

By-Laws

Of the

Silicon Valley Lines

SILICON VALLEY LINES

BY-LAWS

Approved 3 June 2016

Article I

NAME

Section 1 This organization shall be known as Silicon Valley Lines (SVL)

The organization is a nonprofit corporation under the laws of California. The purpose of this organization is to engage in any lawful act or activity for which a nonprofit corporation may be organized under such law.

Article II

OBJECT

The specific purposes of this nonprofit association shall be

- A. To preserve the heritage of American Railroading by the construction of an educational model railroad display, by establishing an online resource; and by the restoration of railroad artifacts;
- B. To provide a place for model railroaders, rail fans, and railroad historians to meet and exchange knowledge ideas and skills;
- C. To develop, advocate, and encourage personal growth and skills within the membership and the general public;
- D. To cooperate with National Model Railroading Association and its affiliated associations, the hobby industry, and railroad organizations with similar interests;
- E. To provide educational opportunities for stimulation, interest and the improvement of the hobby through service programs, workshops, conferences, and periodic communication through appropriate public media.
- F. This organization does not contemplate pecuniary gain or profit to the members thereof and it is organized for nonprofit purposes.
- G. No substantial part of the activities of this organization shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

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Article III

MEMBERS

Section 1 Number Of Members

- A. The number of Regular Members is unlimited. The number of members in other classes of this organization is limited as specified.

Section 2 Classes of Membership

Membership shall consist of five (5) classes of members:

- A. Regular/Family membership;
- B. Non-Resident membership;
- C. Associate membership;
- D. Honorary Life membership;
- E. Youth Membership;

Section 3 Membership Description Application

- A. Eligibility to Apply for and Maintain Membership
 - 1. Any individual who has committed a felony that has resulted in jail time and or probation or is on any watch lists may be denied membership and/or may have their membership terminated.
- B. Regular/Family Membership
 - 1. A Regular Member is defined as an individual person applying for membership or the responsible person of a family if applying for family membership.
 - 2. For club membership purposes, Family Membership includes the responsible member, their spouse and their children under the age of 21.
 - 3. Any person 21 years or older, single or married, desiring to become a Regular Member of the organization shall complete an application for membership. The club dues are the same, whether applying as a single member or as a family.
 - 4. An applicant for Regular Membership shall participate in club functions for the purposes of familiarization. The familiarization period commences with the submission of an application to the Secretary and payment of the current application fee to the Treasurer. The familiarization period is three (3) months, starting at the acceptance of the application. The application fee serves in lieu of dues during the familiarization period.

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5. During the familiarization period, the Regular Member applicant shall attend and participate in at least one-half (1/2) of the scheduled functions of the organization, including at least one business meeting.
 6. A Regular Member applicant for Family Membership shall invite their planned participating family members to attend at least two SVL functions such as a regular meeting and a business meeting during the familiarization period. This will allow the club to meet the spouse and the spouse to meet the club.
 7. During the familiarization period, a Regular Member will be appointed to mentor the applicant. The mentor shall serve as the applicant's information source regarding the activities and function of the organization and its members. At the end of the familiarization period, the mentor shall provide a recommendation to the club membership regarding the acceptance or non-acceptance of the applicant for membership.
 8. Upon successful completion of the familiarization period, a two-thirds (2/3) approval vote of the participating voting members (includes present and absentee voting members) at the following business meeting is required for the acceptance of the applicant as a Regular Member. Absentee voting will be permitted. Members will be notified in advance of the pending approval vote to permit absentee voting. In the event that the applicant is not approved or declines membership, any application fees paid by the applicant shall be refunded.
 9. Upon approval as a Regular Member, the new member is entitled to all standard club privileges. These privileges include 24/7 access to the club facility and use of the club equipment. If the Regular Member has a family, their family members enjoy the same privileges as a Regular Member except access to the club facility. The Regular Member must accompany their family members when their family members are at the club.
 10. Only the Regular Member or the Regular Member of a Family Membership is eligible to vote. Spouses and/or children are non-voting members. Participating family members may attend business meetings and participate in the discussions prior to any vote.
- C. Non-Resident Membership
1. Any Regular Member of the organization with membership dues paid through the current month may apply and be granted a Non-Resident Membership in the organization provided the member resides outside of a fifty (50) mile radius from the club facilities.
 2. Any non-club person living outside of the fifty (50) mile radius from the club facilities and has visited the club may apply for a Non-Resident membership. The Non-Resident Member applicant must complete and submit a Non-Resident application. The Non-Resident application requires a majority approval vote by the participating voting members (present and absentee votes).
 3. Non-Resident Members are non-voting members and do not have access to the club facility unless a Regular Member is present.

