General.

1 Vacancies on the board may be filled by approval of the board by (1) the unanimous written
2 consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in
3 office at a meeting held pursuant to notice or waivers of notice complying with Article 7 of these
4 Bylaws, or (3) a sole remaining director. If this corporation has members, however, vacancies
5 created by the removal of a director may be filled only by the approval of the members. The
6 members, if any, of this corporation may elect a director at any time to fill any vacancy not filled
7 by the directors.

8 A person elected to fill a vacancy as provided by this Section shall hold office until the expiration
9 of the term of office of the director whose removal or resignation created the vacancy on the
10 board, or until his or her death, resignation or removal from office.

11 **SECTION 8. BOARD ATTENDANCE POLICY.**

12 If a board member is absent from two consecutive duly constituted smOdyssey board meetings,
13 the board may vote to remove the remiss board member from the board. The process is as
14 follows:

15 After being absent from two consecutive duly constituted smOdyssey board meetings, an
16 automatic agenda item will be added to the next meeting to discuss whether removal of said
17 absent board member from the board may be required.

18 Two attempts will be made to inform the remiss board member of the impending discussion
19 regarding a motion to remove said board member from the board. Notification shall equate to
20 one or more of the follow approved communication methods: Telephone, Postal, and electronic
21 mail.

22 At the next duly constituted smOdyssey board meeting a discussion will ensue and a motion may
23 be offered to remove the remiss board member.

24 **SECTION 9. NON-LIABILITY OF DIRECTORS**

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

27 **SECTION 10. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS AND** 28 **OTHER AGENTS**

29 This corporation shall have the power to indemnify any person who was or is a party or is
30 threatened to be made a party to any proceeding by reason of the fact that such person is or was
31 an agent of the corporation, against expenses, judgments, fines, settlements and other amounts
32 actually and reasonably incurred in connection with such proceeding if such person acted in good
33 faith and in a manner such person reasonably believed to be in the best interests of the
34 corporation, and, in the case of a criminal proceeding, had no reasonable cause to believe the
35 conduct of such person was unlawful.

36 If such person either settles any such claim or sustains a judgment against him or her, then
37 indemnification against expenses, judgments, fines, settlements and other amounts reasonably
38 incurred in connection with such proceedings shall be provided by this corporation but only to the
39 extent allowed by, and in accordance with the requirements Section 7231.5 of the California
40 Nonprofit Mutual Benefit Corporation Law.

1 The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of
2 *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not
3 act in good faith and in a manner which the person reasonably believed to be in the best interests
4 of the corporation or that the person had reasonable cause to believe that the person's conduct
5 was unlawful. No provision by this corporation to indemnify any person shall be valid unless
6 consistent with Section 7237 of the California Nonprofit Mutual Benefit Corporation Law.

7 **SECTION 11. INSURANCE FOR CORPORATE AGENTS**

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

15 **ARTICLE 4**
16 **OFFICERS**

17 **SECTION 1. NUMBER OF OFFICERS**

18 The officers of the corporation shall be a President, a Secretary, and a Chief Financial Officer
19 who shall be designated the Treasurer. The corporation may also have, as determined by the
20 Board of Directors, a Vice President. Any number of offices may be held by the same person
21 except that neither the Secretary nor the Treasurer may serve as the President.

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

23 Any board member in good standing may serve as officer of this corporation. Officers shall be
24 elected by the Board of Directors, at a scheduled board meeting, and each officer shall hold office
25 until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her
26 successor shall be elected and qualified, whichever occurs first.

27 **SECTION 3. REMOVAL AND RESIGNATION**

28 The Board of Directors may remove any officer, either with or without cause, at any time with a
29 two-thirds majority vote. Any officer may resign at any time by giving written notice to the Board of
30 Directors or to the President or Secretary of the corporation. Any such resignation shall take
31 effect at the date of receipt of such notice or at any later date specified therein, and, unless
32 otherwise specified therein, the acceptance of such resignation shall not be necessary to make it
33 effective.

