Bylaws of

The Nonprofit International Consortium for Eiffel

A California Public Benefit Corporation

ARTICLE 1
OFFICES

Section 1.1 Principal office

The principal office of the Nonprofit International Consortium for Eiffel (called just NICE in the rest of these Bylaws) for the transaction of its business is located in Santa Barbara County, California.

Section 1.2 Change of address

The county of NICE's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws.

___________________ Dated: ___________, 19__
___________________ Dated: ___________, 19__
___________________ Dated: ___________, 19__

Section 1.3 Other offices

NICE may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE 2

PURPOSES

Section 2.1 Preamble

The aim of NICE is to promote the industrial approach to the reliable construction of computer software by furthering the development of an industry of high quality reusable software components, based on the Eiffel object-oriented method, language, libraries and environment.

Section 2.2 Specific objectives

NICE shall have the following specific objectives to fulfill the general goals of Section 2.1.

- To educate the computer profession to the benefits of the object-oriented approach to software development and modern methods of software engineering. .
- To standardize the Eiffel language and control its evolution.
- To standardize the interface of the basic Eiffel libraries and control its evolution.
- To promote the production of tools for effective software development in Eiffel.
- To foster educational, scientific and technical communication between NICE's members, and other members of the software engineering community, in the interest of software productivity.
- To encourage the definition and implementation of standards to facilitate the task of Eiffel software developers.
- To support the production and distribution of reusable Eiffel components from contributors worldwide.
- To disseminate the worldwide use of the Eiffel principles, method, language, libraries and tools.
- To sponsor public meetings of Eiffel users and other interested parties.

ARTICLE 3

DIRECTORS

Section 3.1 Number

NICE shall have at least two Directors, to be known collectively as the Board of Directors. The exact number shall be fixed within this constraint by the Board of Directors in the manner provided in these Bylaws.

Section 3.2 Powers

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members of NICE, the activities and affairs of NICE shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

It shall be the duty of the Directors to

(a) • Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of NICE, or by these Bylaws.

(b) • Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of NICE.

(c) • Supervise all officers, agents and employees of NICE to assure that their duties are performed properly.

(d) • Meet at such times and places as required by these Bylaws.

(e) • Register their addresses with the Secretary of NICE and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

Section 3.3 Election of Directors

The Board of Directors shall be appointed as follows:

(a) • Two Directors-at-large elected by the Regular Members of NICE.

(b) • One Director per Charter Member of NICE, appointed by said Charter Member.

Section 3.4 Terms of office

The term of office for each Director-at-large shall be one year. Directors-at-large shall be elected by Regular Members at the Members' Annual Meeting.

The term of office for a Director appointed by a Charter Member shall be one year. Such Directors shall be appointed by Charter Members at the time of the Annual Meeting.

Section 3.5 Compensation

Directors shall serve without compensation except that they may be allowed and paid their actual and necessary expenses incurred in attending Directors meetings, subject to approval by the Board of Directors.

In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3.2. Directors may not be compensated for rendering services to NICE in any capacity other than Director unless such other compensation is reasonable and is allowable under the provisions of Section 3.6.

Section 3.6 Restriction regarding interested Directors

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

(a) • Any person currently being compensated by NICE for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director;

or

(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 any such person.

Section 3.7 Place of meetings

Meetings shall be held at the principal office of NICE unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of NICE shall be valid only if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of NICE or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so as long as all Directors participating in such meeting can hear one another.

Section 3.8 Regular and annual meeting

A regular meeting of Directors shall be held every year at 5 PM on the same day as the Members' Annual Meeting.

Section 3.9 Special meetings

Special meetings of the Board of Directors may be called by the Chairperson, the President, the Executive Vice Chairperson, the Secretary, or by any two Directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of NICE.