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4. The annual dues of the Non-Resident Member are payable when the Non-Resident Membership starts. After the initial dues are paid, annual dues are payable on January 1st of each year.
- D. Associate Membership
1. Any person, over the age of 21, may become an Associate Member of the organization provided a Regular Member of the organization completes an application for the person and the application is accepted by two-thirds (2/3) vote of the participating voting members (includes present and absentee voters) at a business meeting.
 2. Associate Membership goes through the same application process and familiarization period as Regular Membership. The familiarization period may be waived by a majority vote of the participating members (including present and absentee voters) at a business meeting if the applying person is already known to the club.
 3. Associate Members are non-voting members and do not have access to the club unless a Regular Member is present. Associate Members are expected to participate in some, if not all club functions. Associate Members may participate in the discussions prior to any vote at any business meeting.
 4. An Associate Member may participate in the construction of the layout in accordance with the current Silicon Valley Lines standards in partnership with a Regular Member and may attend any of the meetings and activities.
 5. The dues of the applicant are payable after approval of the applicant as an Associate Member.
 6. In order to consider applications for Associate Members the organization must remain solvent. If by accepting the application for Associate Membership the revenue collected from all existing members does not meet the current budget the Associate Membership application cannot be accepted. The ratio of Associate Members to that of Regular Members will not exceed one Associate Member for every three Regular Members.
- E. Honorary Life Membership
1. Any persons who have contributed substantially to the success of Silicon Valley Lines or to the Model Railroading Hobby may be recommended by a Regular Member to the organization to become an Honorary Life Member of the organization. A majority approval vote of the participating voting members (present and absentee) at a business meeting will bestow Honorary Life Membership to the candidate.
 2. Honorary Life Members are not required to pay dues.
- F. Youth Membership
1. Youth Membership is available to youths exhibiting an aptitude and willingness to constructively contribute to the club functions and activities.

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2. All applications for Youth Membership must be approved by the Board of Directors.
3. Youth Membership dues will be determined on a case by case basis by the Board of Directors.
4. Youth Members must be accompanied by a responsible adult at all times.
5. Youth Members are non-voting members and do not have access to the club facilities unless accompanied by a responsible adult and a Regular Member. Youth Members may attend business meetings and participate in the discussions prior to any vote.

G. Dues

1. Application fees and dues for each class of members is set by a two-thirds (2/3) vote of the participating voting/absentee voting members at a business meeting. A Dues and Fees schedule shall be maintained.
2. Dues shall be paid at least monthly, except Non-Resident Member dues which shall be paid annually. Regular Members can also pay quarterly, semi-annually or yearly.
3. Payment shall be in US dollars by any method acceptable to the Treasurer.
4. Payment shall be due on or before the first Friday of the month and shall be made no later than the 25th of the month. Non-Resident dues shall be paid on or before January 1st.
5. Services or material goods shall not be substituted for dues.
6. Dues may be reduced or suspended for a given member under special circumstances by application by that member to the Treasurer for action by the Board of Directors.

H. Default: A member of any class more than three months in arrears is in default.

I. Good Standing: Any member not in default is in Good Standing. A member of a voting class shall be eligible to vote only if they are in Good Standing.

Section 4 Voting

- A. Voting for officers, approval of applicant(s) for membership (all classes) and any vote of a sensitive nature shall be by secret ballot.
- B. Voting for all other issues may be done by a show of hands or a voice vote.
- C. All issues requiring a vote will pass with a majority of participating voting members (including present and absentee voters) voting in favor of the issue, with the exception of voting on new members which requires a 2/3rds majority of participating members (including present and absentee voters) to approve new members.

Section 5 Resignation

- A. Any person wishing to resign shall submit their resignation in writing to the Secretary.

