



BYLAWS
OF
COMPUTER-USING EDUCATORS, Inc.

A California Corporation

ARTICLE I

PURPOSE

The purposes of this corporation, as stated in its Articles of Incorporation, are exclusively charitable and educational and solely in the furtherance thereof:

The purposes of the corporation are to promote the development and growth in the use of computer and other technologies in education and to promote the professional growth of its members and all fellow educators, and, in furtherance thereof, to make a substantial contribution toward developing and providing information, materials, and software applications to all interested persons, and to sustain these efforts through the continuation of a non-profit corporation.

The property of the corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the affiliate shall ever inure to the benefit of any Director, officer, or member thereof or to the benefit of any private person.

No substantial part of the activities of the organization shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and that the organization shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II

OFFICES

The corporation shall maintain a principal office within the State of California and an agent at such office, and may have other offices within the state as designated by the Board of Directors (Board).

ARTICLE III
MEMBERSHIPS

- 3.1 QUALIFICATIONS. Any individual, institution, organization or corporation interested in the stated purposes of the corporation.
- 3.2 ADMISSION. Application in writing and payment of annual dues to the corporation.
- 3.3 DUES. The annual dues payable to the corporation by members shall be in such amount as may be determined from time to time by resolution of the Computer-Using Educators, Inc. (CUE, Inc.), Board of Directors. Dues shall become due and payable at the expiration date fixed by CUE, Inc., at the time of membership and anniversaries thereof.
- 3.4 ASSESSMENTS. Memberships shall be non-assessable.
- 3.5 CERTIFICATES. The corporation may issue annual certificates of membership if so authorized by resolution of the Board of Directors.
- 3.6 NUMBER OF MEMBERS. There is no limit on the number of members the corporation may admit.
- 3.7 MEMBERSHIP RECORDS. The corporation shall keep a membership record containing the name and address of each member. Such records shall be kept at the corporation's principal office, and shall be available for inspection by any Director or member of the corporation at any reasonable time.
- 3.8 NONLIABILITY OF MEMBERS. No member of this corporation shall be personally liable for the debts, liabilities, or obligations of the corporation.
- 3.9 TRANSFERABILITY OF MEMBERSHIP. Membership in the corporation is nontransferable and non-assignable.
- 3.10 TERMINATION OF MEMBERSHIP
A membership shall terminate on occurrence of any of the following events:
- 3.10a Resignation of the member, on reasonable notice to the corporation;
 - 3.10b Expiration of the period of membership unless the membership is renewed on the renewal terms fixed by the Board;
 - 3.10c Failure of the member to pay dues, fees, or assessments as set by the Board within 30 days after they become due and payable;
 - 3.10d Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
 - 3.10e Expulsion of the member based upon the good faith determination by the Board, or a committee or person authorized by the Board to make such determination, that the

member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

ARTICLE IV

ORGANIZATIONAL MEMBERSHIPS

4.1 CATEGORY OF ORGANIZATION.

- 4.1a SIG: Special Interest Groups (SIGs) of members may be formed and apply for SIG status within the corporation.
- 4.1b Regional groups of members may be formed and apply for affiliate status within the corporation.
- 4.1c Established regional dues-collecting group of members may apply for associate status within the corporation, resulting in joint membership for all members of the group.

4.2 DEFINITIONS AND QUALIFICATIONS.

- 4.2a SIG: Any group of members of the corporation with a common interest. A SIG will operate within the general structure of the corporation, with an elected governing body and with recognition by CUE, Inc. Board of Directors. A SIG may not charge members additional dues.
 - 4.2b Affiliate: Any group of members of the corporation, from a general geographic area of sufficient size and organizational strength to operate as a semiautonomous group, which qualifies for tax-exempt status, and has an elected governing body, and recognition by the Board of Directors. An Affiliate may not charge members additional dues.
 - 4.2c Associate: Any established regional dues-collecting group of CUE members from a general geographic area of sufficient size and organizational strength to operate as a semiautonomous group, which qualifies for tax-exempt status, and has an elected governing body and recognition by the Board of Directors. Unlike an affiliate, an associate may charge members additional dues and consequently does not receive a share of CUE membership dues and certain other benefits granted to affiliates
- 4.3 **ADMISSION.** Application in writing for SIG, affiliate or associate status shall be submitted as required and approved by majority vote of Board of Directors.
- 4.4 **DUES AND FEES.**
- 4.4a No group fees will be paid by an Affiliate or SIG to the corporation.
 - 4.4b A portion, to be determined by the Board of Directors, of the corporation dues of members indicating membership in a recognized affiliate shall be returned to that affiliate.
- 4.5 **NUMBER.** There is no limit to the number of Affiliates, Associates and SIGs the corporation may admit.