Section 3.10 Notice of meetings

Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, electronic mail, facsimile or telegraph. If sent by mail, electronic mail, facsimile or telegraph, the notice shall be deemed to be delivered on its deposit in the mails, dispatch to electronic mail, transmission by facsimile, or delivery to the telegraph company. Such notices shall be addressed to each Director at his or her address as shown on the books of NICE. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

Section 3.11 Contents of notice

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

Section 3.12 Waiver of notice and consent to holding meetings

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 3.13 Quorum for meetings

A quorum shall consist of one half or more of the total number of Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of NICE, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 3.16 of this Article.

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting of such greater percentage as may be required by law, or the Articles of Incorporation of Bylaws of NICE.

Section 3.14 Majority action as Board action

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation of Bylaws of NICE, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of Directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

Section 3.15 Conduct of meetings

Meetings of the Board of Directors shall be presided over by the Chairperson, the President, or, if no such person has been so designated or in his or her absence, by the Executive Vice Chairperson of NICE or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors at the meeting. The Secretary of NICE shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall by governed by ‘‘Robert’s Rules of Order’’, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of NICE, or with provisions of law.

Section 3.16 Action by unanimous written consent without meeting

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. For the purposes of this section only, ‘‘all members of the Board’’ shall not include any ‘‘interested Director’’ as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of NICE authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

Section 3.17 Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased.

The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

Any Director may resign effective upon giving written notice to the Chairperson, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if NICE would then be left without duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

A vacancy created by the removal of a Director shall be filed as follows:

- For a Director representing a Charter Member, the Charter Member shall appoint a new Director to replace the removed Director.
- For a Director-at-large, the Regular members may elect a Director at any time to fill the vacancy.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

Section 3.18 Non-liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of NICE.

Section 3.19 Indemnification by NICE of Directors, officers, employees, and others

To the extent that a person who is, or was, a Director, officer, employee or other agent of NICE has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of NICE, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by NICE but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section 3.20 Insurance for corporate agents

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of NICE (including a Director, officer, employee or other agent of NICE) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not NICE would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 4

OFFICERS

Section 4.1 Number of officers

The officers of NICE shall be a Chairperson, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. NICE may also have, as determined by the Board of Directors, a President, an Executive Vice Chairperson, one or more other Vice Chairpersons, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the Chairperson.

Section 4.2 Qualification, election, and term of office

Only Directors may serve as Chairperson, Executive Vice Chairperson or other Vice Chairperson. Any person may serve as other officer. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 4.3 Subordinate officers

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

Section 4.4 Removal and resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the Secretary of NICE. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of NICE.

Section 4.5 Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of

Chairperson, such vacancy may be filled temporarily by appointment by the Chairperson until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 4.6 Duties of President

If NICE has a President, the President shall be the chief executive officer of NICE and shall, subject to the control of the Board of Directors, supervise and control the affairs of NICE and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of NICE, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. He or she shall preside at all meetings of the Board of Directors. The President shall preside at all meetings of the members at which the Chairperson does not preside. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of NICE, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 4.7 Duties of Executive Vice Chairperson

If NICE has no President, or in the absence of the Chairperson, or in the event of the President's inability or refusal to act, the Executive Vice Chairperson shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Executive Vice Chairperson shall have other powers and perform other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 4.8 Duties of secretary

The Secretary shall:

- Certify and keep at the principal office of NICE the original, or a copy of these Bylaws as amended or otherwise altered to date.
- Keep at the principal office of NICE or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- Be custodian of the records and of the seal of NICE and see that the seal is affixed to all duly executed documents, the execution of which on behalf of NICE under its seal is authorized by law or these Bylaws.
- Keep at the principal office of NICE a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
- Exhibit at all reasonable times to any Director of NICE, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of NICE.

