



Bylaws of Trans-E-Motion
Founded 2010.

Document control.

Version	Changes Made	Action	Date	Authors
1.00	Initial Document	Formation of TEM	2010	Rachel Bowman Chuck Krugman Blue Riggs
2.00	Restructuring of Bylaws	Complete overhaul, using CVASS bylaws as a template	2018	Jess Fitzpatrick Zoyer Zyndel

1. Name

- 1.1. The name of this Corporation is Trans-E-Motion.
- 1.2. Known also by the acronym TEM.

2. Purpose

Trans-E-Motion is formed as a community benefit organization in order to improve the lives of transgender people and their supporters through advocacy, outreach, and support in the Central Valley.

3. Limitations

- 3.1. TEM has been formed under California Nonprofit Corporation Law for public benefit purposes and it shall be nonprofit and nonpartisan.
- 3.2. TEM shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in section 2 herein. TEM may not carry on any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors, or other persons as such. Furthermore, nothing in section 2 shall be construed as allowing TEM or the TEM Corporation to engage in any activity not permitted by California nonprofit corporate law, or by section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

4. Dedication of Assets

- 4.1. Property dedicated to nonprofit purposes
The property of TEM is irrevocably dedicated to public benefit purposes. No part of the net income or assets of TEM shall ever inure to the benefit of any of its Directors or Officers, or to the benefit of any private person, except that CVAAS is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in section 2 herein.
- 4.2. Distribution of Assets upon dissolution
Upon the dissolution of TEM its assets remaining after payment, or provision for payment, of all debts and liabilities of TEM or the TEM Corporation shall be distributed to a nonprofit fund, foundation, or Corporation which is organized and operated for public benefit purposes, and which has established its tax-exempt status under section 501(c)(3) of the Code.

5. Membership

- 5.1. Membership is open to all persons who support the purposes for which this Corporation is formed.
- 5.2. TEM shall have one class of Members, designated as Member.
- 5.3. Members in Good Standing are those who pay, within the time and on the conditions set by the Board of Directors, yearly membership dues in amounts to be fixed from time to time by the Board.
- 5.4. Membership rights
 - 5.4.1. Right to Vote

Members shall have the right to vote, as set forth in these Bylaws, on the election of the Board of Directors, and on any election to merge or dissolve TEM. In the case of a merger or dissolution, Members have the right to vote on the disposition of all, or substantially all, of the TEM assets after the satisfaction of section 4.2 herein. In addition, Members shall have all rights afforded Members under the California Nonprofit Public Benefit Corporation Law.
 - 5.4.1.1. Only one vote per Member

Members may vote only once per each ballot item or decision regardless of the number of Memberships owned by the Member or of the office or position the Member holds in the Corporation. No member may vote by proxy.
 - 5.4.2. Right to be heard
 - 5.4.2.1. Any Member may suggest to the Director of Membership any issue, which may then be brought to the Board of Directors at the discretion of the Director of Membership.
 - 5.4.2.2. Members may petition the Director of Membership for resolution of any issue, and upon a 1/5th petition of the Membership the Director of Membership shall bring this issue to the Board of Directors for resolution or vote by the Board of Directors.
 - 5.4.3. Right to participate

Members in good standing may run for office of the Board of Directors, may volunteer to sit on committees, and may attend any TEM events, or meetings held by the Board or any committee.
- 5.5. Termination of Membership

Membership shall terminate on the resignation or death of the Member, or upon the Member's failure to pay dues for the amount and within the time and on the conditions set by the Board of Directors.
- 5.6. Removal from Membership
 - 5.6.1. The Board of Directors may by majority vote expel any Member from TEM based upon a good faith determination by the Board that the Member has failed in a material and serious degree to observe the rules of conduct as documented in the TEM operating procedures, or has acted in a way that is detrimental to TEM and is a hindrance to the purpose for which TEM is founded. Expelled Members may rejoin after one year.
 - 5.6.2. By unanimous vote the Board of Directors may permanently ban any expelled TEM Member from rejoining TEM. Members shall not be banned unless first expelled.