- 4.6 MEMBERSHIP RECORDS. The corporation shall keep a record of SIGs, affiliates and associates, containing the names and addresses of each group and its officers. Such records shall be kept at the corporation's principal office, and shall be available for inspection by any Director or member of the corporation at any reasonable time.
- 4.7 NONLIABILITY OF ORGANIZATIONS. No organization which is an Affiliate, Associate or SIG of this corporation shall be liable for the debts, liabilities, or obligations of the corporation. The corporation shall not be held liable for the debts, liabilities, or obligations of SIGs or affiliates, except as assumed by the Board of Directors.
- 4.8 TRANSFERABILITY OF SIG OR AFFILIATE STATUS. Organizational status in the corporation is nontransferable and non-assignable.
- 4.9 TERMINATION OF SIG OR AFFILIATE STATUS. A SIG's, affiliate's or associate's relation with the corporation may be terminated by a majority vote of the Board of Directors of CUE, Inc.
- 4.9a Consideration for termination can be initiated by either the Board of Directors of CUE, Inc., or by formal written request by members of an affiliate, associate or SIG.
- 4.9b Requests for consideration of termination shall be delivered to the Board of Directors of CUE, Inc.
- 4.9c Notice of consideration of such action shall be forwarded immediately to the organizers or officers of SIG, affiliate or associate, and in a timely manner to all members of Computer-Using Educators, Inc.
- 4.10 REMOVAL AND APPOINTMENT OF AFFILATE OFFICERS OR SIG ORGANIZERS. In order to support the reinvigoration of inactive CUE affiliates or SIGs, the CUE, Inc. Board of Directors may, by a two-thirds vote, remove affiliate board members or SIG leaders. Further, they may appoint new affiliate board members or SIG leaders in their place.
- 4.10a Prior to an affiliate or SIG being declared inactive by CUE, Inc., CUE staff, board members and Affiliate Leadership Committee volunteers will make every attempt to provide the group's leadership with information, resources, and assistance to maintain activity through existing leadership structures.
- 4.10b In the case of Affiliates, inactivity shall be evidenced by two or more of the following observed behaviors over the course of any academic calendar year:
- 1) Lack of communication with affiliate members and/or CUE, Inc. staff,
 - 2) Failure to submit yearly tax information to CUE, Inc. in a timely fashion,
 - 3) Failure to hold regularly announced affiliate board meetings and/or membership meetings
 - 4) Failure to update the affiliate web site, or maintain a web presence,
 - 5) Non-participation in CUE Inc. activities
- 4.10c In the case of SIGs, inactivity shall be evidenced by two or more of the following observed behaviors over the course of any academic calendar year:
- 1) Lack of communication with SIG members and/or CUE, Inc. staff,

- 2) Failure to hold regularly announced SIG meetings,
- 3) Non-participation in CUE Inc. activities

4.10d Notice of consideration of such action shall be forwarded immediately to the officers of affiliate or SIG leaders, and in a timely manner to all members of the affiliate or SIG in question.

4.10e When voting to remove affiliate officers, the CUE Board of Directors shall also appoint a similar number of officers to take their place, as dictated by that affiliate's by-laws. In the case of a SIG, a minimum of two new leaders should be placed to ensure a solid foundation for the SIG's new leadership. New officers must be members in good standing of CUE and of the affiliate or SIG in question. Formal notice of the board's action shall be communicated in writing to both outgoing and incoming officers and support an effective transition between them. Outgoing officers will transfer all affiliate banking and financial documents to newly appointed officers within 30 days.

