

# **BYLAWS OF HEWLETT-PACKARD RETIREES CLUB OF SOUTHERN CALIFORNIA**

## **ARTICLE I OFFICES**

### Section 1.1 Principal Office

The principal office for the transaction of business for the Hewlett-Packard Retirees Club of Southern California (the Corporation) is located at 16399 West Bernardo Drive, San Diego, California, with a mailing address of P.O. Box 28728, San Diego, CA 92198-0728. The Corporation is a California nonprofit mutual benefit corporation.

### Section 1.2 Other Offices

The Corporation may also have offices at such other places within the State of California where it is qualified to do business, as its business may require, and as the Board of Directors of the Corporation (the Board) may from time to time designate by resolution.

### Section 1.3 Change of Address

The Board may change the principal office of the Corporation from one location to another in San Diego County at any time by resolution of the Board.

### Section 1.4 Keeping of Records

All records of the Corporation (including the Membership Record defined below, minutes, books of account, and financial reports) shall be kept at the Corporation's principal office or at such other place as the Board may designate, which may be on a reasonably secure computer and which shall be backed up in a reasonable manner.

## **ARTICLE II MEMBERS**

### Section 2.1 Primary Purpose of the Corporation

The primary purpose of the Corporation is to provide a vehicle for retired employees of HP to continue their association with former work colleagues and with HP by arranging events and activities of mutual interest (such as travel, socials, lectures, and workshops), and to publish a newsletter that focuses on these areas of interest. The term HP includes the Hewlett-Packard Company and its associated corporate entities, such as spinoffs, subsidiaries, and acquisitions. Such retired employees may join as members of the Corporation, as specified below. However, the Corporation is a completely independent organization. HP does not directly sponsor or support the Corporation, nor does it have any representation on the Board.

## Section 2.2 Classes of Membership and Rights

The Corporation shall have one class of members only. The membership, voting, and other rights, interests and privileges of each member shall be equal. No person shall hold more than one membership in the Corporation.

## Section 2.3 Eligibility for Membership

Any former HP employee is qualified for membership only after such person has satisfied at least one of the following conditions: (1) has worked at least ten years for HP, (2) is presently on permanent disability and was actively employed by HP at the time of his or her disability, or (3) retired at age sixty years or older without completing ten years of employment at HP. The surviving spouse or domestic partner of a member in good standing at the time of a member's death may become a member.

## Section 2.4 Admission

Any person eligible for membership under these Bylaws shall be admitted to membership on approval of the Board of Directors. By becoming a member, such person agrees to be bound by these Bylaws.

## Section 2.5 Dues

The Board shall determine policies for payment of dues including amounts, exceptions, due dates, and delinquent dates. Subject to such policies, all members shall pay dues for each year of membership. Dues paid to the Corporation are the property of the Corporation and are non-refundable.

## Section 2.6 Termination of Membership

Membership and all rights of membership shall automatically terminate on (1) the voluntary resignation of a member, (2) where a membership is issued for a period of time, the expiration of such time, (3) the death of a member unless there is a surviving spouse or a domestic partner who desires to hold the existing membership until its expiration, or (4) the nonpayment of dues when they become due, provided the member was given written notice that such dues were due and payable at least fifteen days before the termination date.

## Section 2.7 Suspension and Expulsion

(a) The Board may, as herein provided, disapprove any application for membership, suspend any member from membership for a period of not more than one year, or expel any member from membership for good cause. Good cause includes any conduct that brings the Corporation into public disrepute or violates the purposes for which this Corporation is formed, or any willful failure to abide by the Articles of Incorporation, these Bylaws, or other rules of the Corporation reasonably adopted by the Board.

(b) A “suspension” terminates all voting and other rights of the member during the term of the suspension; however, such member shall not be relieved of any liability for payment of dues which are due and payable during the period of suspension.

(c) An “expulsion” terminates the membership of the member in the Corporation immediately and conclusively.

(d) Proceedings against a subject member may be initiated by the Board at any meeting of the Board at which a quorum is present or by petition signed by ten percent or more of the members of the Corporation filed with the Secretary or President of the Corporation.

