BYLAWS OF
SOCIETY OF JANUS

ARTICLE I. OFFICES

Principal Office
Section 1.01. The principal office of the Corporation for its transaction of business is located in the City of San Jose and County of Santa Clara, California.

Change of Address
Section 1.02. The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE II. MEMBERS

Classification and Qualification of Members
Section 2.01. The Corporation shall have one class of members.

Eligibility for Membership
Section 2.02. Members must be 18 or older; agree to abide by our bylaws and Rules and Procedures; commit to being supportive of our purpose to educate our members on topics concerning alternative lifestyles and personal health and safety; and have paid their dues and fees. The Members may, from time to time, set forth additional eligibility requirements for membership, provided however, that Membership shall not be refused because of an applicant’s sex, gender, race, age (if the applicant is at least 18), sexual orientation, physical disability, HIV status, or relationship status.

Admission to Membership
Section 2.03. The Members may, from time to time, set forth the procedures for admission of Members, including, but not limited to attendance at orientations.

Application Fee
Section 2.04. There shall be no fee for making application for membership in the Corporation.

Dues
Section 2.05. Members shall pay annual dues payable to the Corporation in such amounts as shall be determined by resolution of the Members. Dues shall be payable for the first year on admission to membership and annually thereafter. Membership dues may not be changed except by a two-thirds vote of the Members at a membership meeting.

Assessments
Section 2.06. Memberships shall be nonassessable.

Number of Members
Section 2.07. There shall be no limit on the number of members the Corporation may admit.
**Inspection Rights of Members**

Section 2.08. In lieu of the inspection rights provided by Corporation Code §8330, the Corporation may, within ten (10) business days after receiving a demand pursuant to §8330, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purposes set forth in a demand made pursuant to Corporation Code §8330 shall be deemed reasonable, unless within a reasonable time after acceptance of the offer, the Corporation fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand.

**Certificates of Membership**

Section 2.09. The Corporation shall not issue membership certificates, however, the Corporation reserves the right to issue identity cards or similar devices to members which serve to identify members qualifying to use the facilities or services of the Corporation.

**Nonliability of Members**

Section 2.10. A member of the Corporation shall not solely because of such membership be personally liable for the debts, obligations, or liabilities of the Corporation.

**Transferability of Membership**

Section 2.11. Neither the membership in the Corporation nor any rights in the membership may be transferred for value or otherwise.

**Termination of Membership**

Section 2.12.

**Causes**

(a) The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

1. The voluntary resignation of a member with notice as prescribed by Section 2.12(b) of these Bylaws;
2. Where a membership is issued for a period of time, the expiration of such period of time;
3. The death of a member;
4. Violations of the Bylaws or violation of any rules or procedures of the Corporation. However any penalty or reprimand, including termination, requires a two-thirds votes of the Members at a Membership meeting.

**Resignation by Giving Notice**

(b) The membership of any member of the Corporation shall automatically terminate on such member’s written request for such termination delivered to the President or Secretary of the Corporation personally or deposited in United States mail, postage prepaid.

**Procedures for Termination or Reprimand for Cause**
(c) Any member may move to reprimand, penalize or expel from membership another member. A motion to reprimand, penalize or expel must be accompanied by a written statement in which the movant states the reasons for the motion and the evidence in support of it. If by a majority vote the Members at a membership meeting, find that the evidence in support of the motion is substantial enough to warrant further consideration, the business meeting shall schedule a meeting, to be held within forty-five days, to consider what if any disciplinary action to take. Prior notice, specifying the grounds for the proposed reprimand, penalty or expulsion must be mailed to all members ten to thirty days in advance of the meeting. The accused member will be afforded an opportunity to include a statement, to be mailed with the notice. At the meeting, the member charged must be given an opportunity to be heard in his or her defense. Penalty, reprimand or expulsion requires a two-thirds vote of those present at the meeting.

ARTICLE III. MEETINGS OF MEMBERS

Purpose
Section 3.01. All authority for the operation and governance of the Corporation not otherwise delegated by these Bylaws or the Corporation Code of California remains with the Members, as exercised at member meetings, which are called herein, business meetings.

Types
Section 3.02 There are three types of business meetings: Regular Meetings, General Meetings and Special Meetings. Any member may attend any business meeting.

Notice
Section 3.03. All members shall be mailed written notice of business meetings 10 to 30 days before the meeting is held.

Quorum
Section 3.04. No business meeting may begin unless at least eight members are present. Two hours after the time that the meeting was scheduled to begin, the Moderator shall determine how many persons are present. The quorum for the meeting shall then become two-thirds of that number or eight, whichever is greater.

Agenda
Section 3.05. Business meetings shall have an agenda. It is the duty of the meeting Moderator to set the agenda, and throughout the meeting the Moderator shall manage the agenda in accordance with the will of the meeting. Any member may move to change the agenda at any time.

Conduct of Meetings
Section 3.06. The Members may, from time to time, set forth the rules for conduct of business meetings.

