

## Sections 1 & 2: Name and Location of Offices

Name is AESV. Location (provisional) is 1482 Teal Dr , Sunnyvale, California (Luisa's House).

## Section 3: Purposes of the corporation

Pleasure, recreation, and foster, promote, and celebrate Spain's culture and traditions, to promote and strengthen economic ties between Spain and California and to assist individuals, with ties to Spain, in California.

## Section 4: Membership

*Specifies who qualifies for membership and the process to become a member.*

1. Types of members: Regular, Student, and Honorary
  - Regular and Student pay dues and can vote
  - Honorary members don't pay dues nor vote
2. Requirements
  - Endorsement by two members in good standing.
  - Approval by a membership committee or the board.
  - Payment of such dues and fees as the board may fix from time to time.
  - Possession of an email address and access to email and the web. Do not worry if you don't have email yet: It's easy to get a free account accessible from any computer. We can help you set it up.
  - Ability to communicate and transact business in the Spanish language.
3. Termination
  - Resignation.
  - Failure to pay dues within 30 days.
  - Failure to satisfy membership requirements.
  - Expulsion by the board for failure to observe rules of conduct or engaging in activities that materially damages the corporation.
4. Membership records
  - The organization shall keep a membership record, containing the name and email of each member.
  - The membership record shall be maintained by the secretary.
  - The membership record shall not be used for any purpose not reasonably related to a members interest as a member.

## Section 5: Meetings of members

*Specifies the types of meetings, who can call the meetings, when, and how. Also specifies what the meeting announcement should contain.*

- One annual (regular) meeting on the first Tuesday in October every year at 7pm unless otherwise announced by the board. Directors will be elected at the annual meeting.
- Special meetings can be called by the board or by 15% of the members.
- Notice for meetings will be sent via email and posted on the Web page.

- Notice must be sent between 60 and 15 days prior to the meeting.
- Notice for meetings must include an agenda with the issues that will be discussed and voted upon.
- For meetings where directors are to be elected, notice must include name of nominees.
- The following items must appear in the agenda if they are to be voted upon: Removal of directors, filling vacancies on the board, approving transactions between the corporation and directors (or entities where directors have material or financial interests), dissolving the corporation, distributing the corporation's assets.
- Quorum is defined as 10% or more of the voting members.
- Votes can be cast by voice or ballot.
- Director and Officer elections shall be cast by ballot if demanded by any member.
- Unless otherwise noted, approval requires a simple majority.
- Members may participate in a meeting by "proxy"

## Section 6: Action without a meeting

*Specifies under which circumstances actions can be taken without a meeting*

- Can be taken by unanimous electronic consent.
- Can be taken by electronic ballot without a meeting.
- Electronic ballots must be solicited via email and prominently posted in the WEB page.
- Electronic ballot notices shall specify number of responses required for quorum, percentage required for approval of the measures, date by which ballot must be received, and provide opportunity for approval or disapproval of each measure.
- The rules for quorum and majority for electronic ballots are the same as for regular meetings. That is number of ballots cast must constitute quorum and approval requires the same percentage of quorum as in a meeting.
- Electronic ballots cannot be revoked.
- A hard-copy or electronic record of the ballots must be kept by the secretary for at least 1 year.

## Section 7: Record date for actions

*Specifies the date for determining the membership for meeting notices, voting, etc.*

- May be determined by the board within certain limits: 10 to 90 days for meeting notices and 0 to 60 days for voting, and other actions.
- If not determined by the board, defaults to: for notices: the business day prior to the notice being sent, for votes at meetings: the meeting day, for electronic ballots: the day the first ballot is accepted.

## Section 8: Proxies

*Specifies ways in which members may cast a vote through a "proxy" representative.*

- Members have the right to participate in meetings by "proxy".
- Proxies must offer the possibility to approve, disapprove or withhold the vote.
- Proxies containing votes on some special matters shall explicitly mention the matter in the proxy. These special matters are things such as amending articles of incorporation or bylaws, removal of

directors, filling vacancies for directors, approval contracts or transactions with entities where a director has financial interest, etc.

- Proxies may be revoked in several ways: by the member executing them before they are cast, by a written or electronic notice, by a subsequent proxy, or by the member's personal attendance at the meeting.

## Section 9: Elections of directors and officers

*Specifies the process for electing directors and officers.*

1. Nomination by committee
  - The chairman of the board appoints nominations committee at least 60 days before the election.
  - Nominations committee selects candidates and reports at least 30 days before the election.
  - Secretary forwards to members the notice of the meeting and list of candidates.
2. Nominations from the floor: In case of an election meeting, any member can place names in the nomination
3. Nominees shall be given opportunity to present their candidacy and qualifications.
4. Without board approval, no corporate funds may be used to support nominees.