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

Section 4.9 Duties of treasurer

- Subject to the provisions of these Bylaws relating to the ‘‘Execution of Instruments, Deposits and Funds’’, the Treasurer shall:
- Have charge and custody of, and be responsible for, all funds and securities of NICE, and deposit all such funds in the name of NICE in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- Receive, and give receipt for, monies due and payable to NICE from any source whatsoever.
- Disburse, or cause to be disbursed, the funds of NICE as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- Keep and maintain adequate and correct accounts of NICE’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- Exhibit at all reasonable times the books of account and financial records to any Director of NICE, or to his or her agent or attorney, on request therefor.
- Render to the President, Chairperson and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of NICE.
- Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of NICE, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 4.10 Compensation

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of NICE, provided, however, that such compensation paid a Director for serving as an officer of NICE shall only be allowed if permitted under the provisions of Article 3 of these Bylaws. In all cases, any salaries received by officers of NICE shall be reasonable and given in return for services actually rendered for NICE which relate to the performance of the charitable or public purposes of NICE.

ARTICLE 5

COMMITTEES

Section 5.1 Executive committee

The Board of Directors may, by a majority vote of Directors, designate two (2) or more of its members (who may also be serving as officers of NICE) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of NICE, except with respect to:

(a) • The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.

(b) • The filling of vacancies on the Board or on any committee which has the authority of the Board.

(c) • The fixing of compensation of the Directors for serving on the Board or on any committee.

(d) • The amendment or repeal of Bylaws or the adoption of new Bylaws.

(e) • The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repealable.

(f) • The appointment of committees of the Board or the members thereof.

(g) • The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.

(h) • The approval of any transaction to which NICE is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Section 5.2 Technical Committees

NICE shall have any such Technical Committees as may from time to time be designated by resolution of the Board of Directors to study issues connected with the aims of NICE. These Technical Committees shall act in an advisory capacity only to the Board and shall be clearly titled as ‘‘Technical’’ Committees. The Board of Directors may terminate any Technical Committee without cause.

Every Technical Committee shall be composed of two or more persons, hereinafter called Delegates. Technical Committees may also have Observers, who shall not take part in votes. Every Charter Member or Regular Member shall be entitled to appoint one Delegate to every Technical Committee. Every Member shall also be entitled to appoint one or more Observers to every Technical Committee, subject to approval by the Technical Committee. Every Technical Committee may further elect to invite other individuals to attend any specific meeting. Every Member shall indicate in writing to the Board of Directors the names of Delegates and Observers whom the Member wishes to appoint to every Technical Committee, or any change in Delegates or Observers appointed by the Member.

Every Technical Committee shall have a Chairperson, elected by the Committee’s delegates from among its members, and a Secretary, which may be any person. The term of a Chairperson, and of a Secretary if elected from the Committee’s delegates, shall be of one year and shall be renewable.

Every Technical Committee shall decide on the time, venue, agenda and form of its meetings. The Chairperson shall communicate the time and place of each meeting to Delegates and Observers at least twenty days prior to the meeting. Meetings shall be chaired by the Chairperson or, in the Chairperson’s absence, by the Secretary; in case none of them can attend, the attending delegates shall elect one person among themselves to chair the meeting.

All the decisions of a Technical Committee, including election of Chairperson and Secretary, shall be taken by a majority vote of the Technical Committee's Delegates. Votes may be taken in either of two forms:

- In writing, the object of the vote being submitted by mail, electronic mail or facsimile to Delegates by the Chairperson at least sixty days before the deadline for submitting votes.
- At scheduled meetings of the Technical Committee. In this case any Delegate who is unable to attend the meetings may nominate another Delegate or Observer as proxy, provided the proxy nomination is received by the Chairperson or Secretary at least two (2) days prior to the meeting, or the proxy brings to the meeting a signed statement from the Delegate designating him or her as proxy. All Technical Committee decisions shall be advisory only to the Board of Directors and shall not commit NICE in any way unless explicitly approved by resolution of the Board of Directors.

Section 5.3 Other committees

NICE shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

Section 5.4 Meetings and action of committees

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaws provisions as are necessary to substitute the committee and its delegates for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 6

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 6.1 Execution of instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of NICE to enter into any contract or execute and deliver any instrument in the name of and on behalf of NICE, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind NICE by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 6.2 Checks and notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of NICE shall be signed by the Treasurer and countersigned by the President or, if there is no President, the Chairperson.