(1) On adoption of the resolution or on receipt of the petition, the President shall schedule the matter to be heard by the Board at the next regular or special meeting held not less than twenty days nor more than forty days after the date the resolution is adopted or the petition is received. The Secretary, or other Director appointed for that purpose, shall deliver at least fifteen days prior to the date of the hearing a copy of the resolution or petition, together with a notice of the time and place of the hearing, to the subject member. The notice shall be delivered in person, sent by any reasonable electronic means (e.g. email), or sent by first class United States mail postage prepaid. If a quorum fails to attend such meeting, the matter shall be heard at the next succeeding regular or special meeting at which a quorum is in attendance.

(2) The hearing shall be conducted in a fair and reasonable manner. The hearing shall be informal and rules of evidence and judicial procedure need not be observed. The President shall oversee the hearing procedure, including the admission or exclusion of evidence. At the hearing, (a) the charges against the subject member shall be read; (b) the charges shall be verified by the testimony of each person making them; (c) any other witnesses against the subject member shall be heard; (d) the subject member may cross-examine each witness; (e) the subject member may make a statement in his or her own behalf; (f) the subject member may

call witnesses in his or her own behalf; and (g) any Director present, when and as recognized by the Chair, may question witnesses.

- (3) After the hearing has closed, the Directors shall vote on whether to impose discipline or dismiss the matter. If they vote to impose discipline but cannot agree on the nature and extent thereof, the discipline shall be a suspension. The vote imposing discipline or dismissing the matter shall be final. If the Directors vote to impose discipline, the resulting suspension or expulsion shall take effect five days after such vote.

(e) Following a one-year period of suspension, a suspended member may request reinstatement by filing a written request therefor with the President or Secretary of the Corporation. The Board shall consider such request at the next regular or special meeting where a quorum is present.

## Section 2.8 Record of Membership

The Corporation shall keep a reasonable record of the membership of the Corporation, such as in a membership book or a computer database, containing the name and contact information of each member as of the most recent date for which the record has been maintained (the Membership Record). Termination of a membership shall be recorded in the Membership Record, together with the manner and date of termination. The Membership Record shall be subject to the rights of inspection required by law or as set forth in these Bylaws by any member (including Directors).

## Section 2.9 Addresses of Notices

All notices sent to a member (including Directors) shall be addressed to the mail or electronic address of such member appearing in the Membership Record for the purpose of notice.

## Section 2.10 Transferability of Membership

Neither membership in the Corporation nor any rights in membership may be assigned or otherwise transferred in any manner, whether for value or otherwise, except that in the event of the death of a member in good standing, the Board may allow a transfer of membership to the member's surviving spouse or domestic partner.

## Section 2.11 Inspection Rights of Members

(a) The Membership Record is the Corporation's confidential and proprietary information. Any access to the Membership Record granted to a member may only be for a purpose reasonably related to such member's interest as a member and shall be on the condition that the member protects the confidentiality of the Membership Record. Each member acknowledges that (1) the Corporation has a limited right to set aside a demand for inspection by a member, (2) under California law, a court with proper jurisdiction may limit the inspection

rights of a member, and (3) the Corporation has the right, as permitted by these Bylaws, to provide a reasonable alternative to the inspection of the Membership Record.

(b) Subject to section (a) above and to the other provisions of these Bylaws, a member may (1) inspect and copy the Membership Record at any reasonable time on five business days' prior written demand, which demand shall state the purpose for which the inspection right is requested, or (2) obtain from the Secretary of the Corporation, on written demand and tender of a reasonable amount to cover the attendant cost to the Corporation, a copy of the Membership Record. The demand shall state the purpose for which a copy of the Membership Record is requested. The copy shall be available as of ten business days after the demand is received by the Secretary.

(c) The Corporation may, within ten business days after receiving a demand from a member for access to the Membership Records, deliver to such member a written offer of an alternative method of reasonably achieving the purpose identified in such demand without providing access to or a copy of the Membership Record. Any rejection of the Corporation's 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.

#### Section 2.12 Non-liability of Members

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

### **ARTICLE III MEETINGS OF MEMBERS**

#### Section 3.1 Place

Meetings of members shall be held at the principal office of the Corporation or at such other place in San Diego County as may be designated from time to time by the Board. The Board shall also designate the day and time for the meeting, which shall be approximately one year from the last annual meeting and may not be on a legal holiday.