6. Board of Directors

- 6.1. Members of the Board of Directors are called “Directors” or by their title of office. Each Director must be a Member in good standing. There shall be no less than 3 or more than 9 Directors of TEM. The exact number to be fixed, within these limits, by resolution of the board.
- 6.2. These 3 offices shall always be filled: President, Secretary, and Treasurer.
- 6.3. The Board of Directors may by resolution create new Board Positions up to the maximum number of Directors in accordance to section 6.1 herein. The Board of Directors may by resolution dissolve unfilled or vacated Board positions except for those Board positions listed in section 6.2 herein.
- 6.4. Each Director shall have one vote on each matter presented to the Board of Directors for action. No Director may vote by proxy.
- 6.5. Offices of Directors
 - Each office is described along with the minimum duties of each office.
 - 6.5.1. President, also called Chairperson of the Board.
 - 6.5.1.1. Oversee the direction of TEM in accordance to the purpose stated in section 2 herein. Chair of all meetings. Develop and set business agenda for Directors. Liaison for TEM Corporation executives.
 - Secretary
 - 6.5.1.2. The Secretary shall keep or cause to be kept meeting minutes for all Board meetings. Shall give, or cause to be given, notice of all meetings of the Board in accordance with these bylaws. Shall certify and keep or cause to be kept the original or a copy of these bylaws as amended to date.
 - 6.5.1.3. The Secretary shall keep, or cause to be kept the Minute Book in accordance with section 13.1
 - 6.5.2. Treasurer
 - 6.5.2.1. Financial Reports
 - The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and shall render or cause to be rendered to the President and Directors, whenever they request it, an account of all his or her transactions as Treasurer and of the financial condition of TEM.
 - 6.5.2.2. Deposit and Disbursement of Money and Valuables
 - The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board.
 - 6.5.2.3. Books of Account
 - The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

6.6. Other duties of the Board of Directors

The Directors shall have other powers and perform such other duties incident to their office as may be prescribed by the Board or these Bylaws. These duties and powers shall be described in the TEM operating procedures.

6.7. Terms of office

6.7.1. The term of office shall be equal for all office holders and shall be one year unless otherwise determined by resolution of the Board who may only decide a 1-year, 2-year, or 3-year term of office. Any change in term length shall take effect upon the Director's election. By resolution, the Board may arrange for terms to be staggered.

6.7.2. There is no limit to the number of terms that any office holder may serve in any elected office.

6.7.3. Each Director, including a Director appointed to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law.

6.7.4. Office holders if duly elected shall take office on January 1st. If appointed they shall take office upon appointment.

6.8. Removing Directors from Office

6.8.1. The Board may by resolution declare vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgement of any court to have breached a duty under California Nonprofit Corporation Law.

6.8.2. The Board may by resolution declare vacant the office of a Director who fails to attend 3 consecutive Regular Board Meetings without notification or excuse or has neglected to perform substantially all the duties of their office without cause or justification.

6.8.3. The Board may by resolution remove any Director from office If it is established that the Director misrepresented TEM or acted in a way that is detrimental to TEM or is a hindrance to the purpose for which TEM has been founded.

6.9. Resignation of Directors

6.9.1. Except as provided in section 6.8.2 herein, any Director may resign by giving written notice to the Chair of the Board, the Vice President, the Secretary, or to the entire Board. Such a written resignation will be effective on the later of the date it is delivered, or the time specified in the written notice that the resignation is to become effective.

6.9.2. No Director may resign if TEM would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General.

6.10. Director Vacancies

6.10.1. A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following:

6.10.1.1. The death, resignation, or removal of any Director; or

6.10.1.2. Whenever the number of authorized Directors is increased; or

6.10.1.3. The failure to elect the full authorized number of Directors during the election process described in section 7 herein.

6.10.2. Filling Director Vacancies

- 6.10.2.1. If the number of Directors then in office is less than a quorum, additional pro tempore Directors may be elected to fill such vacancies at a meeting held according to notice or waivers complying with California Nonprofit Corporation Law (i) by the unanimous written consent of the Directors then in office, or (ii) by the affirmative vote of a majority of the Directors in office, or (iii) by appointment by a sole remaining Director.
 - 6.10.2.2. If a quorum exists, the Board of Directors may by resolution appoint a pro tempore Director.
 - 6.10.2.3. Pro tempore Directors will serve the remainder of the term for any vacant office.
- 6.11. Director Succession
- The TEM line of succession is as follows: President or Chairperson of the Board, Secretary, Treasurer, followed by other Board members as described in the CVAAS operating procedures.
- 6.11.1. In the event of sudden Board vacancies, the Board member highest in the line of succession shall assume the duties of the vacated Board positions until such positions are filled in accordance to section 6.10.2 herein.

