

**BYLAWS**

**OF**

**SCSI TRADE ASSOCIATION**

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**BYLAWS OF**  
**SCSI TRADE ASSOCIATION**

**ARTICLE I: NAME AND PURPOSE**

The name of this corporation is SCSI TRADE ASSOCIATION (hereinafter referred to as "STA"). The specific purposes for which STA is formed are:

- (1) promote the use and understanding of small computer system interface ("SCSI") parallel interface technology;
- (2) provide a focal point for communicating SCSI benefits to the market; and
- (3) influence the evolution of SCSI into the future.

**ARTICLE II: PRINCIPAL OFFICE**

The principal office for the transaction of the business of STA shall be located in the State of California at such location as the Board of Directors may at any time or from time to time determine.

**ARTICLE III: MEMBERSHIP**

**3.1 Members**

STA shall have members (hereafter "Members") who shall be "members" as that term is defined in Section 5056 of the California Corporations Code or its successor statute. Members shall have all of the rights of members of a California Mutual Benefit Corporation which are provided in the California Corporations Code. The Board of Directors of STA may also establish other classifications or categories for persons or entities who wish to support or to participate in STA, but who do not wish to or who are not eligible to become Members.

**3.2 Qualifications of Members**

A Member must satisfy the following qualifications:

- (a) be an enterprise that manufactures or sells SCSI related products or services;
- (b) pay the annual dues for membership in the amount established by the Board of Directors from time to time; and

(c) pay any other fees or assessments duly imposed on Members.

A Member which ceases to satisfy the qualifications of membership shall be terminated or removed as a Member.

### **3.3 Application for Membership**

Applications for membership may be submitted to the administrator or manager of STA, or to such other person as the Board of Directors may determine. The administrator shall approve an application for membership if the applicant meets the qualifications for membership.

### **3.4 Exercise of Membership Rights**

A Member shall exercise its voting rights through a duly authorized representative of the Member. The authorized representative may exercise the Member's vote on any matter to come before the membership of STA.

### **3.5 Termination of Membership Rights**

Membership shall automatically be terminated for failure to pay annual dues in a timely manner as required by the Board or for failure to satisfy any other qualifications for membership. In addition, membership may be terminated for other good cause as determined by the Board of Directors, provided that the Member be given notice of the reasons for termination at least fifteen (15) days before such termination. The notice shall specify that the Member shall have a right to appeal such termination, orally or in writing, to a person or committee selected by the Board, such appeal to be heard and determined not less than five (5) days prior to the effective date of termination. The person or committee that hears the appeal shall render a determination in writing which shall be final.

### **3.6 Compensation of Members**

No Member shall be compensated on the basis of membership in STA. Any Member rendering services to STA, however, may receive reasonable compensation for such services, as determined by the Board of Directors.

### **3.7 Non-Transferability**

Neither membership in STA nor any rights in membership may be transferred or assigned for value or otherwise, unless otherwise approved in writing by the Board of Directors.

### **3.8 No Property Rights**

No Member of STA shall at any time have any right in or be entitled to any of the

properties, monies and assets of STA, except in the event of dissolution as provided in Article VIII below.

### **3.9 Non-Liability of Members**

A Member of STA shall not be individually liable for any debt, obligations or liabilities of STA.

### **3.10 Annual Meeting**

A meeting of the Members shall be held annually at a time and place set by the Board of Directors.

### **3.11 Special Meetings**

Special meetings of the Members shall be called by the Secretary of the Board of Directors upon request of the President or the Board of Directors, or upon the written request of at least five percent (5%) or more of the Members.

### **3.12 Notice of Annual Meeting**

Notice of the time, place, and date of an annual meeting, except as provided in Section 3.13, shall be given to each Member not less than twenty (20) nor more than ninety (90) days before the date of the meeting. Such notice shall be delivered personally to each Member, sent by first-class, registered, or certified mail to the address of each Member appearing on the books of STA or the address given to STA for the purpose of notice, sent by facsimile at the last known facsimile number, or sent by e-mail to the last known e-mail address. If the Member's address does not appear on the books or is not given to STA, such notice may be sent to the Member at the place where the principal office of STA is located or by publication at least once in a newspaper of general circulation in the county in which the principal office of STA is located.

The notice must state those matters which the board intends to present for action by the Members, but any proper matter may be presented at the meeting for action. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is delivered or mailed.