ARTICLE V

MEETINGS OF MEMBERS

- 5.1 PLACE. Meetings of members shall be held at the principal office of the corporation or at such other place or places within the State of California as may be designated from time to time by a resolution of the Board of Directors.
- 5.2 ANNUAL MEETING. The Annual Meeting of the membership shall be held before the first day of November each year, or at such other time and place as the Board shall select.
- 5.3 SPECIAL MEETINGS. Special meetings of the membership shall be called by a majority of the Board of Directors or by the President of the corporation and shall be held at a designated place.
- 5.4 NOTICE. Written notice of any membership meeting shall be given at least 14 days in advance to all current members of the corporation at the address shown in the organization's records. If mailed, notice shall be deemed delivered when deposited in the United States mail and postage prepaid. Notice shall specify the place, the day, and the hour of the meeting and the general nature of the business to be transacted. A special meeting called by any person (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and be submitted to the president of the Board or the vice president or the secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, stating that a meeting will be held at a specific time and date fixed by the Board, provided, however, that the meeting date shall be at least 35 but no more than 90 days after the receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of the members may be held when the meeting is called by the Board.
- 5.5 QUORUM. Ten percent (10%) of the membership shall constitute a quorum for the transaction of business, provided that if less than ten percent (10%) of the membership are present at any meeting, a majority of members present may adjourn the meeting to another time without further notice. However, if any regular or annual meeting is actually attended in person by less than one third of the voting power, the only matters that may be voted on are those of which notice of their general nature was given under Section 5.4
- 5.6 LOSS OF QUORUM. The members present at a duly called or held meeting at which a quorum is initially present may continue to do business until adjournment even if the withdrawal of members leaves less than a quorum.
- 5.7 VOTING.
- 5.7a Each voting member is entitled to one (1) vote on each matter submitted to a vote of the members. Voting at duly held meetings shall be by voice vote.

5.7b Members shall not be permitted to vote or act by proxy, or in absentia.

5.8 CONDUCT OF MEETINGS.

5.8a Meetings of members shall be presided over by the President of the corporation or, in his/her absence, by the Vice President/Treasurer or, in the absence of both, by a Chairperson chosen by a majority of the members present. The Secretary of the corporation shall act as Secretary of all meetings, provided that in his/her absence the presiding officer shall appoint another person to act as Secretary of the meeting.

5.8b Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the bylaws, with the Articles of Incorporation of this corporation, or with the law.

ARTICLE VI

DIRECTORS

- 6.1 GENERAL POWERS. The affairs of the organization shall be managed by its Board of Directors (Board).
- 6.2 NUMBER, ELECTION, AND TERM OF OFFICE. The number of directors shall be not less than five (5). Beginning with the 1987 election and extending for a period of no more than three years, Directors will be elected for two or three year terms. Thereafter one-third of the Board of Directors shall be elected annually for a term of three years and until successors shall have been elected. All directors, with the exception of directors appointed as described in Section 6.12, shall be elected at a regular or special meeting or by written ballot of the members. Each such director, including a director elected or appointed to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. No director may serve more than two consecutive terms.
- 6.3 QUALIFICATIONS
- 6.3a Must be an active member of the corporation in good standing.
- 6.3b Must actively support the purpose of the corporation as listed in the preamble.
- 6.4 REMOVAL OR IMPEACHMENT. A Director may be removed from the Board by a vote of not less than 2/3 of the Board of Directors. The vote must be taken at a duly published meeting of the Board of Directors.
- 6.5 REGULAR MEETINGS. A regular annual meeting of the Board shall be held each year without notice other than these bylaws, in the month of July at the principal office of the corporation, or at such other time and place as the Board shall select. The Board shall provide by resolution for the holding of additional regular meetings which may be held without notice other than by such resolution. The Board shall meet at least once each calendar quarter.
- 6.6 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President or any two (2) directors and such meetings shall be held at the time, place, and hour designated by the person or persons calling the meeting.
- 6.7 NOTICE. Written notice of any special meeting shall be given to each director at least 72 hours in advance at the director's address shown in the corporation's records. If mailed, notice shall be deemed delivered when deposited in the United States mail, postage prepaid, in a sealed addressed envelope. Notice of any special meeting may be waived in writing signed either before or after the meeting by the persons entitled to notice. The attendance of a director at any meeting shall waive notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. The business to be transacted at, or the purpose of, any regular or special meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

A meeting attended by all directors of the organization shall be a valid meeting without notice.

