

Bylaws of the Elfun Society California North, Inc.
(Federal EIN 47-2444282; California Corporation)
12-4-2014

ARTICLE I – Name, Legal Form, and Principal Office

- A. The Elfun Society California North, Inc. (also referred to as Elfun, the Association or the Corporation in this document) is a nonprofit mutual benefit corporation. It is not organized for the private gain of any person. It is organized under Section 501(c)(7) of the Internal Revenue Code.
- B. Elfun is a Social Club organized for mutual benefit rather than public benefit, therefore payments to the organization (such as dues, donations, or sponsorship fees) do not qualify as tax-deductible charitable contributions.
- C. The principal office for the transaction of business is: 6854 Timberwood Court, San Jose, CA 95120. The Board of Directors may change to another location in California from time to time, which will be noted by the Secretary as an update to these bylaws but not be considered an amendment.
- D. The Association does not own any facility. Its primary assets are savings and checking accounts.

ARTICLE II – Purpose

- A. The purpose of the Association is to provide social, informational, recreational events and volunteer projects for members of the Association. The Association plans these activities, and publicizes them via email newsletters and on the website.
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the public for a vote.

ARTICLE III – Limitations

- A. The Association shall have no power or authority over its members, except as specified under "Membership." The Association shall not be responsible for the actions of any of its members.
- B. The Association is an independent volunteer organization. It is not endorsed or supported by the General Electric Company, General Electric's affiliates, or any other organization.
- C. The Association will not discriminate based on, but not limited to, race, sex, religion, gender preference, or disability. It will comply with all applicable laws in force.
- D. The Directors shall not be liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE IV – Dissolution

Upon the winding up or dissolution of this corporation, and after paying or adequately providing for the debts and liabilities of the corporation, the remaining assets shall be distributed to (i) a nonprofit fund, foundation, or corporation which is organized or operated exclusively for exempt purposes reasonably related to the purposes of this corporation and which has established its tax-exempt status under Section 501 (c) (7) of the Internal Revenue Code or the corresponding section of any future federal tax code, (ii) and/or to a

corporation(s) then existing and qualified under the provisions of Section 501 (c) (3) of the Code, as selected by the Board of Directors of the Corporation.

ARTICLE V – Membership

- A. The Association Board of Directors has authority to determine the appropriate application process and may change this process at any time.
- B. There is one class of membership – Regular.
- C. Eligibility. An individual may be accepted as a member if the applicant:
 - 1. Is, or was formerly, a member of the GE Elfun Society (which was dissolved on June 30, 2014) or
 - 2. Is a current employee of GE, or
 - 3. Is a retiree of GE, or
 - 4. Was an employee of GE for ten years who never retired from GE, or
 - 5. Is the surviving spouse of a person who met the above requirements
- D. Membership privileges. All members will:
 - 1. Have access to basic Association services, activities and projects
 - 2. Be sent annual General Meeting announcements
 - 3. Be invited to vote in elections
 - 4. Be invited to run for elective office if they meet criteria for such office as may be defined by the Board of Directors.
- E. Membership responsibilities. Active membership is evidenced by:
 - 1. Members must pay annual dues, if any, as established by the Board of Directors.
 - 2. Members must adhere to any Association guidelines on “Conducting Business”, as described in Article VII.
 - 3. Members must maintain a working email address that accepts Association emails.
- F. Membership termination. Membership in the Association may be terminated or limited by the Board of Directors. Members can resign at will, however any membership dues already paid are non-refundable

ARTICLE VI – Governing Bodies

- A. Board of Directors
 - 1. Authority. The governance of the Association is vested in the Board of Directors.
 - a) The members of the Board of Directors are not compensated for their efforts, but are eligible, per reasonable documentation and reimbursement standards, for reimbursement of reasonable travel and expenses necessary to conduct Association business.
 - b) The directors shall procure two insurance policies: a) liability insurance related to the corporation’s activities (e.g. social, informational, recreational events and volunteer projects); and b) Directors’ and Officers’ Liability.
 - 2. Composition. The Board of Directors should have at least 5 members, and shall consist of:
 - a) President
 - b) Secretary
 - c) Treasurer
 - d) Additional Board roles as determined by the Board of Directors

3. Duties. The Board of Directors shall determine policy and supervise the management of the Association. The Board of Directors shall meet in person or remotely (by phone conference or other means) at least six times per year.
4. Board of Directors Member Commitment. Board of Directors members are expected to attend at least 75% of all Board of Director meetings and fulfill their assigned duties or show reasonable effort toward fulfilling their responsibilities.
5. Teamwork. Board of Directors members are expected to work effectively with the rest of the Board of Directors and membership as well as represent the Association in a professional manner.
6. Voting off. A Board of Directors member may be voted off the Board of Directors at any time if it is voted by 2/3 of the Board of Directors that the member is not representing the Association in a professional manner, or is not meeting their commitments to the Board of Directors position. The member being voted off shall be provided advance notice of the Board of Directors vote. If a member is voted off the Board of Directors, other Board of Directors members may temporarily fill the position or nominate temporary replacements until the next general election is held.