34 **SECTION 4. VACANCIES**

35 Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any
36 officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than
37 that of President, such vacancy may be filled temporarily by appointment by the President until
38 such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed
39 at the discretion of the board may or may not be filled, as the board shall determine.

1 **SECTION 5. DUTIES OF PRESIDENT**

2 The President shall be the chief executive officer of the corporation and shall, subject to the
3 control of the Board of Directors, supervise and control the affairs of the corporation and the
4 activities of the officers. He or she shall perform all duties incident to his or her office and such
5 other duties as may be required by law, by the Articles of Incorporation of this corporation, or by
6 these Bylaws, or which may be prescribed from time to time by the Board of Directors. He or she
7 shall preside at all meetings of the Board of Directors, and all meetings of the members.

8 **SECTION 6. DUTIES OF VICE PRESIDENT**

9 In the absence of the President, or in the event of his or her inability or refusal to act, the Vice
10 President shall perform all the duties of the President, and when so acting shall have all the
11 powers of, and be subject to all the restrictions on, the President. The Vice President shall have
12 other powers and perform such other duties as may be prescribed by law, by the Articles of
13 Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

14 **SECTION 7. DUTIES OF SECRETARY**

15 The Secretary shall:

16 In general, perform all duties incident to the office of Secretary and such other duties as may be
17 required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which
18 may be assigned to him or her from time to time by the Board of Directors.

19 Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws
20 as amended or otherwise altered to date.

21 Keep minutes of all meetings of the directors, and, if applicable, meetings of committees of
22 directors and of members, recording therein the time and place of holding, whether regular or
23 special, how called, how notice thereof was given, the names of those present or represented at
24 the meeting, and the proceedings thereof.

25 See that all notices are duly given in accordance with the provisions of these Bylaws or as
26 required by law.

27 Be custodian of the records and of the seal of the corporation and see that the seal is affixed to
28 all duly executed documents, the execution of which on behalf of the corporation under its seal is
29 authorized by law or these Bylaws.

30 Keep a record of the membership giving the names, addresses and membership class held by
31 each and any members, and, in the case where any membership has been terminated, he or she
32 shall record such fact in the record of the membership together with the date on which such
33 membership ceased.

34 Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney,
35 on request therefor, the Bylaws, the record of membership, and the minutes of the proceedings of
36 the directors of the corporation.

1 **SECTION 8. DUTIES OF TREASURER**

2 Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and
3 Funds," the Treasurer shall:

4 In general, perform all duties incident to the office of Treasurer and such other duties as may be
5 required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which
6 may be assigned to him or her from time to time by the Board of Directors.

7 Have charge and custody of, and be responsible for, all funds and securities of the corporation,
8 and deposit all such funds in the name of the corporation in such banks, trust companies, or other
9 depositories as shall be selected by the Board of Directors.

10 Receive, and give receipt for, monies due and payable to the corporation from any source
11 whatsoever.

12 Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board
13 of Directors, taking proper vouchers for such disbursements.

14 Keep and maintain adequate and correct accounts of the corporation's properties and business
15 transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and
16 losses.

17 Exhibit at all reasonable times the books of account and financial records to any director of the
18 corporation, or to his or her agent or attorney, on request therefor.

19 Render to the President and directors, whenever requested, an account of any or all of his or her
20 transactions as Treasurer and of the financial condition of the corporation.

21 Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to
22 be included in any required reports.

23 **SECTION 9. COMPENSATION**

24 The officers of this corporation shall serve without compensation except that they shall be allowed
25 and paid their actual and necessary expenses incurred in the performance of their regular duties
26 as specified in this Article.

27 **ARTICLE 5**
28 **COMMITTEES OF THE CORPORATION**

29 **SECTION 1. COMPOSITION OF COMMITTEES**

30 The board may establish any committees, and delegate the management of the activities of the
31 corporation to those committees, provided that the activities and affairs of the corporation shall be
32 managed and all corporate powers shall be exercised under the ultimate direction of the board.