7. Election of Directors

- 7.1. Directors shall be elected during the TEM Annual Meeting.
- 7.2. A nominating committee shall make nominations for the Board of Directors.
 - 7.2.1. The Board of Directors shall appoint a nominating committee no later than 60 days before the TEM annual meeting. The nominating committee is a temporary committee comprised of no more than 3 TEM Members in good standing. Members of the Board may serve on the nominating committee.
 - 7.2.2. The nominating committee is charged with finding the best candidate for each office and with creating a ballot of nominees. The nominating committee shall review eligibility requirements and ensure the nominee consents to serve. There is no requirement to nominate more than one candidate for each office.
 - 7.2.3. Persons serving on the nominating committee may be nominated for office. Sitting Directors may be nominated for office.
 - 7.2.4. If no candidate is found for a position then the nominating committee shall leave that ballot position open, with the notation that no candidate was found for that position, and that write-in candidates are encouraged.
- 7.3. Notice of elections and open nominations
 - Notice shall be given for the TEM Annual Meeting in accordance to section 8.7 herein and no less than 60 days before the TEM annual Meeting takes place.
 - 7.3.1. This notice shall also announce the formation of the nominating committee, and shall also provide a method that TEM Members may use to suggest candidates for the nominating committee's consideration.
- 7.4. Creation of and presentation of the ballot
 - 7.4.1. The nominating committee shall create the ballot of proposed nominees and present it to the Board and make it available through the TEM event calendar, no less than 30 days before the TEM Annual Meeting.
 - 7.4.2. The nominating committee shall no less than 30 days before the TEM Annual Meeting email the ballot to TEM Membership along with instructions to vote by mail or in person at the TEM annual meeting.
 - 7.4.3. The nominating committee shall retrieve ballots mailed to TEM within 24 hours of the TEM Annual Meeting and present these ballots to the TEM Annual Meeting election volunteers for counting. Mailed ballots received after this shall not be counted.
- 7.5. Election Process
 - 7.5.1. At the TEM Annual Meeting, the current President of TEM shall be the Chair of the TEM Annual Meeting, unless refused by a majority of the Board of Directors. If refused, the Board of Directors shall by majority vote select the Chair of the TEM Annual Meeting.
 - 7.5.2. The Chair of the TEM Annual Meeting shall then appoint a secretary to take meeting minutes, and keep a tally of all votes and decisions.
 - 7.5.3. The secretary shall determine how votes shall be cast, either by raised hand, voice, or written ballot.
 - 7.5.4. The Chair shall solicit election volunteers who shall validate and count votes and present those results to the Secretary.
 - 7.5.5. Validating and counting of mailed-in votes

- 7.5.5.1. The election volunteers shall open the mailed ballots, if any, and validate those ballots against the listing of Members in Good Standing.
- 7.5.5.2. Write-in votes for a Member not on the ballot shall be validated against the listing of Members in Good Standing, and if valid that Member will be added to the ballot as candidate and the vote counted toward them.
- 7.5.6. Validating and counting of votes at the Annual Meeting
 - 7.5.6.1. The election volunteers shall validate all those who wish to vote at the meeting against the listing of Members in Good Standing. Those who voted by mail may not vote in person without first declaring their mailed ballot invalid.
 - 7.5.6.2. The election volunteers may give validated Members a chit to indicate they may vote in the election.
 - 7.5.6.3. Following the order of the ballot, the Chair shall announce the office position up for vote, and shall call for any last-minute nominations for candidates for that position.
 - 7.5.6.4. The election volunteers shall validate last-minute nominees against the listing of Members in Good Standing and add nominees to the ballot as candidates.
 - 7.5.6.5. The Chair shall call for votes for each candidate and the membership shall indicate their choice for each Director position.
 - 7.5.6.6. Votes shall be cast by raised hand, voice, or written ballot.
 - 7.5.6.7. For each office position the Secretary shall tally those votes cast in person together with those cast by mail and then read aloud the results.
- 7.5.7. Candidates receiving a simple majority of votes for each Office shall be elected. There is no requirement for an absolute majority.
- 7.5.8. Once voting is complete for all office positions the Chair shall read the full report to the Membership, concluding with a formal declaration of the result.
- 7.5.9. The Secretary shall include all vote tallies in the minutes of the meeting.
- 7.6. Ties

In the case of a tie, the Chair of the TEM Annual Meeting shall announce a tie. The previous votes are put aside and the Chair shall call again for votes for each candidate for the tied Office position.
- 7.7. Unfilled positions after election.