- 6.8 QUORUM. A simple majority of the directors shall constitute a quorum for the transaction of business, provided that if less than a simple majority of the directors are present at any meeting, a majority of directors present may adjourn the meeting to another time without further notice.
- 6.9 MANNER OF ACTING. The act of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, or by the bylaws.
- 6.10 INFORMAL ACTION BY DIRECTORS. Any action required to be taken, or which may be taken, at a meeting of directors, may be taken without a meeting if a written consent setting forth the action taken, is signed by all of the directors entitled to vote with respect to the action.
- 6.11 CONFLICT OF INTEREST. Any possible conflict of interest on the part of a director shall be disclosed to the Board of Directors. When any such interest becomes a matter of Board Action, such director shall not vote or use personal influence on the matter. The Director may, however, briefly state a position on the matter, and answer pertinent questions of Board members. The minutes of all action taken on such matters shall clearly reflect that these requirements have been met.
- 6.12 VACANCIES. Any vacancy occurring in the Board or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board. A director elected or appointed to fill a vacancy shall serve for the unexpired term of the director's predecessor in office.
- 6.13 COMPENSATION. Directors shall not receive any salaries for their services, but by resolution of the Board of Directors, expenses of attendance may be allowed for each regular or special meeting.
- 6.14 RESTRICTION ON INTERESTED PERSONS AS DIRECTORS. No more than 49 percent of the persons serving on the Board may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

ARTICLE VII

OFFICERS

7.1 OFFICERS. The corporation shall have the following officers:

7.1a President of the Board

7.1b Vice President/Treasurer

7.1c Secretary

7.1d and such assistant treasurers, assistant secretaries or other officers as may be elected by the Board.

Officers whose authority and duties are not prescribed in the bylaws shall have such authority and duties as prescribed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

7.2 ELECTION AND TERM OF OFFICE. The officers shall be elected annually by the Board of Directors prior to or during its annual meeting. The President of the Board, Vice President/Treasurer, and Secretary shall be elected from among the members of the Board of Directors. It is the intent that a president will serve a two-year term. A secretary shall serve no more than two one-year terms.

Every effort shall be made to provide a season of transition between officers. The intent would be to provide clear communication between new officers and old.

7.3 QUALIFICATIONS. The qualifications for officers shall be the same as for directors.

7.4 REMOVAL AND VACANCIES. Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served, but without prejudice to the contract rights, if any, of the officer. Vacancies shall be filled by the Board of Directors.

7.5 PRESIDENT. The President shall be the principal executive officer of the corporation. Subject to the direction and control of the Board of Directors, the President shall see that the resolutions and directives of the Board are carried into effect; develop and implement personnel policy; serve as the chair of the Personnel Committee; and, in general, shall discharge all duties incident to the office of President and as prescribed by the Board of Directors. The President shall preside at all meetings of the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation, or a different mode of execution is expressly prescribed by the Board of Directors, the President may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized either individually or attested to by the Secretary, an assistant secretary, or any other officer, according to the requirements of the instrument. The President may vote all securities, which the corporation is entitled to vote except to the extent a different officer or agent of the corporation is authorized by the Board of Directors.

- 7.6 VICE PRESIDENT/TREASURER. The Vice President/Treasurer shall assist the President in the discharge of the President's duties as the President may direct and shall perform such other duties as may be assigned by the President or by the Board of Directors. The Vice President/Treasurer shall be the principal accounting and financial officer of the corporation and shall be responsible for the maintenance of adequate corporate books of account; have charge and custody of all corporate funds and securities, and be responsible for the receipt and disbursement thereof; shall serve as chair of the Finance Committee; and perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of duties in such sum and form, as the Board shall determine. The Vice President/Treasurer is elected by the Board of Directors from a slate recommended by the President. In the event of absence, inability or refusal of the President to act, the Vice President/Treasurer shall perform the duties of the President with all the power of, and subject to all the restrictions upon, the President.
- 7.7 SECRETARY. The Secretary shall record the minutes of the meeting of the Board; see that notices are given in accordance with the bylaws or as required by law; keep the corporate records; keep the register of addresses furnished to the Secretary by each member; and perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or by the Board of Directors. The Secretary is elected by the Board of Directors from a slate recommended by the President.