Section 6.3 Deposits

All funds of NICE shall be deposited from time to time to the credit of NICE in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 6.4 Gifts

The Board of Directors may accept on behalf of NICE any contribution, gift, bequest, or devise for the charitable or public purposes of NICE.

ARTICLE 7

CORPORATE RECORDS, REPORTS AND SEAL

Section 7.1 Maintenance of corporate records

NICE shall keep at its principal office in the State of California:

(a) • Minutes of all meetings of Directors, committees of the Board and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

(b) • Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(c) • A record of its members, indicating their names and addresses and the class of membership held by each Member and the termination date of any membership.

(d) • A copy of NICE's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of NICE at all reasonable times during office hours.

Section 7.2 Corporate seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of NICE. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 7.3 Directors' inspection rights

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of NICE.

Section 7.4 Members' inspection rights

Each and every Member shall have the following inspection rights, for a purpose reasonably related to his or her interest as a Member:

To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on NICE, which demand shall state the purpose for which the inspection rights are requested.

To obtain from the Secretary of NICE, upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the Member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.

To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on NICE by the Member, for a purpose reasonably related to such person's interests as a Member.

Section 7.5 Right to copy and make extracts

Any inspection under the provisions of this Article may be made in person by the Member himself or herself if the Member is a person or by the Member's NICE representative if the Member is an organization, or by agent or attorney. The right to inspection includes the right to copy and make extracts.

Section 7.6 Annual report

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of NICE's fiscal year to all Directors of NICE and to any Member who requests it in writing, which report shall contain the following information in appropriate detail.

(a) • The assets and liabilities, including the trust funds, of NICE as of the end of the fiscal year.

(b) • The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(c) • The revenue or receipts of NICE, both unrestricted and restricted to particular purposes, for the fiscal year.

(d) • The expenses or disbursements of NICE, for both general and restricted purposes, during the fiscal year.

(e) • Any information required by Section 7.7.

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

If NICE receives TWENTY-FIVE THOUSAND DOLLARS ($25,000), or more, in gross revenues or receipts during the fiscal year, NICE shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this section relating to the annual report.

Section 7.7 Annual statement of specific transactions to members

NICE shall mail or deliver to all Directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction in which NICE, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

(1) • Any Director or officer of NICE, or its parent or subsidiary (a mere common Directorship shall not be considered a material financial interest); or

(2) • Any holder of more than ten percent (10%) of the voting power of NICE, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS ($50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS ($50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS ($10,000) paid during the previous fiscal year to any Director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(4)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to NICE, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If NICE provides all members with an annual report according to the provisions of Section 7.6, then such annual report shall include the information required by this section.

ARTICLE 8

FISCAL YEAR

Section 8.1 Fiscal year of NICE

The fiscal year of NICE shall begin on the first of November and end on the thirty-first of October in each year.

ARTICLE 9

AMENDMENT OF BYLAWS

Section 9.1 Amendment

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

(a) • Subject to the power of members, to change or repeal these Bylaws under Section 5150 of the Corporation Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members as to voting or transfer, provided, however, that a Bylaw specifying or changing the number of Directors of NICE or the mode of electing Directors may not be adopted, amended, or repealed except as provided in subparagraph (b) of this section; or

(b) • By approval of the members of NICE.

ARTICLE 10

AMENDMENT OF ARTICLES

Section 10.1 Amendment of articles before admission of members

Before any members have been admitted to NICE, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors and by the approval of the members of NICE.

Section 10.2 Certain amendments

Notwithstanding the above sections of this Article, NICE shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first Directors of NICE, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after NICE has filed a ‘‘Statement by a Domestic Non-Profit Corporation’’ pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 11

PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

Section 11.1 Prohibition against sharing corporate profits and assets

No Member, Director, officer, employee, or other person connected with NICE, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of NICE, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for NICE in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of NICE. All members of NICE shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of NICE, whether voluntarily or involuntarily, the assets of NICE, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of NICE and not otherwise.