In the case that any Board position is left unfilled after election, that position may be filled in accordance with section 6.10.2 herein.

8. Meetings

- 8.1. Regular Board Meetings

The Board shall hold at least 12 regular business meetings per year, at least once per month, at a time, place and frequency as resolved by the Board.
- 8.2. Special Meetings of the Board
 - 8.2.1. Special Meetings of the Board may be called by the President or Chair of the Board, or the Secretary, or any two Directors of the Board.
 - 8.2.2. A quorum must exist before Special Meeting of the Board may be called to order.
 - 8.2.3. Notice of a Special Meeting of the Board is given in accordance to section 8.7.3 herein.

8.3. TEM Annual Meeting

The Board shall hold one meeting annually at a time and place fixed by the Board, for the purposes of reviewing the previous year and for electing the Members of the Board of Directors to fill vacant Board positions, if any, as described in section 7 herein.

8.4. Place of meetings

All Board meetings shall take place within the California Central Valley, at a location designated by resolution of the Board.

8.4.1. Members of the Board of Directors may attend Board meetings in person, or via conference telephone or other audio or audio/video communications equipment permitted by California Nonprofit Corporation Law if all Directors participating in the meeting can communicate with one another and all other requirements of California Nonprofit Corporation Law are satisfied.

8.4.2. All such Directors shall be deemed to be present in person at the meeting.

8.5. Quorum & action of the Board

8.5.1. Unless expressly required by California Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws, valid Board actions require a quorum that shall consist of a majority of the number of Directors as set by resolution of the Board in accordance to section 6.1 herein.

8.5.2. Every act taken or decision made by a majority vote of the Directors present at a meeting duly held at which a quorum is present is a valid action of the Board, unless a greater number is expressly required by California Nonprofit Corporation Law, the Articles of Incorporation, or these Bylaws.

8.5.3. Tied votes are not a majority and result in the motion being lost or no action taken.

8.5.4. A duly held meeting at which a quorum is initially present shall not vote on any actions or decisions if the number of Directors present becomes less than a quorum due to the withdrawal of any Director or Directors.

8.5.5. A majority of Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place in compliance with a Notice of Adjournment given in section 8.7.4 herein.

8.5.6. The following actions shall require a modified Quorum for valid Board action:

8.5.6.1. Amending the bylaws as described in section 14 herein.

8.5.6.2. Approval of contracts or transactions or compensation as described in section 12 herein.

8.5.6.3. Removal of a Director as described in section 6.8 herein.

8.5.6.4. Filling Director vacancies as provided by section 6.10.2 herein.

8.6. Conduct of meetings

8.6.1. Meetings of the Board shall be chaired by the Chairperson of the Board, or if there is no Chairperson or the Chairperson is absent, in the absence of this person, by a chairperson of the meeting, chosen by a majority of the Directors present at the meeting.

8.6.2. The Secretary shall act as secretary of all meetings of the Board, provided that, if the Secretary is absent, the Chair shall appoint another person to act as secretary of the meeting.

- 8.6.3. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time and documented in the TEM Bylaws and TEM operating procedures, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation, or with any provisions of law applicable to the Corporation.
- 8.7. Notice of Meetings and events.
 - 8.7.1. TEM shall maintain an event calendar that is available for viewing on the Internet.
 - 8.7.2. All TEM Membership, including all Boards and committees, shall be notified of all Regular and Annual Board meetings by the posting of the time, date, and location of these meetings in the TEM event calendar.
 - 8.7.3. Special Meetings of the Board shall be held upon 48-hour notice delivered personally, or by telephone, including a voice messaging system, or by posting the time, date, and location of this meeting in the CVAAS event calendar and email notification to the membership.
 - 8.7.4. Notice of Adjournment
Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

9. Board of Advisors

The TEM Board of Advisors exist to provide recommendations or advice to the TEM Board of Directors.