33 Committees shall consist of persons from the general Membership in good standing who need
34 not be members of the board.

35 Any board member may nominate and the board shall approve the Chairperson(s) for each
36 committee. Except that the Chairperson(s) of the Membership Committee shall be appointed by

1 the Secretary and approved by the Board. The Committee Chairperson(s) shall select the
2 members of the Committee.

3 **SECTION 2. STANDING COMMITTEES**

4 The corporation shall have standing committees on:

5 a) Education

6 b) Community Outreach

7 c) Membership

8 **SECTION 3. OTHER COMMITTEES**

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

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**ARTICLE 6
MEMBERS**

14 **SECTION 1. DETERMINATION AND QUALIFICATION OF MEMBERS**

15 The corporation shall have only one class of members.

16 No member shall hold more than one membership in the corporation.

17 Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this
18 corporation, all memberships shall have the same rights, privileges, restrictions and conditions.

19 Members must be natural persons at least 18 years of age, who understand and support the
20 Corporation's statement of purpose and have paid the required dues.

21 Members will be considered without regard to sex, race, creed, color, religion, marital or
22 relationship status, sexual orientation, national or ethnic origin, citizenship, or any sensory or
23 physical challenge.

24 **SECTION 2. RIGHTS OF MEMBERS**

25 Members in good standing have the right to cast one vote in all smOdyssey elections, the right to
26 elect the Board of Directors, and the right to amend these bylaws (within the parameters of the
27 California Nonprofit Mutual Benefit Corporation Law). Members who are delinquent in dues are
28 considered NOT in good standing.

29 Any member in good standing may run for a position on the Board of Directors, provided that they
30 have been a member of smOdyssey, Inc, in good standing for a continuous period of not less
31 than 6 months.

32 Any member in good standing may petition the Board for action.

33 Any member in good standing may appeal the ruling of the Board of Directors on any grievance
34 by filing a written request for review of said ruling and delivering it to the President of the Board

1 within 10 days of the ruling. Upon review of the grievances, the Board will provide within 10 days
2 a written ruling of their decision to said member.

3 **SECTION 3. ADMISSION OF MEMBERS**

4 Applicants shall be admitted to membership upon:

- 5 a) Completion of a membership application process.
- 6 b) Providing proof of identity and age
- 7 c) Reviewing and endorsing smOdyssey's code of conduct.
- 8 d) Final review and approval of the Board of Directors or designated agents.

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

10 (a) The fee charged for making application for membership in the corporation shall be
11 determined by a Board resolution.

12 (b) The application fees and annual dues payable to the corporation by members shall be
13 determined by a Board resolution.

14 (c) Memberships shall be non-assessable.

15 **SECTION 5. NUMBER OF MEMBERS**

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

17 **SECTION 6. MEMBERSHIP BOOK**

18 The corporation shall keep a record of its members containing the name, address and class of
19 membership of each member. Termination of the membership of any member shall be recorded,
20 together with the date of termination of such membership. . Records of terminated members shall
21 be purged within 12 months after the earliest date permitted by law. Such book shall be kept at
22 the corporation's principal office or other such place as determined by the Board of Directors.

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

26 **SECTION 7. NONLIABILITY OF MEMBERS**

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

29 **SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS**

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

1 **SECTION 9. TERMINATION OF MEMBERSHIP**

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

4 (1) Voluntary Termination

5 i. Resignation: Upon his or her notice of such termination delivered to the President of
6 Secretary of the corporation personally or by mail, such membership to terminate
7 upon the date of delivery of the notice or date of deposit in the mail.

8 (2) Involuntary Termination

9 i. Prejudicial Conduct: Upon a determination by the Board of Directors that the member
10 has engaged in conduct materially and seriously prejudicial to the interests or
11 purposes of the corporation.

12 ii. Violation of Code of Conduct: Upon a determination that the member has violated the
13 Code of Conduct of smOdyssey.