B. Officers, additional Directors and Committees.

1. President. The duties of the President include and are not limited to:
 - a) Overseeing the Association and all official correspondence addressed to, or originating from, the Association.
 - b) Presiding at Association Board of Directors meetings
 - c) Ensuring that the regulations of the Association are enforced, and that assignments and instructions accepted by Board of Directors members are completed.
2. Secretary. The duties of the Secretary include and are not limited to:
 - a) Conducting and administering all elections under the direction of the Board of Directors.
 - b) Keeping the Board of Directors minutes, the Bylaws, and other official papers of the Association
 - c) Ensuring that appropriate documents and papers are available to Board of Directors members.
3. Treasurer. The duties of the Treasurer include and are not limited to:
 - a) Managing the finances and annual budget.
 - b) Accounting for member dues collected.
 - c) Auditing all Association funds received and disbursed.
 - d) Ensuring that funds are used for the collective benefit of the members of the Association.
 - e) Managing signature processes and policies for funds disbursement.
 - f) Filing all necessary forms to keep the Association's corporate status and tax filings up-to-date.
4. Other Board of Directors member roles. Additional Board of Directors roles, such as Vice President, Membership Database Manager, Communications (with Membership) Manager, Website Manager(s), Volunteer Coordinator, etc. will be determined by the Board of Directors as required.
5. Committees. The Board of Directors may create committees as needed. The committee chairs produce minutes of the committee meetings to be shared with the Board of Directors.

ARTICLE VII– Conduct of Business

- A. Voting on Board of Directors motions or decisions. Votes shall be on a basis of one vote per Director. Directors may participate in person or remotely via teleconference or other means. Directors may abstain from voting if there exists a “conflict of interest”.
- B. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business. All Board of Directors members shall have one vote. Every act or decision done or made by a majority of the Directors present at a meeting at which a quorum is present shall be regarded as the act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.
- C. Action without meeting. Any action required or permitted to be taken by the Board of Directors, may be taken without a meeting, if at least seventy-five (75%) of the members of the Board of Directors, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a majority vote of the Board of Directors. The results of that meeting shall be included in the minutes of the next Board of Directors meeting.
- D. Changes to the Bylaws. The Board of Directors may, upon majority vote, modify, add or delete any of the bylaw provisions at any time. The Board of Directors shall determine if an update requires an amendment to the Bylaws. Changes to the Bylaws do not require approval by the Membership.
- E. General Meetings. The Association will hold a General Meeting at least once a year. General Meetings may be held in conjunction with another Association activity. The Board of Directors may schedule additional meetings as required. The Board of Directors shall conduct/manage General Meetings. All Association members will be notified via e-mail as to the time and place of General Meetings.
- F. Elections process.
 - 1. Elections will be held for only “officer positions”: President, Secretary and Treasurer
 - 2. Eligibility. Any Association member may self-nominate or be nominated for any elective office in the Association. The President and Treasurer must reside in the San Francisco Bay Area to facilitate administration of the Association, including the bank account and post office box.
 - 3. Duration of Term. All terms of office will be for two years. Shorter terms for a particular position may be approved by the Board of Directors. The elected offices become effective at the beginning of the new fiscal year starting the term. A normal term will be from July through June of the two-year term.
 - 4. Election timing.
 - a) Election announcement: Elections are announced via email.
 - b) Nominations. Nominations for the elected offices on the Board of Directors will be solicited from the Membership in an email.
 - 5. Officers will be determined by a simple majority of the member votes cast.
- G. Vacancies. Vacancies in an elective office, which leave an unexpired term of office, may be filled by a vote of the Board of Directors.

H. Financial Guidelines.

1. No part of the Association's revenue shall benefit any person having a personal and private interest in the Association's activities.
2. All expenditures must be prior-approved by the Board of Directors by a simple majority vote. Reimbursement requests must be documented and include original receipts.
3. Dues.
 - a. Collection of dues will be at the discretion of the Board of Directors.
 - b. Dues will be used to offset the projected operating costs of the Association.
 - c. The Board of Directors retains the right to change membership dues at any time to ensure solvency.
 - d. Membership fees are non-refundable.

I. Sponsorship of Association activities and Non-Member Benefits.

1. Sponsorship of Association activities shall include but not limited to any support by an outside entity in the form of funding, products provided, and services performed.
2. The Board of Directors, or designated members of a committee, may seek sponsorship from outside entities. Should such an arrangement be struck, the sponsor will have no negative influence or impose constraints on the activities of the Association.
3. The Board of Directors or designated members of a committee may arrange services to be available for non-members, including members' spouses and partners. Should such an arrangement be made, it will be incidental to the Association's primary purpose.
4. Gross receipts from any sponsorships or non-member services shall not exceed current IRS "Safe Harbor" rules. "Safe Harbor" rules are part of the U.S. Department of Commerce agreement to protect personal data.
5. The Board of Directors must approve all:
 - a. Sponsorship agreements and terms.
 - b. Vendor arrangements and terms.
 - c. Sponsored Association events to take place.
 - d. Arrangements for non-member services and benefits.

J. Inappropriate behavior.

1. Inappropriate postings, emails, announcements and behavior in any Association forum or meeting are explicitly forbidden. These pertain to derogatory comments and/or behaviors including but not limited to politics, race, sex, religion, and disabilities.
2. Members (other than the President or other designated Board member) are prohibited from representing themselves as representatives of the Association to the press, the General Electric Company, or anyone outside of the Association without consent of the majority of the Board of Directors.

3. Failure of an Associate member to comply with guidelines may result in expulsion from the Association membership with no refund of membership fees.
 4. The Board of Directors has the right to determine the appropriate corrective action for each incident.
 5. The Board of Directors may restrict authorization privileges for any member at any time for any reason.
- K. Validity of Business. Business completed by the Board in good faith, yet outside the rules of these Bylaws, shall not necessarily be invalid. Any portion of these Bylaws determined to be invalid shall not invalidate the remaining portion of the Bylaws that has not been determined invalid