- 9.1. The Board of Directors may by resolution create a Board of Advisors and then may from time to time invite and appoint advisors to the Board of Advisors.
- 9.2. The Board of Directors may by resolution remove members of the Board of Advisors.
- 9.3. The Board of Directors may by resolution dissolve the Board of Advisors only upon the vacancy or removal of the Director of Advisors in accordance with sections 6.3 and 6.8 herein and upon the vacancy of the membership of the Board of Advisors.
- 9.4. Rights, powers, and duties of members of the Board of Advisors.
 - 9.4.1. Membership in the Board of Advisors does not include TEM membership rights unless the member of the Board of Advisors is also a member of TEM under section 5 herein.
 - 9.4.2. Except as otherwise indicated in section 9.5 herein, Members of the Board of Advisors have no official powers or duties or obligations, and cannot act or speak for TEM. They are not subject to indemnification by TEM.
 - 9.4.3. The Board of Advisors may create its own rules, guidelines, or bylaws for organizing and meeting.
 - 9.4.4. Board of Advisors Members are expected to make themselves available for a reasonable amount of time each month to answer questions posed by the Board of Directors, and to give recommendations and advice when needed or asked.
- 9.5. Right to be heard
 - 9.5.1. Any Member of the Board of Advisors may suggest issues to be brought to the Board of Directors.

- 9.5.2. Members of the Board of Advisors may by 1/5 petition of the membership of the Board of Advisors bring any issue to vote in front of the Board of Directors.

10. Committees

- 10.1. The Board of Directors may by resolution declare the creation of a committee or dissolve any committee or create special purpose or time limited committees that dissolve upon completion of their purpose or upon expiration of their time limit.
- 10.2. Powers and Authority delegated to committees
- 10.2.1. The Board of Directors shall retain all powers and authority as described herein, and no authority or powers shall be delegated to committees that will negate those of the Board of Directors.
- 10.2.2. Decisions made in committee shall be presented to the Board of Directors for approval before action with the exceptions of:
- 10.2.2.1. Events committees may be appointed to organize and coordinate any or all events held by TEM, major or minor. These committees may create budgets for any event or events, and upon budget approval act within these budgets and within the guidelines given during their creation.
- 10.2.2.2. A finance committee may be appointed to audit all finances under TEM. This audit shall be presented to the Board of Directors, and the resulting findings of the audit shall be presented to the Membership. The audit and the findings shall be presented to any other entities as required by local, state and Federal law.

11. Chief Executive Officer

- 11.1. The Board of Directors may by resolution create the position of chief executive (who is also named "chief executive officer" or "CEO") and then hire a candidate to fill that position.
- 11.1.1. The chief executive shall be the general manager of the TEM Corporation with powers and duties as may be prescribed by the Board of Directors, and subject to the control of the Board shall supervise, direct and control the Corporation's day-to-day activities, business, and affairs.
- 11.1.2. The chief executive shall be empowered to hire, supervise, and fire all employees of the TEM Corporation, under such terms and having such job responsibilities as the chief executive shall determine in his or her sole discretion, subject to the rights, if any, of the employee under any contract of employment.
- 11.1.3. The chief executive may delegate his or her authority and powers to employees of the TEM Corporation as deemed necessary by the chief executive.
- 11.2. The Board of Directors may replace the chief executive, or terminate employment of the chief executive, in accordance with employment law of California and the terms of any employment contract.
- 11.3. If through resignation, termination, or other method the position of chief executive is vacated, the Board of Directors may by resolution dissolve the position of chief executive.
- 11.4. CEO & Directorship of TEM
Any Director may be hired as the chief executive. The chief executive may, if they are a Member in Good Standing, run for election for any position on the TEM Board of Directors. Gaining or losing office as a Director will not result in termination of employment.

11.5. Compensation of Chief Executive Officer

- 11.5.1. The salary of the chief executive, if any, shall be fixed from time to time by resolution of the Board.
- 11.5.2. The chief executive shall not be prevented from receiving such salary by reason of the fact that he or she is also a Member of the Board of Directors, provided, however, that such compensation paid to a Director for serving as the chief executive shall only be allowed if permitted under the provisions of section 12.2 herein.
- 11.5.3. Any salary received by the chief executive shall be reasonable and given in return for services actually rendered for the TEM Corporation which relate to the performance of the public benefit purposes of TEM.
- 11.5.4. No Director employed as chief executive may vote on his or her own compensation.