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- B. All keys are to be returned to an Officer of SVL. Access codes to the SVL locks are to be changed immediately upon a resignation.
- C. Removal of all personal property is to be supervised by a designee of the president.
- D. Personal property that has been incorporated into the layout (track, buildings and scenery) is considered to be SVL club property and will not be removed upon resignation by the owner. Removal of this type of property requires Board of Director approval at the time of installation.
- E. Any personal property remaining unclaimed becomes the property of SVL 10 days after the resignation is received by the Secretary. The board may extend this deadline at their discretion by no more than a further 20 days.
- F. Any pre-paid dues paid beyond the month of resignation are to be returned to the resigning member. Dues for the month of resignation are not returnable.

Section 6 Membership Termination

- A. Membership in this organization may be revoked when the member is in default in payment of dues; when the member resigns from the organization; by noncompliance with the current Silicon Valley Lines By-Laws; for misconduct; or has committed a felony that has resulted in jail time and/or probation or is on any watch lists.
- B. Revocation is not automatic. The Board of Directors must decide, by a unanimous vote, to revoke membership in these instances.
- C. All keys are to be returned to an Officer of SVL. Access codes to the SVL locks are to be changed immediately upon a member termination.
- D. Removal of all property is to be supervised by a designee of the president.
- E. Personal property that has been incorporated into the layout (track, buildings and scenery) is considered to be SVL club property and will not be removed upon termination by the owner. Removal of this type of property requires Board of Director approval at the time of installation.
- F. Any personal property remaining unclaimed becomes the property of SVL.

Section 7 Rights and Responsibilities of Members

- A. Regular Members shall attend and participate in the business and activities of the organization.
 - 1. A Regular Member shall be eligible to vote (present or absentee) on all matters at a business meeting if they are in Good Standing; receive keys and/or access codes to the Silicon Valley Lines facilities for unlimited access; have privileges of operating the model railroad at the Silicon Valley Lines facilities.
 - 2. A Regular Member shall participate in the construction of the layout in accordance with the current Silicon Valley Lines standards; attend at least a majority of the meetings and activities.

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3. A Regular Member may be elected or appointed to an office of the Silicon Valley Lines; serve on committees; attend all business, general, social or special meetings of the Silicon Valley Lines.
 4. A Regular Member shall have the privilege of submitting for inspection rolling stock for use on the layout.
 5. A Regular Member may provide his/her own motive power for operations; provided it has been inspected in advance of the operation session and coordinated with the Ops Master and/or Superintendent of Motive Power.
- B. Non-Resident Members are members whose principal residence are located more than 50 statute miles from the Silicon Valley Lines facilities and have an interest in the activities and objectives of this organization but are unable to participate in the majority of meetings and activities of the organization.
1. A Non-Resident Member shall have privileges of operating the model railroad at the Silicon Valley Lines facilities at scheduled operation meetings. A Non-Resident Member shall not vote, hold elected or appointed office, or receive keys/access codes for Silicon Valley Lines facilities.
 2. A Non-Resident Member may apply and receive Regular Membership into the organization at any time, subject to a majority approval vote by the participating voting membership; attend all business, general, social or special meetings of the Silicon Valley Lines.
 3. A Non-Resident Member shall have the privilege of submitting for inspection rolling stock for use on the layout.
 4. A Non-Resident Member may provide his/her own motive power for operations; provided it has been inspected in advance of the operation session and coordinated with the Ops Master and/or Superintendent of Motive Power.
- C. Associate Members are persons entitled to the following:
1. An Associate Member shall have privileges of participating in some or all activities of the Silicon Valley Lines Model Railroad Club. An Associate Member shall not vote, hold elected or appointed office, or receive keys/access codes for Silicon Valley Lines facilities.
 2. An Associate Member shall not submit for inspection rolling stock for use on the layout.
 3. An Associate Member may provide his/her own motive power for operations provided it has been inspected in advance of the operation session and coordinated with the Ops Master and/or Superintendent of Motive Power.
 4. An Associate Member may run or test their own equipment including motive power and/or rolling stock outside of operations when coordinated with an officer of the club.
 5. An Associate Member may apply and receive Regular Membership into the organization at any time, subject to a majority approval vote of the participating voting membership; attend all business, general, social or special meetings of the Silicon Valley Lines.