ARTICLE 12

MEMBERS

Section 12.1 Determination and rights of members

NICE shall have two classes of members: Charter Members and Regular Members. The word ‘‘Member’’ without qualification herein denotes either a Charter Member or a Regular Member.

Members of NICE shall be persons, for-profit or not-for-profit corporations, or any other organizations. A Member which is not a person shall appoint one person as its representative to NICE, in writing, upon becoming a Member, and shall notify NICE in writing of any change of its representative. No Member shall hold more than one membership in NICE; no person shall serve as representative of more than one Member organization, or shall both be personally a member and serve as representative of a Member organization.

Except as expressly provided in or authorized by the Articles of incorporation or Bylaws of NICE, all members within each membership class shall have the same rights, privileges, restrictions and conditions.

Section 12.2 Qualifications of members

The qualifications for Charter Membership in NICE shall be payment of the application fee, if any, approval by the Board of Directors, and payment of the annual Charter Member dues, except that a maximum number of two (2) dues-free Life Charter Memberships may be approved by the Board of Directors in recognition of exceptional services rendered to the development of Eiffel technology.

The qualifications for Regular Membership in NICE shall be payment of the application fee, if any, approval by the Board of Directors, and payment of the annual Regular Member fee.

Section 12.3 Admission of members

Applicants shall be admitted to membership at any time upon approval by the Board of Directors of an application submitted to said Board, payment of application fees, if any, and one year’s dues for the requested membership category. In case the applicant is an organization, the application shall indicate the name of the applicant’s choice of representative to NICE.

Section 12.4 Fees, dues and assessments

The fees for making application to membership in NICE and the annual dues in each membership category shall fixed by the Board of Directors.

Memberships shall be nonassessable.

Section 12.5 Number of members

There is no limit on the number of members NICE may admit in each membership category, subject to the provisions of these Bylaws.

Section 12.6 Membership book

NICE shall keep a membership book containing the name and address of each Member and the Member's membership category. Termination of the membership of any Member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at NICE's principal office and shall be available for inspection by any Director or Member of NICE during regular business hours.

The record of names, addresses and membership category of the members of NICE shall constitute the membership list of NICE and shall not be used, in whole or part, by any person for any purpose not reasonably related to a Member's interest as a Member.

Section 12.7 Nonliability of members

A Member of NICE is not, as such, personally liable for the debts, liabilities, or obligations of NICE.

Section 12.8 Nontransferability of memberships

No Member may transfer a membership or any right arising therefrom. All rights of membership cease upon the Member's death.

Section 12.9 Termination of membership

(a) Grounds for Termination. The membership of a Member shall terminate upon the occurrence of any of the following events:

(1) • Upon Member's notice of such termination delivered to the President, Chairperson or Secretary of NICE personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(2) • Upon a determination by the Board of Directors that the Member has engaged in conduct materially and seriously prejudicial to the interests or purposes of NICE. Such determination shall be taken by a decision of the Board of Directors as provided under these Bylaws, except that a majority of at least two-thirds of all Directors shall be required for such determination, and that the determination shall be signed by all Directors voting in favor of it.

(3) • Except for dues-free life charter members as provided under Section 12.2, upon a failure to renew membership by paying dues on or before their due date, such termination to be effective twenty (20) days after a written notification of delinquency is given personally or mailed to such Member by the Secretary of NICE. A Member may avoid such termination by paying the amount of delinquent dues within a twenty (20)-day period following the Member's receipt of the written notification of delinquency.

(b) Procedure for Expulsion. Following the determination that a Member should be expelled under subparagraph (a)(2) of this section, the following procedure shall be implemented:

(1) • A notice shall be sent by first-class or registered mail to the last address of the Member as shown on NICE's records, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.