12. Compensation, Transactions & Liability

12.1. Transactions between Corporation and Directors or Officers

12.1.1. Interested Party Transactions

Except as described in section 12.1.2 herein, TEM shall not be a party to any transaction

- 12.1.1.1. in which one or more of the Board of Directors or chief executive has a material financial interest, or
- 12.1.1.2. with any Corporation, firm, association, or other entity in which one or more Members of the Board of Directors or chief executive has a material financial interest.

12.1.2. Requirements to Authorize Interested Party Transactions

TEM shall not be a party to any transaction described in 12.1.1 unless:

- 12.1.2.1. TEM enters into the transaction for its own benefit, and
- 12.1.2.2. the transaction is fair and reasonable to TEM at the time the transaction is entered into, and
- 12.1.2.3. prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith, by a vote of a majority of the Board Directors then in office (without counting the vote of the interested Directors), and with knowledge of the material facts concerning the transaction and the interested Director's or chief executive's financial interest in the transaction, and
- 12.1.2.4. prior to authorizing or approving the transaction, the Board of Directors considers and in good faith determines after reasonable investigation that TEM could not obtain a more advantageous arrangement with reasonable effort under the circumstances, and
- 12.1.2.5. the minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described in sections 12.1.2.1 through 12.1.2.4 herein.

12.1.3. Material Financial Interest

Members of the Board of Directors or the chief executive shall not be deemed to have a "Material Financial Interest" in a transaction:

- 12.1.3.1. That fixes the compensation of a Director as the chief executive officer;

- 12.1.3.2. If the contract or transaction is part of a public or charitable program of TEM and it (1) is approved or authorized by TEM in good faith and without unjustified favoritism, and (2) results in a benefit to one or more Members of the Board of Directors or their families only because they are in the class of persons intended to be benefited by the program; or
 - 12.1.3.3. where the interested Director has no actual knowledge of the transaction and it does not exceed the lesser of one percent of the gross receipts of the Corporation for the preceding year or \$100,000.
- 12.2. Compensation and fees of the Board of Directors
- 12.2.1. Members of the Board of Directors may not be compensated for rendering services to TEM as a Director, except that Directors may be reimbursed for expenses incurred in the performance of their duties to TEM, in reasonable amounts as approved by the Board of Directors.
 - 12.2.2. Members of the Board of Directors may not be compensated for rendering services to TEM in a capacity other than as a Director, unless such compensation is reasonable and further provided that not more than 49% of the persons serving as Members of the Board may be “interested persons” which, for purposes of this section 12.2.2 only, means:
 - 12.2.2.1. any person currently being compensated by TEM for services rendered to it within the previous 12 months, whether as a full or part-time chief executive or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as a Director; or
 - 12.2.2.2. any close relative of any such person.
- 12.3. Non-liability of the Board of Directors
- The TEM Board of Directors shall not be personally liable for the debts, liabilities, or other obligations of TEM or the TEM Corporation.
- 12.4. Insurance
- 12.4.1. Definition of the term “Agent”.

For the purposes of section 12.4, Agent means any person who is or was a Member of the TEM Board of Directors, chief executive, employee, or other agent of TEM or the TEM Corporation, or is or was serving at the request of the Board of Directors or the chief executive.
 - 12.4.2. Purchase of insurance
 - 12.4.2.1. The Board of Directors may by resolution authorize the purchase and maintenance of Individual Liability Insurance, Directors & Officers Liability Insurance, or of other insurance as required by law or deemed necessary by the Board to indemnify any or all Agents any liability asserted against or incurred by any Agent in such capacity or arising out of the Agent’s status.
 - 12.4.2.2. The Board of Directors may by resolution authorize the purchase and maintenance of any general Liability Insurance to indemnify TEM or the TEM Corporation.

- 12.4.2.3. The Board of Directors may by resolution authorize the purchase and maintenance of any Event Insurance to indemnify TEM or the TEM Corporation.

13. Records

13.1. Minute Book

TEM shall keep a minute book in physical form. The minute book shall be organized as follows:

13.1.1. Minutes

- 13.1.1.1. The TEM Secretary or individual designated as secretary will record all actions and any formal dissents from actions taken by the TEM Board of Directors during any meeting or board action described within section 8 herein, or by any committee described within section 10 herein. This record shall at a minimum also contain the time, date and location of each meeting, the type of meeting, how the notice of meeting was given, the names of Directors in attendance and Directors not in attendance, the names (and titles if applicable) of guests in attendance, and whether a quorum was established. Format and other content of Minutes, if any, shall be described in the TEM operating procedures.