14 iii. Nonpayment of Dues: If this corporation has provided for the payment of dues by
15 members, upon a failure to renew his or her membership by paying dues on or before
16 their due date, such termination to be effective sixty (60) days after a written
17 notification of delinquency is given personally or mailed to such member by the
18 Secretary of the corporation. A member may avoid such termination by paying the
19 amount of delinquent dues within a sixty (60)-day period following the member's
20 receipt of the written notification of delinquency.

21 (b) Procedure for Expulsion. No Member may be expelled, and no Membership may be
22 terminated or suspended, except according to procedures satisfying this Section. Any
23 expulsion, suspension, or termination must be done in good faith and in a fair and
24 reasonable manner. Following the determination that a member should be expelled under
25 subparagraphs (a)(2)(i) or (a)(2)(ii) of this Section, the following procedure shall be
26 implemented:

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

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

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

1 (4) If this corporation has provided for the payment of dues by members, any person
2 expelled from the corporation shall not receive a refund of dues already paid.

3 (c) A Member who is expelled or suspended or whose Membership is terminated shall be
4 liable for any charges incurred, services or benefits actually rendered or fees incurred
5 before the expulsion, suspension or termination.

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

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

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

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

15 **ARTICLE 7**
16 **MEETINGS**

17 **SECTION 1. PLACE OF MEETINGS**

18 All meetings (Board and Member) shall be held at such place within the County of Santa Clara,
19 State of California which has been designated from time to time by resolution of the Board of
20 Directors.

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

28 a) Each director participating in the meeting can communicate with all of the other directors
29 concurrently;

30 b) Each director is provided the means of participating in all matters before the board,
31 including, without limitation, the capacity to propose, or to interpose an objection to, a specific
32 action to be taken by the corporation;

33 c) The corporation adopts and implements some means of verifying 1) that all persons
34 participating in the meeting are directors of the corporation or are otherwise entitled to participate
35 in the meeting, and 2) that all actions of, or votes by, the board are taken and cast only by
36 directors and not by persons who are not directors.

1 **SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS**

2 The members shall meet annually in October of each year for the purpose of electing directors
3 and transacting other business as may come before the meeting. The date and time of this
4 annual meeting to be determined by a resolution of the Board of Directors at least thirty (30) days
5 in advance. The Director positions with vacancies shall be elected by the members in accordance
6 with this Article. Cumulative voting for the election of directors shall not be permitted. The
7 candidates receiving the highest number of votes, in excess of 30% of the total number of votes
8 cast, up to the number of directors to be elected shall be elected. Each voting member shall cast
9 one vote, with voting being by ballot only. The annual meeting of members for the purpose of
10 electing directors shall be deemed a regular meeting and any reference in these Bylaws to
11 regular meetings of members refers to this annual meeting.

12 Immediately after each Annual Meeting of Members, the Board of Directors shall hold a regular
13 meeting for the purposes of organization, election of officers, and the transaction of other
14 business.

15 Regular meetings of the Board of Directors shall be held no less frequently than annually.

16 **SECTION 3. REASONABLE NOMINATION AND ELECTION PROCEDURES**

17 This corporation shall make available to members reasonable nomination and election
18 procedures with respect to the election of directors by members. Such procedures shall be
19 reasonable given the nature, size and operations of the corporation, and shall include:

20 (a) A reasonable means of nominating persons for election as directors.

21 (b) A reasonable opportunity for a nominee to communicate to the members the nominee's
22 qualifications and the reasons for the nominee's candidacy.

23 (c) A reasonable opportunity for all nominees to solicit votes.

24 (d) A reasonable opportunity for all members to choose among the nominees.

25 1. Upon the written request by any nominee for election to the Board and the payment with such
26 request of the reasonable costs of mailing (including postage), the corporation shall, within ten
27 (10) business days after such request (provided payment has been made) mail to all members
28 or such portion of them that the nominee may reasonably specify, any material which the
29 nominee shall furnish and which is reasonably related to the election

30 If the corporation distributes any written election material soliciting votes for any nominee for
31 director at the corporation's expense, it shall make available, at the corporation's expense, to
32 each other nominee, in or with the same material, the same amount of space that is provided any
33 other nominee, with equal prominence, to be used by the nominee for a purpose reasonably
34 related to the election.