At its discretion, the Board may engage a recording secretary to record and transcribe Board meeting minutes.

- 7.8 ASSISTANT TREASURERS, ASSISTANT SECRETARIES AND OTHER OFFICERS. The assistant treasurers and assistant secretaries shall perform such duties as shall be assigned to them by the Vice President/Treasurer or the Secretary, respectively, or by the President of the Board of Directors. If required by the Board, the assistant treasurers shall give bond for the faithful discharge of their duties in such sum and form, as the Board shall determine.

ARTICLE VIII

EMPLOYED STAFF

- 8.1 EXECUTIVE DIRECTOR. The Board may employ an Executive Director who shall be the chief operational officer of the corporation. Subject to the Board, the Executive Director shall have general direction over the operation of the corporation; shall implement all policies of the Board; shall submit to the Board or its committees such reports as the Board may require; shall assist in the preparation of an annual budget for presentation to and adoption by the Board; shall assist in the preparation of a personnel policy; provide staff support to the Board; and shall perform such other functions as the Board may direct. The Executive Director shall be responsible directly to the Board of Directors and shall attend all meetings of the Board and its committees without vote.
- 8.2 OTHER STAFF. As authorized by the Board, such employed staff as may be necessary to support the corporation shall be hired and discharged by the Executive Director or in the absence thereof by a designated member of the Board of Directors. The employed staff shall report directly to, and are accountable to, the Executive Director or his or her designates.

ARTICLE IX

COMMITTEES

- 9.1 EXECUTIVE COMMITTEE. The Executive Committee shall be chaired by the President and consist of the President, the Vice President/Treasurer and the Secretary and two members at large. The responsibility of the Executive Committee is to direct the planning functions of the corporation.
- 9.2 STANDING COMMITTEES. The corporation shall have the following standing committees, which shall be advisory to the Board of Directors:
- 9.2a Conference Advisory Committee
 - 9.2b Advocacy Committee
- 9.3 Except as otherwise provided by these bylaws, Chairpersons and members of standing committees shall be appointed by the Board of Directors. The duties of the standing committees shall be adopted by the Board of Directors.
- 9.4 OTHER COMMITTEES. Other committees not exercising the authority of the Board may be designated by a resolution adopted by a majority of directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the President of the corporation shall appoint and remove committee members whenever the best interests of the corporation are served thereby.
- 9.5 TERM OF OFFICE. Each committee member shall serve until the next annual meeting of the Board of Directors and until a successor is appointed, unless the member is removed from, or ceases to qualify as, a member of the committee, or unless the committee is sooner terminated.
- 9.6 VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as in the case of the original appointments.
- 9.7 QUORUM. Unless otherwise provided in the resolution designating a committee, a majority of the committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
- 9.8 RULES. Each committee may adopt governing rules not inconsistent with these bylaws or with the rules adopted by the Board of Directors. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:
- 9.8a Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
 - 9.8b Fill vacancies on the Board or on any committee that has the authority of the Board;
 - 9.8c Fix compensation of the directors for serving on the Board or on any committee;

- 9.8d Amend or repeal bylaws or adopt new bylaws
- 9.8e Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- 9.8f Create any other committees of the Board or appoint members of committees of the Board;
- 9.8g Expend corporate funds to support a nominee for director after more people have been nominated for director than can be elected; or
- 9.8h Approve any contract or transaction, to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Section 52233(d)(3) of the California Corporations Code.