#### Section 3.2 Regular Meetings

The members shall meet annually for the purpose of transacting such proper business as may come before the meeting, which may include the election of Directors.

#### Section 3.3 Special Meetings

Special meetings of members may be called by the Board, the President, or the Secretary of the Corporation. Any special meeting shall be held at the principal office of the Corporation or at such other place in San Diego County as may be designated by the Board. Ten percent or more of the members of the Corporation may also call special meetings for any lawful purpose; any such special meeting shall be held at least thirty-five days and not more than ninety days after receipt of the written request for the meeting is received by the President or Secretary of the Corporation.

### Section 3.4 Notice

Notice of the time and place of meetings shall be sent to each member who on the record date for notice of the meeting is entitled to vote at the meeting. Notice may be sent by United States mail postage prepaid, or by any reasonable electronic means (e.g. email), at least fifteen days prior to such meeting. In the case of a specially called meeting of members, notice of the meeting shall be sent as soon as reasonably practical and in any event within twenty days after the request was received.

### Section 3.5 Contents of Notice

The notice shall state the place, date, and time of the meeting. In the case of regular or special meetings, the notice shall also state those matters which the Board, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected shall include the names of the nominees at the time the notice is given to the members.

### Section 3.6 Quorum

A quorum at any meeting of members shall consist of ten percent (10%) of the members in good standing at the time the meeting is held.

### Section 3.7 Loss of Quorum

If enough members withdraw from a duly called or held meeting at which a quorum is present to leave less than a quorum, the remaining members may continue to transact business until adjournment, so long as any action taken, other than adjournment, is approved by at least a majority of the members required to constitute a quorum.

### Section 3.8 Adjournment for Lack of Quorum

In the absence of a quorum, any meeting of members may be adjourned by the vote of a majority of the votes represented, but no other business may be transacted at such meeting. No meeting of members may be adjourned more than forty-five days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

### Section 3.9 Voting of Membership

(a) Each member is entitled to one vote on each matter submitted to a vote of the members. Cumulative voting is not authorized for any purpose. Further, members may not vote or otherwise act by proxy.

(b) The record date for the purpose of determining the members entitled to notice of any meeting of members, as well as those members entitled to vote at the meeting, is thirty days before the date of the meeting. The record date for the purpose of determining the

members entitled to exercise any rights in respect to any other lawful action is thirty days prior to such other action.

### Section 3.10 Action without Meeting

(a) Subject to the limitations specified in these Bylaws, any action which may be taken at any regular or special meeting of members may be taken without a meeting. If an action is taken without a meeting, such action shall be considered by ballot. The ballot may be in any form, such as written or electronic, reasonably suitable for identifying the decision of each member approving or disapproving the action. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval, and provide a reasonable time within which to transmit the ballot to the Corporation. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting where the action would otherwise be considered.

(b) Directors shall be elected by any ballot, such as written or electronic, that is reasonably suitable for identifying the person casting the vote.

(c) Ballots shall be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in these Bylaws. With respect to ballots other than for the election of Directors, all solicitations shall indicate the number of responses needed to meet the quorum requirement and shall state the percentage of approvals necessary to pass the measure submitted. The solicitation shall specify the time by which the ballot must be received in order to be counted.

(d) The vote by ballot shall be counted, subject to reasonable specified conditions, when the member specifies a choice and votes in accordance with the instructions. A ballot marked "withhold" shall not be voted either for or against.

(e) Unless otherwise provided in these Bylaws, any member casting a ballot may revoke the ballot, or substitute another by a writing received by the Corporation, in the manner and within the time frame specified on the ballot.

### Section 3.11 Conduct of Meetings

(a) The President of the Corporation or, in his or her absence, the Vice President or another Officer, shall preside over the meetings of the members as the Chairperson.

(b) The Secretary of the Corporation shall act as the secretary of all meetings of members; in his or her absence, the Chairperson of the meetings of members shall appoint another person to act as secretary of the meetings.

(c) The Robert's Rules of Order, as amended from time to time, shall govern the meetings of members insofar as those rules are not inconsistent with these Bylaws.

## **ARTICLE IV DIRECTORS**

### **Section 4.1 Number**

The Corporation shall have no less than nine Directors. Collectively, the Directors shall be known as the Board, four of which shall also serve as Officers.