35 Generally, any person who is qualified to be elected to the Board of Directors shall be nominated
36 by a member in good standing no earlier than ninety (90) days prior to the annual meeting.
37 However, if the corporation has five hundred (500) or more members, any of the additional
38 nomination procedures specified in subsections (a) and (b) of Section 7521 of the California
39 Nonprofit Mutual Benefit Corporation Law may be used to nominate persons for election to the
40 Board of Directors.

1 If this corporation has five thousand (5,000) or more members, then the nomination and election
2 procedures specified in Section 7522 of the California Nonprofit Corporation Law shall be
3 followed by this corporation in nominating and electing persons to the Board of Directors.

4 **SECTION 4. VOTING RIGHTS**

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

7 **SECTION 5. PROXY VOTING**

8

9 Members entitled to vote shall have the right to vote either in person or by a written proxy
10 executed by such person or by his or her duly authorized agent and filed with the Secretary of the
11 corporation, provided, however, that no proxy shall be valid after eleven (11) months from the
12 date of its execution unless otherwise provided in the proxy. In any case, however, the maximum
13 term of any proxy shall be three (3) years from the date of its execution. No proxy shall be
14 irrevocable and may be revoked following the procedures given in Section 7613 of the California
15 Nonprofit Mutual Benefit Corporation Law.

16 All proxies shall state the general nature of the matter to be voted on and, in the case of a proxy
17 given to vote for the election of directors, shall list those persons who were nominees at the time
18 the notice of the vote for election of directors was given to the members. In any election of
19 directors, any proxy which is marked by a member "withhold" or otherwise marked in a manner
20 indicating that the authority to vote for the election of directors is withheld shall not be voted either
21 for or against the election of a director.

22 Proxies shall afford an opportunity for the member to specify a choice between approval and
23 disapproval for each matter or group of related matters intended, at the time the proxy is
24 distributed, to be acted upon at the meeting for which the proxy is solicited. The proxy shall also
25 provide that when the person solicited specifies a choice with respect to any such matter, the vote
26 shall be cast in accordance therewith.

27 **SECTION 6. RECORD DATE FOR MEETINGS**

28 The record date for purposes of determining the members entitled to notice, voting rights, written
29 ballot rights, or any other right with respect to a meeting of members or any other lawful
30 membership action, shall be fixed pursuant to Section 7611 of the California Nonprofit Mutual
31 Benefit Corporation Law.

32 **SECTION 7. SPECIAL MEETINGS**

33 Special meetings of the Board of Directors may be called by the President, or by a majority of the
34 directors.

35 Special meetings of the members may be called by the Board of Directors, or the President of the
36 corporation. In addition, special meetings of the members for any lawful purpose may be called
37 by five percent (5%) or more of the members.

1 Such meetings shall be held at the place, within the County of Santa Clara, State of California,
2 designated by the person or persons calling the meeting, and in the absence of such designation,
3 at the Place of Meetings as defined in Section 1 of this Article.

4 **SECTION 8. NOTICE OF MEETINGS**

5 (a) Regular meetings of the board may be held without notice.

6 (b) Special meetings of the board or members shall be held upon ten (10) days' notice by first-
7 class mail, delivered personally or by telephone or confirmed electronic mail. If sent by mail or
8 confirmed electronic mail, the notice shall be deemed to be delivered on its deposit in the mails or
9 on receipt of delivery confirmation by the electronic recipient. Such notices shall be addressed to
10 each director or member at his or her address as shown on the books of the corporation, or if no
11 address appears or is given, at the place where the principal office of the corporation is located or
12 by publication of notice of the meeting on the Corporation's web site and via the Corporation's
13 email list.