## Section 10: Directors

*Specifies the number and qualifications for the directors, how they are appointed, their powers, and how director's meetings should be conducted.*

1. Powers. Directors will manage all activities and affairs. Specifically:
  - Appoint agents
  - Change principal offices
  - Adopt/use corporate seal
  - Borrow money on behalf of the corporation.
2. Number and qualifications:
  - Up to 13 directors: 4 officers, 4 permanent committee chairs, and 5 trustees.
  - Directors must be Regular members in good standing.
3. Elections and term. Directors elected for one year at the annual meeting. Directors & trustees responsible for filling any vacancies. Can only run for re-election once.
4. Vacancies. Can be caused by resignation, removal (50% vote), additions, failure to elect a sufficient number. Vacancies may be filled via majority election from remaining directors (except when a director is removed by the members).
5. Meetings.
  - Once within the 10 days following the annual meeting.
  - Regular meetings at least once each 3 months as specified by the board.
  - Special meetings called by the president, vice-president, secretary or two directors.
  - Notice shall be given via personal delivery, telephone, or electronic mail. Need not specify purpose of meeting.
  - Majority constitutes quorum.
  - Action without a meeting may be taken if all directors consent via electronic mail.
6. Compensation. Directors shall not be compensated. They may be reimbursed for certain expenses as determined by the board.

## 7. Committees:

- **Social/Cultural.** Organize and coordinate social and cultural activities. Inform members of such activities.
- **Web.** Maintain contents of web pages. Add content as requested by other committees and members.
- **Administration.** Handle legal and organizational issues. Propose new committees. Coordinate election process.
- **Business relations and Finance.** Foster, organize, and coordinate activities with external corporations. Seek funding sources.

## Section 11: Officers

*Specifies the number of officers, how they are appointed and their responsibilities.*

1. **Officers.** Four officers: president, vice-president, secretary, and treasurer. The board may add additional officers as required. Officers must meet the same eligibility requirements as directors. The same person may hold multiple offices.
2. **Elections.** Elected at the annual meeting of members. Term is one year.
3. **Additional officers.** The board may appoint additional officers.
4. **Removal.** By majority vote of the board for appointed officers. By majority vote of the members for elected officers.
5. **Vacancies.** Resignation, removal, failure to elect sufficient number.
6. **Responsibilities**
7. **Officers must attend the annual meeting and all special (member) meetings.**
  - **President.** Preside board and member meetings. Supervise, direct, control corporation's activities and officers. Sign official documents. Co-sign checks if the amount exceeds \$500.
  - **Vice-president.** Fill-in for the president.
  - **Secretary.** Maintain book of minutes. Keep bylaws. Collect membership dues and give them to the Treasurer. Maintain membership records. Maintain correspondence records.
  - **Treasurer.** Maintain the accounting books. Give financial statements to the members and board. Deposit corporation funds. Provide account of all transactions. Sign checks. Pay expenses. Provide receipts for any amounts received.

## Section 12: Indemnification

*Allow the corporation to protect and indemnify its directors and members against judgements and fines.*

Corporation shall indemnify against expenses, judgements, fines, etc. reasonably incurred while performing duties on behalf of the corporation.

The board has authority to approve indemnification, if it can't the board shall call a meeting of the members.

Expenses shall be advanced to the person(s) seeking indemnification

## Section 13: Insurance

*Allow the corporation to purchase liability insurance on behalf of members, directors, and employees.*

## Section 14: Records

*Regulate maintenance and inspection of corporate records*

1. Records
  - Corporation shall maintain correct books, written minutes of board meetings and board-committee meetings, membership.
2. Inspection rights
  - Members have the right to inspect the accounting books.
  - Members have the right to examine the membership records, with reasonable justification. The board may deny access if justification is not one reasonably related to interest of the person as a member (i.e. cannot be used for private business).
  - Members have the right to inspect the minutes.
  - Members have the right to inspect the articles and bylaws.
  - Directors have the right to inspect all the records.
3. Annual report
  - Is only required if corporation has more than \$10000 in revenue
  - Shall be prepared within 120 days after the end of the fiscal year.
  - Shall include balance sheet
4. Annual statement of certain transactions. Should be filed as part of the annual report or as independent document if there is no annual report.
5. Shall include any transactions for amounts greater than \$5000 (singular or cumulative) between the corporation and an entity where any director or officer has direct or indirect financial interest.
6. Shall describe any loan, indemnification, or advance of more than \$2000 to officers or directors.

## Section 15: Construction and Definitions

*Explains the language used in the bylaws*

## Section 16: Amendments

*Describes the process for changing these bylaws*

1. Amendment by the board
  - Cannot modify or add classes of membership.
  - Cannot modify the qualifications for membership
  - Cannot change the number of directors
  - Cannot increase or extend terms of directors, appoint directors specified as elected, modify proxy rights, or authorize cumulative voting?
2. Amendment by members
  - May modify bylaws
  - May not extend a director's term.