(2) • The Member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. If the Member is an organization, it shall be represented at such hearing by the Member's appointed representative to NICE, or by any other person expressly designated by the

Member for this purpose. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the Member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.

(3) • Following the hearing, the Board of Directors shall decide whether or not the Member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

Any person or organization expelled from NICE shall receive a refund of dues already paid. The refund shall be pro-rated to return only the unaccrued balance remaining for the period of the dues payment.

Section 12.10 Rights on termination of membership

All rights of a Member in NICE shall cease on termination of membership as herein provided.

Section 12.11 Amendments resulting in the termination of memberships

Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of NICE would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 13

MEETINGS OF MEMBERS

Section 13.1 Place of meetings

Meetings of members shall be held at the principal office of NICE or at such other place or places within or without the State of California as may be designated from time to time by resolution of the Board of Directors.

Section 13.2 Members' representation at meeting

Any Member which is an organization shall be represented at meetings by the Member's representative to NICE or, in his or her absence, by another person, provided said person shall hold a written statement from the Member designating him or her as the Member's representative to the meeting.

Section 13.3 Annual and other regular meetings

The members shall meet annually for the purpose of electing Directors-at-large and transacting other business as may come before the meeting. This Annual Meeting shall be held in the month of October in each year, at a date, time and place set by the Board of Directors. The Board of Directors shall notify all Members of the exact date, time and place of the meeting upon thirty (30) days' notice by first-class mail, telephone, electronic mail, facsimile or telegraph. If sent by mail, electronic mail, facsimile or telegraph, the notice shall be deemed to be delivered on its deposit in the mails, dispatch to electronic mail, transmission by facsimile, or delivery to the telegraph company. Such notices shall be addressed to each Member at the Member's address as shown on the books of NICE.

Cumulative voting for the election of Directors-at-large shall not be permitted. The candidates receiving the highest number of votes up to the number of Directors-at-large to be elected shall be elected. Each voting Member shall cast one vote, with voting being by ballot only. The annual meeting of members for the purpose of electing Directors-at-large shall be deemed a regular meeting and any reference in these Bylaws to regular meetings of members refers to this annual meeting.

Section 13.4 Special meetings of members

Special meetings of the members shall be called by the Board of Directors or the Chairperson, Executive Vice Chairperson or President of NICE. In addition, special meetings of the members for any lawful purpose may be called by any Charter Member, or by five percent (5%) or more of the Regular Members.

Section 13.5 Notice of meetings

(a) • Time of Notice. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of NICE not less than ten (10) days before the date of the meeting to each Member who, on the record date for the notice of the meeting, is entitled to vote thereat, provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than twenty (20) days before the meeting.

(b) • Manner of Giving Notice. Notice of a members' meeting or any report shall be given either personally or by mail or other means of written communication, addressed to the Member at the address of such Member appearing on the books of NICE or given by the Member to NICE for the purpose of notice; or if no address appears or is given, at the place where the principal office of NICE is located or by publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the principal office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

(c) • Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which Directors-at-large are to be elected shall include the names of all those who are nominees at the time notice is given to members.

(d) • Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by telegraph to the Chairperson, Executive Vice Chairperson, President or Secretary of NICE. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty

(20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

(e) • Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this section, the waiver of notice or consent shall state the general nature of the proposal. "

(f) • Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

1 • Removal of Directors or Members

2 • Filling of vacancies on the Board by Members

3 • Amending the Articles of Incorporation

4 • An election to wind up and dissolve NICE voluntarily.

Section 13.6 Quorum for meetings

A quorum shall consist of one third (1/3) of the Charter Members and one third (1/3) of the Regular Members.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person or by proxy at the meeting, but no other business shall be transacted at such meeting.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

Notwithstanding any other provision of this Article, if NICE authorizes members to conduct a meeting with a quorum of less than one-third (1/3) of the voting power, then, if less than one-third (1/3) of the voting power actually attends a regular meeting, in person or by proxy, then no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

Section 13.7 Majority action as membership action

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of NICE, or these Bylaws require a greater number.