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

20 (d) Notice of a members' meeting or any report shall be given by a means consistent with
21 California Nonprofit Mutual Benefit Corporation Code.

22 (e) If a special meeting is called by members as authorized by these Bylaws, the request for the
23 meeting shall be submitted in writing, specifying the general nature of the business proposed to
24 be transacted and shall be delivered personally or sent by registered mail or by electronic means
25 to the President, Vice President or Secretary of the corporation. The officer receiving the request
26 shall promptly cause notice to be given to the members entitled to vote that a meeting will be
27 held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and
28 shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the
29 request for the meeting by the officer. If the notice is not given within twenty (20) days after the
30 receipt of the request, persons calling the meeting may give the notice themselves.

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

37 (g) When a meeting of the members is adjourned for lack of a sufficient number of members at
38 the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the
39 adjourned meeting or of the business to be transacted at such meeting other than by
40 announcement at the meeting at which the adjournment is taken of the time and place of the
41 adjourned meeting. However, if after the adjournment a new record date is fixed for notice or
42 voting, a notice of the adjourned meeting shall be given to each member who, on the record date
43 for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for
44 more than forty-five (45) days.

1 **SECTION 9. CONTENTS OF NOTICE**

2 (a) Notice of meetings not herein dispensed with shall specify the place, day and hour of the
3 meeting. The purpose of any board meeting need not be specified in the notice.

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

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

- 16 1. Removal of directors without cause;
- 17 2. Filling of vacancies on the Board by members;
- 18 3. Amending the Articles of Incorporation; and
- 19 4. An election to voluntarily wind up and dissolve the corporation.

20 **SECTION 10. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS**

21 (a) The transactions of any meeting of the board, however called and noticed or wherever held,
22 are as valid as though the meeting had been duly held after proper call and notice, provided a
23 quorum, as hereinafter defined, is present and provided that either before or after the meeting
24 each director not present signs a waiver of notice, a consent to holding the meeting, or an
25 approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the
26 corporate records or made a part of the minutes of the meeting.

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

37 **SECTION 11. QUORUM FOR MEETINGS**

38 A quorum for the Board shall consist of more than 50% of the authorized number of Directors, as
39 specified in Article 3, Section 1 of these Bylaws.

1 A quorum for a meeting of the Members shall consist of one-third (1/3) of the members in good
 2 standing of the corporation.

3 The members present at a duly called and held meeting at which a quorum is initially present may
 4 continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal
 5 of members from the meeting provided that any action taken after the loss of a quorum must be
 6 approved by at least a majority of the members required to constitute a quorum.

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

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

15 **SECTION 12. MAJORITY ACTION AS BOARD ACTION**

16 Every act or decision done or made by a majority of the directors present at a meeting duly held
 17 at which a quorum is present is the act of the Board of Directors, unless the Articles of
 18 Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Mutual Benefit
 19 Corporation Law, particularly those provisions relating to appointment of committees (Section
 20 7212), approval of contracts or transactions in which a director has a material financial interest
 21 (Sections 5233 and 7233) and indemnification of directors (Section 7237e), require a greater
 22 percentage or different voting rules for approval of a matter by the board.

23 **SECTION 13. MAJORITY ACTION AS MEMBERSHIP ACTION**

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

28 **SECTION 14. CONDUCT OF MEETINGS**

29 Meetings of the Board of Directors or Members shall be presided over by the President of the
 30 corporation or, in his or her absence, by the Vice President of the corporation or, in the absence
 31 of each of these persons, by a Chairperson chosen by a majority of the directors, or for a meeting
 32 of the Members, a majority of the members in good standing, present at the meeting.

33 The Secretary of the corporation shall act as secretary of all meetings of the board or members,
 34 provided that, in his or her absence, the presiding officer shall appoint another person to act as
 35 Secretary of the Meeting.