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- D. Honorary Life Members are persons who have distinguished themselves in the service of the Silicon Valley Lines, or in the field of Model Railroading.
 - 1. An Honorary Life Member shall have privileges of operating the model railroad at the Silicon Valley Lines facilities at scheduled operation meetings; receive a certificate in recognition of their technical contributions and interests in the Model Railroad hobby. An Honorary Life Member shall not vote, hold elected or appointed office, or receive keys for Silicon Valley Lines facilities.
 - 2. An Honorary Life Member may attend all business, general, social or special meetings of the Silicon Valley Lines.
 - 3. An Honorary Life Member shall have the privilege of submitting for inspection rolling stock for use on the layout.
 - 4. An Honorary life Member may provide his/her own motive power for operations; provided it has been inspected in advance of the operation session and coordinated with the Ops Master and/or Superintendent of Motive Power.
- E. Family Members are the spouse and/or children younger than 21 years of age of a Regular Member. The Regular Member assumes responsibility for actions of the family.
 - 1. A Family Member shall have privileges of operating the model railroad at the Silicon Valley Lines facilities while in the presence of the Regular Member.
 - 2. For those under 21 they may apply and receive Regular Membership into the organization when achieving the age of 21, subject to an approval vote by the participating voting membership.
 - 3. A Family Member shall not vote, hold elected or appointed office, or receive keys for Silicon Valley Lines facilities.
 - 4. Reconciliation of damages to property by a Family Member is the responsibility of the Regular Member.
 - 5. A Family Member may attend all business, general, social or special meetings of the Silicon Valley Lines while in the presence of the Regular Member.

Section 8 Reinstatement of Membership

- A. Any member terminated for nonpayment of dues may be reinstated by paying all dues in arrears, and a two-thirds (2/3) vote of the participating voting members (including present and absentee voters).
- B. Any member who has voluntarily resigned may be reinstated by a two-thirds (2/3) vote of the participating voting members (including present and absentee voters).

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- C. Any member who had committed a crime and after completing all necessary time and probation and is not on any watch list is eligible for reinstatement of membership. The individual may appeal to the general membership at a regular business meeting. After a full disclosure, the individual may then be re-admitted subject to a two-thirds (2/3) vote of the participating voting members (including present and absentee voters).

Section 9 Hardship Membership

- A. Any member experiencing financial conditions that could/will affect his continued membership in the Silicon Valley Lines Club can apply for a hardship membership. The application explaining the circumstances for the hardship is to be submitted to the Club Treasurer in writing.
- B. The Club Treasurer will call a Board of Directors meeting (minimum of 4 board members present) to present the member's petition for a hardship membership. The Board of Directors may request the petitioning member to attend the Board of Directors meeting. After deliberation on the petition, the Board of Directors will vote by secret ballot to approve/disapprove the member's petition. At least 4 of the 5 Board Members (present and absentee voters) must vote in favor of the hardship petition.
- C. Hardship Membership dues, if any, will be determined by the board members on approval of the hardship petition.
- D. A hardship membership, if approved, is for a maximum of 6 months. At the end of 6 months, if the hardship still continues, the member may request an extension. The extension must be approved by the Board of Directors.
- E. A hardship member may return to regular membership by paying the current month's dues and resuming the regular membership responsibilities.

Section 10 Certificates of Membership

- A. Annual certificates may be issued to any class of membership in recognition of their support.

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Article IV

PROPERTY

Section 1 Personal Property

- A. Personal Property is that property that has not been donated to SVL. This includes tools, rolling stock, motive power and unused supplies.

Section 2 SVL Property

- A. SVL Property is that property that has been integrated into the construction, scenery and operations of the SVL Club. Removal of such equipment would be extremely detrimental to the continued functioning of the Club.
- B. The term donated property does not imply that it had or could be claimed for tax purposes. Any person donating any item with the intent of claiming for tax purposes must first request a receipt, as required by the internal revenue code, from the Treasurer.