### **Section 4.2 Qualifications**

The Directors of the Corporation shall be residents of the State of California and members of the Corporation. Any person qualified to be a Director may be nominated by any method of nomination authorized by the Board, these Bylaws, or any other method authorized by law. Any member of the Corporation may petition for nomination to the Board by obtaining the signatures of a least twenty-five qualified members of the Corporation and submitting the completed petition to the President no later than September 1. The names of all qualified petitioners shall be on the ballot.

### **Section 4.3 Terms of Office**

Each Director shall serve for a term of two years, commencing on the first meeting of the Board in the fiscal year following the Director's election. To ensure continuity in the Corporation's planning, election of Directors may be staggered such that five positions become available in even years and four positions become available in odd years.

### **Section 4.4 Election**

Ballots for the election of Directors shall be made available to members during the time frame established by the Board, with a goal of availability no later than September 30, and shall be tabulated in a timely manner, with a goal of tabulation no later than October 31. If the slate of candidates receives a majority of votes cast, the Directors on the slate are elected.

### **Section 4.5 Appointment**

If a Director is unable or unwilling to complete his or her term of office, the Board may appoint a replacement. A Director who is appointed to fill a vacancy on the Board shall hold office until the expiration of the term for which appointed.

#### Section 4.6 Duties

It shall be the duty of the Board:

- (a) To perform any and all duties imposed by law, by the Articles of this Corporation, or by these Bylaws;
- (b) To employ such officers, agents, and employees as may be necessary to fulfill the needs of the Corporation;
- (c) To, when possible, serve as committee chairpersons or members of committees in conjunction with Corporation functions;
- (d) To assist in the planning of Corporation functions; and,
- (e) To supervise all officers, agents, and employees of the Corporation to assure that their duties are properly performed.

#### Section 4.7 Compensation

Directors shall serve without compensation.

#### Section 4.8 Removal

The entire Board, or any individual Director, may be removed from office at any time by the vote of a majority of the members of the Corporation. If any or all Directors are so removed, new Directors shall be elected at the same time as the removal vote, and such new Directors shall hold office for the remainder of the terms of the removed Directors.

#### Section 4.9 Vacancies

A vacancy on the Board shall exist on the death, resignation, or removal of any Director, or on the failure of the members in any election to elect the number of Directors authorized. Vacancies shall be filled by a majority vote of the remaining Directors, even though less than a quorum. The Board may declare vacant the office of a Director (1) if he or she is declared of unsound mind by an order of court, or finally convicted of a felony, (2) if within sixty days after notice of his or her election the Director does not accept the office by attending a meeting of the Board, or (3) if he or she fails to fulfill his duties and responsibilities as a Director.

#### Section 4.10 Meetings

(a) Meetings of the Board may be called by the President, the Vice President, the Secretary, or any two Directors.

(b) Meetings of the Board shall be held at the principal office of the Corporation unless otherwise designated by the Board.

(c) The Board shall meet regularly on the second Friday of each month, unless otherwise rescheduled by the President with advance notice.

(d) Special meetings of the Board may be called by the President or, if he or she is absent, or unable or unwilling to act, by the Vice President or by a quorum of the Board. Any such meeting shall be held at the place designated by the person or persons calling the meeting and, in the absence of such designation, at the principal office of the Corporation.

(e) Notice of the time and place of special meetings shall be (1) delivered personally to each Director, (2) sent by any reasonable electronic means (e.g. email), (3) sent by United States mail postage prepaid, or (4) given by telephone. Such notice shall be given at least seven days prior to such meeting. Notice of all regular meetings is not necessary, although the President shall use reasonable efforts to send a notice by electronic means to the other Directors with the proposed agenda for the upcoming meeting.

(f) The transactions of any meeting of the Board however called and noticed or wherever held are as valid as though the meeting had been duly held after proper call and notice, provided a quorum is present.

(g) A majority of the current number of Directors shall constitute a quorum for the transaction of business. In the absence of a quorum, no business requiring a vote shall be transacted. However, if enough Directors withdraw from a meeting duly held at which a quorum was present to leave less than a quorum, the remaining Directors may continue to transact business until adjournment so long as any action taken is thereafter approved by a majority of the Directors required to constitute a quorum.