36 Meetings shall be governed by smOdyssey, Inc. Operating Procedures, as such rules may be
 37 revised from time to time, insofar as such rules are not inconsistent with or in conflict with these
 38 Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

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1 **SECTION 15. BOARD ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

2 Any action required or permitted to be taken by the Board of Directors under any provision of law
3 may be taken without a meeting, if all members of the board shall individually or collectively
4 consent in writing to such action. For the purposes of this Section only, "all members of the
5 board" shall not include any "interested director" as defined in Section 5233 of the California
6 Nonprofit Corporation Law. Such written consent or consents shall be filed with the minutes of the
7 proceedings of the board. Such action by written consent shall have the same force and effect as
8 the unanimous vote of the directors. Any certificate or other document filed under any provision of
9 law which relates to action so taken shall state that the action was taken by unanimous written
10 consent of the Board of Directors without a meeting and that the Bylaws of this corporation
11 authorize the directors to so act, and such statement shall be prima facie evidence of such
12 authority.

13 **SECTION 16. BOARD ACTION BY FASTTRACK PROCESS WITHOUT MEETING**

14 Any action required or permitted to be taken by the Board of Directors under any provision of law
15 may be taken without a meeting, if all members of the board shall individually or collectively
16 consent in writing to such action. The fast track process shall use a board designated electronic
17 communications forum herein after referred to as The smOdyssey Board email list. In order for
18 such a medium to be valid for use for Fast Track use, it must be readily accessible to all board
19 members. The Fast Track Process is as follows:

20 (1) Any board member may post a proposal to the smOdyssey Board email list. The proposal
21 must include a date/time expiration timer of not less than 1 week from the date/time of posted
22 proposal and not more than the day before the next scheduled board meeting.

23 (2) To be considered approved, at least 50% of the remaining board members must post an
24 approval vote.

25 (3) To be derailed, 2 or more board members must post a non-approval vote.

26 (4) If by the expiration timer the proposal has received the required number of approvals and
27 has not been derailed it will be considered approved. If it has been derailed and the issues of
28 the non-approving board members cannot not be resolved the proposal will be tabled until a
29 Board meeting.

30 Issues with the proposal should be posted and discussed among the board members on the
31 smOdyssey Board email list. The proposal may be amended as needed to resolve conflict or
32 issues. If necessary the amended proposal may be re-posted with a new expiration timer to
33 ensure clarity of what is being approved. The proposing board member may call other board
34 members to discuss issues in an attempt to resolve issues or get the member to post their vote.

35 For the purposes of this Section only, "all members of the board" shall not include any "interested
36 director" as defined in Section 5233 the California Nonprofit Corporation Law.

37 A record of Fast Track actions shall be filed with the minutes of the proceedings of the board, and
38 such decisions shall have the same force and effect as any other act of the board.

1 SECTION 17. MEMBER ACTION BY WRITTEN BALLOT WITHOUT A MEETING

2 Any action which may be taken at any regular or special meeting of members may be taken
3 without a meeting if the corporation distributes a written ballot to each member entitled to vote on
4 the matter. The ballot shall set forth the proposed action, provide an opportunity to specify
5 approval or disapproval of each proposal, provide that where the person solicited specifies a
6 choice with respect to any such proposal the vote shall be cast in accordance therewith, and
7 provide a reasonable time within which to return the ballot to the corporation. Ballots shall be
8 mailed or delivered in the manner required for giving notice of meetings specified in Section 8(d)
9 of this Article.

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

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

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

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

26 SECTION 18. MEMBER ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

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

32 SECTION 19. MEETINGS AND ACTION OF COMMITTEES

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

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**ARTICLE 8
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

SECTION 1. EXECUTION OF INSTRUMENTS

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

SECTION 2. CHECKS AND NOTES

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

SECTION 3. DEPOSITS

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

SECTION 4. GIFTS

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

**ARTICLE 9
CORPORATE RECORDS, REPORTS AND SEAL**

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

- The corporation shall keep at its principal office 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, if any, (to be known as the membership book) indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
 - (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

1 **SECTION 2. CORPORATE SEAL**

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

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

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

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

9 Members shall have the right to inspect at any reasonable time the books, records, or minutes of
10 proceedings of the members or of the board or committees of the board, with personal
11 information anonymized, upon written demand on the corporation by the member, for a purpose
12 reasonably related to such person's interests as a member.