- 13.1.1.2. The TEM Secretary or individual designated as secretary will prepare this record and present it as minutes for review at the next Board or committee meeting. Corrections may be made in pen and then approved by the Board. Upon approval by the Board of Directors or by the committee, the Secretary or appointed secretary shall sign the minutes which shall then be placed in the minute book.

13.1.2. Articles of Incorporation

The minute book shall contain a file-stamped copy of the Articles of Incorporation and all subsequent amendments as filed in the state of incorporation.

13.1.3. Bylaws

The minute book shall contain the TEM bylaws and any amendments.

13.2. Books and Records of Account

TEM and the TEM Corporation shall keep adequate and correct books and records of account. "Correct books and records" includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

13.3. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

TEM shall keep electronic copies of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be hosted on the Internet, linked to from the TEM web page, and made available for the public to view and download. If TEM or the TEM Corporation acquires a principle office then a copy of these documents shall be kept at that office and shall be open to public inspection and copying.

13.4. TEM Operating Procedures

TEM shall keep operating procedures that document the standard operating procedures for TEM and document the duties of all Directors and chief executive, the classes and dues of Membership, the rules of procedure of meetings, the format and content of minutes. The TEM operating procedures shall indicate how and when TEM complies with laws and

regulations that apply to it. Other areas may be added to the TEM operating procedures as the Board of Directors deems necessary.

13.5. Board of Directors rights of inspection

Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of TEM and the TEM Corporation. This inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of document.

13.6. Corporate Seal

The corporate seal, if any, shall be in such form as may be approved from time to time by the Board of Directors. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

13.7. Storage of Records

13.7.1. All physical records mandated in section 13, or otherwise deemed essential by the Board of Directors must be kept in a location that is reasonably secure from fire, water, theft, or other damage.

13.7.2. Physical documents shall, as soon as reasonably possible, be digitized into a portable document format for management by a secure central document management system.

13.7.3. Digital documents, including word processing files, and spreadsheets that are deemed essential by the Board of Directors will be managed by a secure central document management system.

13.7.4. Digital records shall, as much as is possible, be archived and secured using the best practices for data backup and recovery.

13.8. Digital Accessibility

Internet-based services and service providers require usernames, account numbers, passwords, PINs, and other digital confirmations. When services necessary for the functioning of TEM are engaged by the Board of Directors, any passwords and other digital security keys shall be stored in a highly-encrypted database accessible online by any Director using a password manager as described in the TEM operating procedures. A copy of this encrypted database shall be archived with the digital records described in section 13.7.4 herein. A digital copy of this encrypted database shall be kept secure on a physical storage device and secured as in section 13.7 herein.

14. Amendments to Bylaws

14.1. The Board of Directors may by unanimous vote amend the bylaws subject to the following limitations:

14.1.1. No amendment may extend the term of a Director beyond that for which such Director was elected.

14.1.2. No amendment may overturn or limit the purpose for which TEM is formed.

14.1.3. Amendments shall only be adopted during a Regular Board Meeting as described in section 8.1 herein.

14.1.3.1. Notice of Amendment shall be given to the TEM membership no later than 30 days prior to the vote to amend the bylaws. This notice shall:

14.1.3.2. Be given by posting on the TEM event calendar and by email notification to the membership.

Bylaws of Trans-E-Motion

- 14.1.3.3. Provide the time, date, and location of the Regular Board Meeting at which the Board of Directors will vote to adopt the bylaws.
- 14.1.3.4. Provide the proposed amendments for review by the membership via email or with instructions of how to locate and view them electronically.
- 14.1.4. The Membership of TEM in attendance during the Regular Board Meeting described in section 14.1.3 may by majority vote veto proposed amendments.

Certification by Secretary

I certify that I am the duly elected and acting Secretary of Trans-E-Motion, a California nonprofit public benefit Corporation; that these Bylaws, consisting of 16 pages, are the Bylaws of TEM as adopted by the TEM Board of Directors on _____; and that these Bylaws have not been amended or modified since that date.

Executed on _____ at _____, California.

Jordan Fitzpatrick
Secretary, Trans-E-Motion