(h) Meetings of the Board shall be presided over by the President of the Corporation, or in his or her absence by the Vice President, or in the absence of both by a chairperson chosen by a majority of the Directors present. The Secretary of the Corporation, or in his or her absence any Director appointed by the presiding officer, shall act as Secretary of the Board.

(i) Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

(j) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four hours, notice of the adjournment shall be given prior to the time of the adjourned meeting to

the Directors who were not present at the time of the adjournment.

Section 4.11. Action without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board individually or collectively consent in writing (which may be by electronic means) to such action. Such written consent shall have the same force and effect as the unanimous vote of the Board.

## ARTICLE V OFFICERS

Section 5.1 Titles

The principal Officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. Any Director of the Corporation is eligible to be an Officer. Officers shall serve without compensation.

Section 5.2 Appointment and Resignation

The Officers shall be chosen by the Board and serve at the pleasure of the Board. Any Officer may resign at any time on written notice to the Corporation.

Section 5.3 Election

The President, Vice President, Secretary, and Treasurer shall be elected by the Board after the annual election of Directors is complete. The new Officers shall be announced and introduced at the next general meeting of the Corporation.

Section 5.4 Terms of Office

Each Officer shall serve a one-year term and is eligible, if nominated, to serve additional one-year terms without limit. The term of office shall run from January 1 of each year. If an Officer is unable or unwilling to finish his or her term, a replacement Officer may be appointed by the Board to serve out the remainder of the replaced Officer's term.

Section 5.5 Vacancies

(a) Vacancies in the office of President, Vice President, Secretary, or Treasurer shall exist on the death, resignation, or removal of such Officer. Any Officer may be removed from office at any time by the vote of two-thirds of the Board.

(b) The Board may declare vacant any office if the Officer is declared to be of unsound mind by order of court, is finally convicted of a felony, is no longer a member, or fails to fulfill his or her duties and responsibilities as an Officer.

(c) Vacancies on the Board shall be filled by the Directors at the next regular or special meeting at which a quorum is present. In the case of a vacancy in the office of the President, the Vice President of the Corporation shall assume the office of the President, and the Directors shall fill the subsequent vacancy in the office of the Vice President.

(d) Officers elected to fill vacancies shall hold office for the unexpired terms of their predecessors.

#### Section 5.6 Duties of President

The President shall be the chief executive officer of the Corporation and shall in general, subject to the control of the Board, supervise the affairs of the Corporation. The President shall perform all duties incident to his or her office and such other duties as may be required by law or by these Bylaws, or which may be assigned by the Board. The President shall preside at all Board and member meetings, shall be the official spokesperson for the Corporation, and may disburse funds if necessary for Corporation business from the Corporation checking account.

#### Section 5.7 Duties of Vice President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of President. When so acting, the Vice President shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by law or by these Bylaws, or which may be assigned by the Board. If the President is absent from a meeting, the Vice President shall preside. The Vice President may, if necessary for Corporation business, disburse funds from the Corporation checking account.

#### Section 5.8 Duties of Secretary

The Secretary shall:

(a) Certify, keep, and make reasonably accessible to members the Articles and these Bylaws, as amended to date;

(b) Keep the minutes of all meetings of the Directors and members, recording therein (1) the time and place of holding, (2) whether regular or special, and, if special, how authorized and the notice given, (3) the names of those present at Directors' meetings, (4) the number of members present at members' meetings, and (5) a summary of the proceedings thereof;

(c) See that all notices are duly given in accordance with these Bylaws or as may be required by law;

(d) Be custodian of the records of the Corporation;

(e) Keep the Membership Record, unless this function is performed by a Board appointed designate, and where a membership has been terminated, record such fact, together with the manner and date of termination;

(f) Exhibit at all reasonable times to any Director on request therefor, the Articles, the Bylaws, the Membership Record, and the minutes of Directors' and members' meetings;

(g) Exhibit as provided in these Bylaws the Membership Record to members; and,

(h) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

#### Section 5.9 Duties of Treasurer

Subject to these Bylaws, the Treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation and deposit all such funds in the name of the Corporation in such banks, credit unions, financial companies, or other depositories selected by the Board;

(b) Receive moneys due and payable to the Corporation from any source whatever, and where deemed appropriate by the Treasurer, give a receipt for such moneys;

(c) Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board, taking proper vouchers or other receipts for such disbursements;

(d) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

(e) Exhibit at all reasonable times the books of account and financial records to any Director or elected Officer on request therefor;

(f) Exhibit at all reasonable times to any member on written demand therefore for a purpose reasonably related to the membership interests of such member and subject to obligations of confidentiality, the books of account and financial records of the Corporation; .