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

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

16 **SECTION 6. ANNUAL REPORT**

17 The board shall cause an annual report to be furnished not later than one hundred and twenty
18 (120) days after the close of the corporation's fiscal year to all directors of the corporation and, if
19 this corporation has members, to any member who requests it in writing, which report shall
20 contain the following information in appropriate detail:

21 (a) A balance sheet as of the end of such fiscal year and an income statement and statement of
22 changes in financial position for such fiscal year.

23 (b) A statement of the place where the names and addresses of the current members are
24 located.

25 (c) Any information required by Section 7 of this Article.

26 The annual report shall be accompanied by any report thereon of independent accountants, or, if
27 there is no such report, the certificate of an authorized officer of the corporation that such
28 statements were prepared without audit from the books and records of the corporation.

29 If this corporation has members, then, if this corporation receives TWENTY-FIVE THOUSAND
30 DOLLARS (\$25,000), or more, in gross revenues or receipts during the fiscal year, this
31 corporation shall automatically send the above annual report to all members, in such manner, at
32 such time, and with such contents, including an accompanying report from independent
33 accountants or certification of a corporate officer, as specified by the above provisions of this
34 Section relating to the annual report.

1 **SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS**

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

5 (a) Any transaction in which the corporation, or its parent or its subsidiary, was a party, and in
6 which either of the following had a direct or indirect material financial interest:

7 (1) Any director or officer of the corporation, or its parent or subsidiary (a mere common
8 directorship shall not be considered a material financial interest); or

9 (2) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent
10 or its subsidiary.

11 The above statement need only be provided with respect to a transaction during the previous
12 fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a
13 number of transactions with the same persons involving, in the aggregate, more than FIFTY
14 THOUSAND DOLLARS (\$50,000).

15 Similarly, the statement need only be provided with respect to indemnifications or advances
16 aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal
17 year to any director or officer, except that no such statement need be made if such
18 indemnification was approved by the members pursuant to Section 7237(e)(2) of the California
19 Nonprofit Mutual Benefit Corporation Law.

20 Any statement required by this Section shall briefly describe the names of the interested persons
21 involved in such transactions, stating each person's relationship to the corporation, the nature of
22 such person's interest in the transaction and, where practical, the amount of such interest,
23 provided that in the case of a transaction with a partnership of which such person is a partner,
24 only the interest of the partnership need be stated.

25 If this corporation has any members and provides all members with an annual report according to
26 the provisions of Section 6 of this Article, then such annual report shall include the information
27 required by this Section.

28 **ARTICLE 10**
29 **FISCAL YEAR**

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

31 The fiscal year of the corporation shall begin on the first day of November and end on the thirty
32 first day of October of each year.

33 **ARTICLE 11**
34 **AMENDMENT OF BYLAWS**

35 **SECTION 1. AMENDMENT**

36 These Bylaws may be amended by approval of the members (if any) at a special or annual
37 meeting of the members in compliance with California Corporations Code.

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**ARTICLE 12
AMENDMENT OF ARTICLES**

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 this corporation (if any) in accordance with California Nonprofit Corporation Law.

**ARTICLE 13
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

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

1 **WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS**

2 We, the undersigned, are the current corporate officers of smOdyssey, Inc., a California nonprofit
3 corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action
4 by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing
5 Bylaws, consisting of **22** pages, as the Bylaws of this corporation.

6 Dated: _____

7 _____
8 , President

9 _____
10 , Vice-President

11 _____
12 , Treasurer

13 _____
14 , Secretary

15

16 **CERTIFICATE**

17 This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation
18 named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of
19 said corporation on the date set forth below.

20 Dated: _____

21 _____
22 , Secretary

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