Section 3 Removal of Property

- A. Rolling Stock. Removal of inspected rolling stock must be done with the approval of the Superintendent, Ops Master or designee. Uninspected rolling stock may be removed at the owner's discretion.
- B. Other Personal Property may be removed at the member's discretion.
- C. SVL Property not donated with the intent of generating a tax deduction and not critical to the continued functioning of the club may be removed with the request proposed to the membership at a business meeting and approved with a majority vote of participating members.
- D. SVL Property Donated with the intent of generating a tax deduction may not be removed by an individual. No exceptions allowed.
- E. Property donated to SVL may be removed from SVL by approval of the membership in accordance of the internal revenue code.

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Article V

OFFICERS OF THE ORGANIZATION

Section 1 Elected and Appointed Officers

- A. Elected officers of this organization are the President, Vice-president, General Superintendent, Secretary, and Treasurer. These officers shall perform the duties prescribed by these By-Laws and by the parliamentary authority adopted by this organization.
- B. Any appointed officers shall be appointed by the President and confirmed by the Board of Directors.

Section 2 Members Eligible for Office

- A. Elected and appointed officers of this organization shall be Regular Members in Good Standing of this organization at the time of their election appointment.
- B. No member may hold two or more elected offices concurrently.

Section 3 Board of Directors

- A. The Board of Directors shall consist of the elected officers.
- B. The members of the Board of Directors may vote when so requested by the President or acting presiding officer on matters requiring immediate attention between general membership meetings.

Section 4 Appointed Officers

- A. Other officers, as deemed necessary by the President, will be appointed by the President and ratified by three-fifths (3/5) vote of the Board of Directors.
- B. Appointed Officers shall not serve as members of the Board of Directors.

Section 5 Terms of Office

- A. Elected Officers: All Elected officers shall serve for one year and are eligible for continuous reelection of one-year terms. All Elected Officers shall serve elected terms until the officer is incapacitated, resigns, or is recalled. Recalling of an elected Officer shall require a written notice to all members at least two weeks prior to the recall vote and the two-thirds (2/3) vote of the participating voting members (present and absentee) at a business meeting.
- B. Appointed Officers: Terms of Appointed Officers are for the remainder of the appointing President's term and must be ratified by three-fifths (3/5) vote of the Board of Directors at the time of appointment during a business meeting.

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Section 6 Elections and Appointments

- A. Election of officers shall be held annually at the February business meeting. Participating voting members (present and absentee) at the meeting shall vote by ballot. Those candidates receiving the greatest number of votes shall be elected. The incumbent Vice-president or another incumbent member of the Board of Directors shall verify the ballot count. Newly elected officers shall assume the elected offices on the 1st of March following the elections.
- B. Nominations of candidates for the elected officers shall be made from the floor and/or by a nominating committee previously established by the President.
- C. In the event of a tie, the two candidates with the greatest number of votes shall stand for additional votes in the same business meeting until one wins.
- D. At a regular business meeting, or a business meeting called by the President or a majority of the Board of Directors for the purpose, a successor shall be elected by the participating voting members (present and absentee) to fill a vacancy of an unexpired elected term.
- E. The Board of Directors may remove or re-appoint an Appointed Officer by three-fifths (3/5) vote.
- F. Nomination Committee shall consist of at least two regular members appointed by the President. The Nomination Committee shall present the slate of prospective officers at the January business meeting.

Section 7 Duties of the officers

- A. The duties of the Elected Officers shall be those usually devolving upon such officers. In the event of this officer's absence, such duties shall automatically be delegated to the next-highest ranking officer present in the order listed in the By-laws.
- B. Presidential duties
 - 1. The President shall preside at all business meetings of the Silicon Valley Lines and the Board of Directors; serve as ex-officio member of all committees; appoint such officers and such committees as are necessary to assist in carrying out the business of the organization; serve as a member of the Board of Directors.
 - 2. With the concurrence of the Board of Directors the President shall make all appointments; authorize bills of expense incurred by members; perform all such duties as usually pertain to this office.

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C. Vice-presidential duties

1. The Vice-president shall serve in the absence of the President; organize membership and other committees to perform such duties deemed necessary by the President or the Board of Directors; perform all such duties as usually pertain to this office; serve as a member of the Board of Directors.