Section 13.8 Voting rights

Each Member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by ballot.

Section 13.9 Proxy voting

Members entitled to vote shall be permitted to vote or act by proxy.

Members entitled to vote shall have the right to vote either in person or by a written proxy executed by such person or by his or her duly authorized agent and filed with the Secretary of NICE, provided, however, that no proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. In any case, however, the maximum term of any proxy shall be three (3) years form the date of its execution. No proxy shall be irrevocable and may be revoked following the procedures given in Section 5613 of the California Nonprofit Public Benefit Corporation Law.

If membership voting by proxy is allowed, all proxies shall state the general nature of the matter to be voted on and, in the case of a proxy given to vote for the election of Directors, shall list those persons who were nominees at the time the notice of the vote for election of Director was given to the members. In any election of Directors, any proxy which is marked by a Member ‘‘withhold’’ or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of a Director.

If membership voting by proxy is allowed, proxies shall afford an opportunity for the Member to specify a choice between approval and disapproval for each matter or group of related matters intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited. The proxy shall also provide that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.

Section 13.10 Conduct of meetings

Meetings of members shall be presided over by the Chairperson, or in his or her absence by the President, or in their absence by an Executive Vice Chairperson of NICE or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present in person or by proxy. The Secretary of NICE shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by ‘‘Robert’s Rules of Order’’, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of NICE, or with any provision of law.

Section 13.11 Action by written ballot without a meeting

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if NICE distributes a written ballot to each Member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to NICE. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 13.5 (b) of this Article.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors-at-large, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by NICE in order to be counted.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors-at-large may be elected by written ballot. Such ballots for the election of Directors-at-large shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors-at-large is withheld, they shall not be counted as votes either for or against the election of a Director-at-large.

A written ballot may not be revoked after its receipt by NICE or its deposit in the mail, whichever occurs first.

Section 13.12 Reasonable nomination and election procedures

NICE shall make available to members reasonable nomination and election procedures with respect to the election of Directors-at-large by members. Such procedures shall be reasonable given the nature, size and operations of NICE, and shall include:

(a) • A reasonable means of nominating persons for election as Directors-at-large.

(b) • A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.

(c) • A reasonable opportunity for all nominees to solicit votes.

(d) • A reasonable opportunity for all members to choose among the nominees.

Upon the written request by any nominee for election to the Board and the payment with such request of the reasonable costs of mailing (including postage), NICE shall, within the (10) business days after such request (provided payment has been made) mail to all members or such portion of them that the nominee may reasonable specify, any material which the nominee shall furnish and which is reasonable related to the election, unless NICE within five (5) business days after the request allows the nominee, at NICE's option, the right to do either of the following:

1 • Inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand upon NICE, which demand shall state the purpose for which the inspection rights are requested; or

2 • Obtain from the Secretary, upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of Directors-at-large, as of the most recent record date for which it has been compiled or as of any date specified by the nominee subsequent to the date of demand.

The demand shall state the purpose for which the list is requested and the membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

If NICE distributes any written election material soliciting votes for any nominee for Director at NICE's expense, it shall make available, at NICE's expense, to each other nominee, in or with the same material, the same amount of space that is provided any other nominee, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

Generally, any person who is qualified to be elected as Director-at-large shall be nominated at the annual meeting of members held for the purpose of electing Directors-at-large by any Member present at the meeting in person or by proxy. However, if NICE has five hundred (500) or more members, any of the additional nomination procedures specified in subsections (a) and (b) of Section 5221 of the California Nonprofit Public Benefit Corporation Law may be used to nominate persons for election to the Board of Directors.

If NICE has five thousand (5,000) or more members, then the nomination and election procedures specified in Section 5522 of the California Nonprofit Corporation Law shall be followed by NICE in nominating and electing persons to the Board of Directors.

Section 13.13 Action by unanimous written consent without meeting

Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

Section 13.14 Record date for meetings

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.