Voting
Section 3.07. Every attending member has one vote, except the Moderator, who may not vote. The members may, from time to time, set forth additional rules for voting not inconsistent with these Bylaws.
Definition of vote needed for passage of a motion
(a) Unless otherwise specified, a motion requires a majority vote to pass. A majority means more “aye” than “nay” votes. Unless otherwise specified, a motion that requires more than a majority vote to pass will pass if the total “aye” votes is the necessary percentage (for example, two-thirds) of the total of “aye” and “nay” votes. In all these cases; abstentions do not count.

Required vote for motion in conflict with an adopted motion
(b) When, a proposed motion conflicts with or seeks to rescind an adopted motion that is less than six months old, and when this conflict is brought to the attention of the business meeting before the vote on the new motion is taken, the new motion shall require a two-thirds vote for passage.

Voting method
Section 3.08. Voting is by a show of hands unless the meeting adopts a secret ballot. A motion for a secret ballot requires a majority vote.

Regular Business Meetings.
Section 3.09. Regular Business Meetings shall be scheduled to be held at least once a month.

Minutes.
Section 3.10 The Regular Business Meeting shall correct, amend, and approve minutes of prior meetings.

General Meetings.
Section 3.11.

Schedule
(a) At least once each year there shall be a General meeting. To ensure maximum attendance, General Meetings shall be held on weekends.

Agenda
(b) The primary purpose of the General Meeting is to elect officers and directors. Other matters of general importance to the membership may also be considered. The Regular Business Meeting shall set the agenda and provide the membership with notice of it between ten and thirty days in advance of a General Meeting. Any member may make a motion to add to the agenda of a General Meeting.

Minutes
(c) Minutes of a General Meeting shall be presented within sixty days to a Regular Business Meeting for correction, amendment, and approval.

Special Business Meetings
Section 3.12. The membership may call a Special Meeting by petition presented to a Regular Business Meeting. After the petition is presented, the Membership Secretary will report to the next Regular Business Meeting whether a minimum of twenty-five members have signed the petition. If so, that meeting shall schedule the Special Meeting to be held on a weekend within sixty days
Place
Section 3.13. Meetings of members shall be held at such location within the State of California as may be designated from time to time by the members.

Rules and Procedures
Section 3.14. The Members, at a business meeting may authorize Rules and Procedures, not in conflict with the Articles of the Corporation, these Bylaws, or the law, for the operation and conduct of the Corporation. The Members may additionally provide for the method of amending said Rules and Procedures.

ARTICLE IV. DIRECTORS

Number
Section 4.01. The Corporation shall have not less than six nor more than 25 Directors. The exact number of Directors shall be 20 and this number shall be fixed from time to time, within the limits specified in this Bylaw, by an amendment to this Bylaw duly adopted by approval of the members.

Qualifications
Section 4.02. The Board of Directors shall consist of the Officers of the Corporation.

Compensation
Section 4.03. The Directors shall serve without compensation.

Meetings
Section 4.04. The Board of Directors shall meet annually at the time of the General Meeting of the members.

Indemnification of Directors
Section 4.06. Directors of the Corporation shall be entitled to indemnification to the fullest extent provided by law, provided however, that Indemnification of the Directors, pursuant to California Corporation Code §723 7 shall be made only upon approval of the members at a business meeting.

ARTICLE V. OFFICERS

Mandated Offices
Section 5.01. The officers of the organization shall include, but not be limited to, a President (“Coordinator”), who shall also be the Coordinator, Business Meeting Moderator, Communications Secretary, Membership Secretary, Recording Secretary, and Treasurer. A Coordinator shall not serve also as a Treasurer, Business Meeting Moderator, or Recording Secretary. The members may, from time to time, create other offices.
Qualifications and Term
Section 5.02. All officers must be current members. Officers shall be elected annually at a business meeting for a term of one year.

Vacancies
Section 5.03. The Members at a Regular Business Meeting shall fill any vacant offices.

Limitation on Continuous Service
Section 5.04. If at the time of reelection, an officer has served for more than one year and three months in a given office, the officer may not serve another consecutive term in the same office without a prior separate two-thirds vote of approval of the members at a meeting at which the election is held. If the candidate is listed on an absentee ballot, the ballot shall also contain a separate question as to whether the candidate may serve an additional term.

Elections
Section 5.05. The members shall, from time to time, set forth procedures for electing officers at a business meeting.

Job Descriptions
Section 5.06. The members at a business meeting may set forth job descriptions for the offices.

Recall of Officers
Section 5.07. An officer may be recalled for failure to perform his or her duties or for any reason that a member may be reprimanded, penalized or expelled. The procedure for recall is the same as it is for reprimanding, penalizing or expelling a member.

Indemnification of Officers
Section 5.08. Officers of the Corporation shall be entitled to indemnification to the fullest extent provided by law.

ARTICLE VI. CORPORATE RECORDS, REPORTS, AND SEAL

Keeping Records
Section 6.01. The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board and other records as required by law.

Confidentiality
Section 6.02. Subject only to requirements of law, the privacy and confidentiality of the members shall be protected to the utmost extent possible.
CERTIFICATE OF SECRETARY
OF THE SOCIETY OF JANUS, a California Nonprofit Corporation

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Bylaws, comprising seven pages, not including this certificate, constitute the Bylaws of said Corporation as duly adopted at a meeting of the Members thereof held on August 21, 1997.

Dated: August /1997