D. General Superintendent duties

1. The General Superintendent shall serve in the absence of the President and Vice-president; be responsible for quality control in the construction of the club layout; establish a checklist of general steps to be followed in construction to be used to inspect and verify standards compliance for each phase of construction prior to the next phase; provide guidance for those members building their first segments, and be responsible for definition and execution of repairs to the Silicon Valley Lines facilities; perform all such duties as usually pertain to this office; serve as a member of the Board of Directors.

E. Secretarial duties

1. The Secretary shall serve in the absence of the President, Vice-president, and General Superintendent; keep minutes of the business meetings and the Board of Directors meetings; provide a written copy of the minutes of the meetings; conduct such correspondence, serve such notices, and fulfill like duties as the President and the Board of Directors shall assign; may prepare and distribute or designate the distribution of the Silicon Valley Lines public communications; enroll new members; keep the roster of members; perform all such duties as usually pertain to this office; serve as a member of the Board of Directors.

F. Duties of the Treasurer

1. The Treasurer shall serve in the absence of the President, Vice-president, General Superintendent and Secretary; establish and maintain a checking account; have charge of the books of account of the organization; collect all moneys due the organization; disburse funds to pay authorized expenses; prepare and present a monthly financial report at the business meeting; present the books of account to the Board of Directors annually and on demand for audit; perform all such duties as usually pertain to this office; prepare and present a budget for membership vote; serve as a member of the Board of Directors.
2. The Treasurer shall be guided by the following priorities when drawing up the budget:
 - a. Overhead
 - i) Rent
 - ii) Utilities
 - iii) Insurance
 - iv) Office costs

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- b. Building maintenance / restoration
- c. Model railroad layout construction
- d. Library and historical artifacts
- e. Other

Article VI

MEETINGS

Section 1 Business Meetings

- A. The organization shall hold a regular business meeting at 8pm or as soon as quorum is present on the first Friday of each month. Additional business meetings may be initiated at the request of the President or Board of Directors.
- B. The date and time for the commencement of all additional business meetings shall be communicated to the members via official SVL communication not less than three days in advance.
- C. A quorum is the number of members required to be in attendance at a business meeting in order to pass motions that are on the agenda or are made from the floor. Absence of a quorum does not preclude the convening of a business meeting for the purpose of discussions of any matters or activities separate from legislative action.
- D. A quorum for the regularly scheduled monthly business meeting (the regular meeting) shall consist of at least six participating members (physically present at the club), provided that at least three elected Officers are present. A quorum for any other non-legislative business meeting shall consist of the total number of participating voting members, at least one of who is an Elected Officer.
- E. For the purpose of determining quorum, membership standing shall be that given in the last accepted report by the Treasurer. Members are eligible to vote provided that they are a member of a voting class of membership and were in Good Standing at the time of the last approved Treasurer's report. For the purpose of determining quorum, the total number of eligible voting members shall be the number reported in the last accepted report by the Secretary.
- F. Nothing in these By-Laws shall preclude a proposal by any Regular Member on any policy or particular matter for an organization motion thereon at the business meeting of the organization.

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Section 2 General Meetings

- A. The organization shall hold general meetings at the discretion of the general membership for the purpose of construction, maintenance, and operation of a model railroad, social and other activities.
- B. There are no quorum requirements for general meetings.
- C. The pertinent results of all general meetings shall be reported at the subsequent business meeting.

Section 3 Committee Meetings

- A. Committee meetings shall be called at the discretion of each committee chairman.
- B. Each committee shall establish its own quorum requirements.
- C. The pertinent results of all committee meetings shall be reported at the subsequent business meeting.

Section 4 Board Meetings

- A. The Board of Directors shall meet at such time as convened by the President or by a request of three-fifths (3/5) of the Board.
- B. A quorum for the Board of Directors shall consist of three-fifths (3/5) of the Board, except in special conditions requiring at least 4 Board members (present or absentee).
- C. The pertinent results of all Board of Directors meetings shall be reported at the subsequent business meeting.

Section 5 Voting Requirements for Business Meetings

- A. Proposed business items shall pass by simple majority of eligible voting members present, except as otherwise specified in these By-laws.

Section 6 Minutes of Business Meetings

- A. The Secretary shall publish and distribute minutes of business meeting to all members. The distribution shall be made prior to the next business meeting.
- B. Distribution of the minutes may be by hard copy or electronic copy, or both.