ARTICLE X

INDEMNIFICATION

- 10.1 **ACTION BY OTHER THAN CORPORATION.** The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that such person is or was a director, or officer of the corporation, or is or was serving at the request of the corporation as a director or officer, of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.
- 10.2 **ACTION BY CORPORATION.** The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a director or officer, of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issues or matter as to which such person shall have been adjudged to be liable for willful negligence or misconduct in the performance of duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.
- 10.3 **EXPENSES.** To the extent that a director or officer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 and 2 above, or in defense of any claim, issue or matter therein, such director or officer shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.
- 10.4 **PREREQUISITES.** Any indemnification under Section 1 and 2 above (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a

determination that indemnification of the director or officer is proper in the circumstances because the director or officer has met the applicable standard of conduct set forth in Section 1 and 2. Such determination shall be made (1) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written action.

- 10.5 **ADVANCES BY CORPORATION.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the director or officer, to repay such amount unless it shall ultimately be determined that the director or officer is entitled to be indemnified by the corporation as authorized in this article.
- 10.6 **OTHER REMEDIES.** The indemnification provided by this article shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any agreement, vote of disinterested directors or otherwise, both as to action in any official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such person.
- 10.7 **INSURANCE.** The corporation may purchase and maintain insurance on behalf of any person who may be indemnified here against any liability asserted against such person and incurred in any capacity, or arising out of any status, for which the person may be indemnified.

ARTICLE XI

MISCELLANEOUS

- 11.1 **CONTRACTS.** The Board may authorize any officer or agent of the corporation, in addition to the officers authorized by the bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the corporation. Such authority may be general or confined to specific instances.
- 11.2 **CHECKS, DRAFTS, ETC.** All orders for the payment of money, or evidences of indebtedness issued in the name of the corporation, shall be signed by such corporate officer or agent, as the Board shall determine. In the absence of such a determination, such instruments shall be signed by the Treasurer or an assistant treasurer and countersigned by the President or Vice President.
- 11.3 **DEPOSITS.** All corporation funds shall be deposited to the credit of the corporation in such banks, or other depositories as the Board may select.
- 11.4 **GIFTS.** The Board may accept on behalf of the corporation any contributions, gift, bequest or devise for the general, or for any special corporation purpose.
- 11.5 **RECORDS.** The corporation shall keep, at the registered or principal office, complete books of account, minutes of the proceedings of the directors and committees having any authority of the Board, and a record with the names and addresses of directors. All corporation records may be inspected by a director, or director's agent or attorney for any proper purpose at any reasonable time.
- 11.6 **FISCAL YEAR.** The fiscal year of the corporation shall be January 1 through December 31 of each year.
- 11.7 **ANNUAL REPORT.** The Board shall cause an annual report to be sent to the members and directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year: (a) The assets and liabilities, including trust funds, of the corporation as of the end of the fiscal year. (b) The principal changes in assets and liabilities, including trust funds. (c) The revenue or receipts of the corporation both unrestricted and restricted to particular purposes. (d) The expenses or disbursements of the corporation for both general and restricted purposes. (e) Any information required by any other Section of these bylaws or by the California Corporations Code. The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records. This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors and to any member who requests it in writing.

ARTICLE XII
AMENDMENTS

Subject to the limitations contained in the Articles of Incorporation of this corporation, if any, and to any provisions of law applicable to the amendment of bylaws of non-profit corporations, the bylaws may be altered, amended, or repealed or new bylaws adopted by affirmative vote of a 2/3 of the Board. Such action may be taken at any regular or special meeting of the Board for which notice of the proposed action shall have been given in accordance with the bylaws.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised, shall govern Computer-Using Educators, Inc., in all cases wherein they are not superseded by the bylaws or special rules of order.

Adapted from the 01/28/84 adoption of the Bylaws of Computer-Using Educators, Inc.

First revision 01/28/84, second revision 05/03/85, third revision 11/16/86, and fourth revision 12/15/86, fifth revision 05/15/87, sixth revision 01/12/89, seventh revision 07/18/90, eighth revision 7/31/94, ninth revision 9/10/95, tenth revision 2/11/97, eleventh revision 7/27/97, twelfth revision 7/19/98, thirteenth revision 9/22/00, fourteenth revision 9/10/01, fifteenth revision 5/25/06, sixteenth revision 9/30/08.