(g) Render to the President and other Directors upon request an account of his or her transactions as Treasurer and of the financial condition of the Corporation; and,

(h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

## **ARTICLE VI COMMITTEES**

### Section 6.1 Committees

The President may form one or more committees for any purpose or activity as deemed appropriate by the Board. Chairpersons of such Committees shall be appointed by the President. Members of such Committees shall be appointed by their respective Chairpersons in such number as the Chairpersons deem advisable. Committee Chairpersons and members shall be members of the Corporation. A Committee Chairperson or any member of a Committee may be removed from the Committee by the person or persons authorized to appoint him or her whenever such removal is deemed to be in the best interests of the Corporation.

### Section 6.2 Terms of Office

Chairpersons and members of Committees shall serve until (1) the purpose of the Committee has been achieved, (2) they sooner cease to be a member of the Corporation, or (3) they resign or are removed from the Committee.

## **ARTICLE VII EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### Section 7.1 Execution of Instruments

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

### Section 7.2 Checks and Notes

All checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation shall be approved by the Board (which may be by way of a budget) and shall be signed on behalf of the Corporation by the President, Vice President, or Treasurer.

### Section 7.3 Deposits

All funds of the Corporation shall be deposited in a reasonably prompt manner to the credit of the Corporation in such banks, credit unions, financial companies, or other depositories as the Board may select.

## **ARTICLE VIII BYLAWS**

### Section 8.1 Adoption and Amendment

These Bylaws may be amended by a majority vote of the Board. The Board shall advise the members of each revision to these Bylaws in a reasonable manner (e.g. by notification at the annual meeting).

#### Section 8.2 Posting of Bylaws

The Bylaws shall be posted on the Corporation's website. If a member cannot access the website, a copy of the Bylaws shall be provided to such member upon request.

#### Section 8.3 Rules and Responsibilities

The Bylaws establish the general framework for the governance of the Corporation. The Board may supplement the Bylaws with more specific rules and responsibilities for the day-to-day operation of the Corporation.

### **ARTICLE IX FINANCIAL INFORMATION AND FISCAL YEAR**

#### Section 9.1 Financial Information

The books of account and financial records of the Corporation are the confidential and proprietary information of the Corporation. Subject to an obligation of confidentiality, any member of the Corporation may, upon written demand for a purpose reasonably related to the membership interests of such member and at a reasonable time, review the books of account and financial records of the Corporation.

#### Section 9.2 Fiscal Year

The fiscal year of the Corporation shall start on January 1 of each year and continue through December 31.

#### Section 9.3 Keeping Records

The Corporation Secretary, Treasurer and committee chairpersons shall keep adequate and correct records of accounts and minutes of the proceedings of members, the Board, and Committees of the Board.

#### Section 9.4 Annual Report

The Corporation shall notify each member yearly of the member's right to receive an annual financial report, which notification may be email with a hyperlink to relevant information. On the written request of a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member. The annual report shall be prepared not later than one hundred and twenty days after the close of the Corporation's fiscal year. The annual report shall contain in appropriate detail (1) a balance sheet as of the end of such fiscal year, (2) an income statement and statement of changes in financial position for such fiscal year,

(3) a statement of the place where the Membership Record is located, and (4) any information concerning certain transactions and indemnifications required by the California Corporations Code.

#### 9.5 Accompanying Report

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

#### 9.6 Record Retention Policy

The Board shall establish a record retention policy consistent with (1) any applicable legal or statutory requirements, and (2) a reasonable balancing of the benefits of having such records versus the costs of keeping such records.

### CERTIFICATE OF SECRETARY OF HEWLETT-PACKARD RETIREES CLUB OF SOUTHERN CALIFORNIA

I hereby certify that the foregoing Bylaws, comprising 17 pages, were duly adopted at a meeting of the members of the Corporation on \_\_\_\_\_.

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