Section 7 SVL Official Communications

- A. The official means of communication of SVL is via electronic mail messages.

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- B. The management and implementation of the electronic mail messages are at the discretion of the board of directors.

Article VII

BOARD OF DIRECTORS

Section 1 Matters Requiring Immediate Action

- A. Members of the Board of Directors may vote at a special meeting, when so requested by the President or the presiding Board member on matters requiring immediate attention between business meetings of the organization. A three-fifths (3/5) vote of the Board of Directors shall constitute approval of action to be taken on said matters; including any expenditure of funds necessary.

Section 2 Membership Status Change

- A. Any member may request a change or suspension of his current membership status due to a change in job requirements, financial, or other hardship situations. The member may bring the request to the Vice-president for presentation to the Board of Directors for consideration and resolution.

Section 3 Membership Termination

- A. As provided in Article III, Section 7, the Board of Directors may act to terminate the membership of individuals who are in default, in noncompliance with these By-Laws, or have committed misconduct. Such revocation requires a unanimous agreement of the Board, and shall be communicated to the membership by the President. The President shall inform the terminated member privately before informing the remaining members.

Article VIII

COMMITTEES

Committees may be formed by the organization as needed. Appointment to committees will be made by the President or those empowered by the President and reported at the next business meeting.

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Article IX

REVENUES AND EXPENDITURES

Section 1 Disbursements

A. Budget

1. The operating year of SVL inc. shall end December 31st.
2. The Budget shall be proposed by the treasurer and ratified by two-thirds (2/3) vote of the eligible members present at a regular business meeting.
3. SVL shall maintain a reserve of two months of regular operating expenses including but not limited to rent and insurance.

B. Approval of disbursements

1. Budgeted expenses shall be paid by the Treasurer when due.
2. Any unbudgeted nonrecurring expense in excess of \$100.00 shall be approved by a two-thirds (2/3) vote of the participating voting members (present and absentee) at a business meeting prior to the expenditure of the funds. Any unbudgeted nonrecurring expense less than \$100.00 shall be approved by a three-fifths (3/5) vote of the Board of Directors.
3. Donations shall only be used for the purpose specified by the donor. If no purpose is specified donations shall be added to the general fund.

Section 2 Membership Dues

- A. The monthly membership dues and application fees shall be determined and subject to any change by two-thirds (2/3) vote of the participating voting members (present and absentee) at a business meeting to meet the financial requirement of the organization.

Section 3 Assessments

- A. Members may be assessed for unusual and nonrecurring expenditures as approved by a two-thirds (2/3) vote of the participating voting members (present and absentee) at a regular business meeting.
- B. All affected membership must be told of an upcoming Assessment vote no less than two weeks before the vote is called.

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1. By a four-fifths (4/5) vote of the Board of Directors, this period may be waived or changed in an emergency. In an emergency, all affected members must be promptly notified prior to the business meeting where the vote will take place.

Section 4 Nonliability of members

- A. No member shall be personally liable for the debts, liabilities, or obligations of the organization.

Article X

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the organization may adopt.

Article XI

AMENDMENT OF THE BY-LAWS

Section 1 Rules of revision

- A. General: Revision of these By-Laws shall be done at the June business meeting and requires a two-thirds (2/3) vote of the participating Regular Members (present and absentee) to revise or amend this document.
- B. Special: Nothing in the previous paragraph shall preclude any Regular Member from proposing consideration of written revisions or amendments at any business meeting. Such consideration will be given after a two-thirds (2/3) vote of the entire Regular Membership.
- C. Proposed general revisions under this article shall be submitted in writing to the Secretary no later than the April business meeting.
- D. The Secretary shall distribute the proposal to the voting membership at the May business meeting.

Article XII

Dissolution

The property of this organization is irrevocably dedicated to the stated purposes and no part of the net income or assets of this organization shall ever be used to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the organization, its assets remaining after payment, or provision for payments, of all debts and liabilities of this

SILICON VALLEY LINES

BY-LAWS

Approved ? June 2016

organization shall be distributed to a nonprofit organization which is organized and operated exclusively for similar purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.