

Principal Office

BYLAWS OF SOCIETY OF JANUS

ARTICLE I. OFFICES

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 voting eligible class of Members, and the Business Meeting may create additional, non-voting, or temporary classes of membership.

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 voting eligible 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 voting eligible 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 voting eligible 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 voting eligible Members at a membership meeting.

Non-voting or limited time membership classes may be created by a two-thirds vote of the voting eligible Members at a membership meeting. Dues and durations of limited time or non-voting Members will be determined by a two-thirds vote of the voting eligible 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 voting eligible 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 voting eligible 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, electronically, or deposited in United States mail, postage prepaid.

Procedures for Termination or Reprimand for Cause

(c) Any voting eligible 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 voting eligible 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 (45) days, to consider what if any disciplinary action to take. At the meeting, the Member charged must be given an opportunity to be heard in their defense. Penalty, reprimand, or expulsion requires a two-thirds vote of voting eligible Members 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 voting eligible 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. Business Meetings will be posted on the Corporation's web site at least seven (7) days prior to the meeting being held.

Quorum

Section 3.04. No Business Meeting may begin unless at least six (6) voting eligible Members are present. Fifteen minutes after the time that the meeting was scheduled to begin, the Moderator shall determine how many persons are present. If at least six voting eligible Members are not then present, the meeting shall be canceled.

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 voting eligible Member may move to change the agenda at any time.

Conduct of Meetings

Section 3.06.

The voting eligible Members may, from time to time, set forth the rules for conduct of Business Meetings.

- (a) Motion. Any voting eligible Member may offer a motion. A voting eligible Member who is not present may offer a motion if an attending voting eligible Member agrees to present it in proxy. The Secretary must record each motion for the minutes. A motion must be seconded before debate of the topic opens to the meeting.
- (b) Debate. The Member offering a motion speaks first to explain it, and may also speak last to rebut arguments. No one may speak an additional time until all who wish to speak have spoken as often as that person.
- (c) Misconduct at a Business Meeting. Any Member or non-member who is flagrantly or persistently out of order may, by a public two-thirds vote or a majority by secret ballot, be barred from further attendance at or participation in the meeting.

Voting

Section 3.07. Every attending voting eligible Member has one vote, except the Moderator who may not vote. The voting eligible 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 are 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 (6) 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 Methods

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

(a) Recount. The Moderator shall take a recount if, after a vote has been taken but before any new item of business has been put on the floor, any voting eligible Member present at the meeting requests a recount. There shall be no more than one recount per motion.

(b) Reconsideration. After a motion passes, a voting eligible Member may move to have the motion reconsidered at the next Business Meeting. The motion to reconsider carries if it receives an affirmative vote of forty-five percent (45%) or if the affirmative vote is two or fewer votes less than the votes against. The notice for the next meeting shall include the text of the motion to be reconsidered. No motion may be reconsidered more than once.

Regular Business Meetings.

Section 3.09. Regular Business Meetings shall be scheduled to be held at least once a month unless there are circumstances that make scheduling the meeting impossible.

(a) Reports. The Business Meeting may choose to require all Officers and/or committees in attendance to provide reports.

(b) Calendar. The responsible Officer of an event shall schedule events of the Corporation and inform other Officers to promote, gather volunteers, or otherwise inform Members.

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. Other matters of general importance to the membership may also be considered. The Regular Business Meeting shall set the agenda. Any voting eligible 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 (60) 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 (25) members have signed the petition. If so, that meeting shall schedule the Special Meeting to be held on a weekend within sixty (60) 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 voting eligible Members.

Rules and Procedures

Section 3.14. The voting eligible 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 voting eligible Members may additionally provide for the method of amending said Rules and Procedures.

ARTICLE IV. DIRECTORS

Number

Section 4.01. The Corporation shall have neither less than six nor more than 30 Directors. The exact number of Directors shall be 25 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 membership.

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 membership.

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 Corporation shall include, but not be limited to, a President 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 voting eligible Members may, from time to time, create other offices.

Qualifications and Term

Section 5.02. All Officers must be current voting eligible Members. Officers shall be elected annually at a General Meeting for a term of one year.

Vacancies

Section 5.03. The voting eligible 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 two years and three months in an elected office, the Officer may not serve another consecutive term in the same office without a prior separate two-thirds vote of approval of the voting eligible Members at a

meeting at which the election is held. If the Officer 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 voting eligible 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 their 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 membership, 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 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 eight pages, not including this certificate, constitute the Bylaws of said Corporation as duly adopted at a meeting of the Members thereof held on _____, 20__.

Dated: July 2022