### **3.13 Requests for and Notice of Special Meetings**

Upon request in writing to the President, Vice President or Secretary of STA by any Member entitled to call a special meeting of the Members, notice of time, place, and date of the special meeting shall be delivered in accordance with Section 3.12 to the Members that a meeting will be held at a time fixed by the Board which is not less than thirty-five (35) nor more than ninety (90) days after receipt of the request. The notice of a special meeting shall state the general nature of the business to be transacted, and no other business may be transacted.

### **3.14 Quorum**

Fifty-one percent (51%) of the existing Members, present in person or by proxy, shall constitute a quorum of the Members at any meeting or for action by written ballot of the Members. The Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment even if some Members have withdrawn to leave less than a quorum, provided that any action taken is approved by at least a majority of the number of Members required to constitute a quorum.

### **3.15 Voting**

At all meetings of the Members, a Member shall be entitled to vote either in person or by proxy. Each Member entitled to vote shall be entitled to cast one vote on each matter submitted for vote. If a quorum is present, the affirmative vote of a majority of the Members represented at the meeting shall be the act of the Members.

### **3.16 Action by Written Ballot**

Any action which may be taken at any regular or special meeting of the Members may be taken without a meeting if a written ballot is distributed to the Members. The written ballot shall set forth the proposed action, providing an opportunity for the Members to specify approval or disapproval of any proposal, and, with respect to election of Directors, an opportunity to withhold their vote, and providing a reasonable period of time within which to return the ballot to STA. The written ballot shall be filed with the Secretary of STA and maintained in the corporate records. Directors may be elected by written ballot as provided in this paragraph.

## **ARTICLE IV: BOARD OF DIRECTORS**

### **4.1 Responsibility**

Subject to the provisions of California Non-profit Mutual Benefit Law and except as otherwise provided in the Articles of Incorporation of STA or these Bylaws, STA's activities and affairs shall be managed by, and all corporate powers shall be exercised by or under the direction of, the Board of Directors. Without limiting the generality of the foregoing, the Board shall have the power to establish dues for Members and to impose additional fees or assessments on Members as necessary to meet the obligations of STA.

### **4.2 Number and Qualifications of Directors**

The Board of Directors shall consist of not less than five (5) nor more than eleven (11) Directors. A Director must be an employee of a Member at the time of his or her election or appointment to the Board.

### **4.3 Nomination of Directors**

The President, with the approval of the Board of Directors, shall appoint a Nominating Committee, as described in Section 6.3, to nominate a panel of qualified candidates for election to the Board of Directors. The Nominating Committee shall make a report to the Board of Directors identifying its nominees at least thirty (30) days before the annual meeting. The Board of Directors shall approve or disapprove the nominees, and if approved by the Board, the nominees shall be submitted to the Members at the annual meeting for election to the Board. Any Member may nominate additional candidates for election to the Board at the annual meeting.

### **4.4 Election**

Directors shall be elected at an annual meeting of the membership or by written ballot. A director shall serve his or her designated term or until a successor is elected or appointed.

### **4.5 Term**

- (a) Length of Term. Directors shall be elected to serve a one-year term.
- (b) Consecutive Terms. Directors may serve consecutive terms without limitation.

### **4.6 Vacancies**

A vacancy or vacancies on the Board of Directors shall exist on the occasion of any of the following:

- (a) death of a Director;
- (b) resignation of a Director;
- (c) removal of a Director for cause or without cause.

### **4.7 Filling Vacancies**

A vacancy on the Board, whether by reason of death, resignation, removal or otherwise, shall be filled by appointment of the Board of Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

### **4.8 Removal**

Any Director who fails to attend three (3) consecutive regular meetings of the Board of Directors or who misses at least fifty percent (50%) of the regular meetings of the Board of Directors during any calendar year without a leave of absence approved by the President may be removed from office by a vote of a majority of the Directors. A



Director shall also be removed from office when he ceases to be an employee of the Member by whom he was employed at the time of election or appointment or when the enterprise by whom the Director is employed ceases to be a Member. A Director may also be removed from office for good cause, as provided by law, by a vote of the Board of Directors. A Director may also be removed without cause if the removal is approved by the majority of the quorum if the number of Members is fifty (50) or more, or by a majority of all the Members if the number of Members is less than fifty (50).

#### **4.9 Annual Meeting**

The Board of Directors shall meet annually at such time as it may determine, but as soon after the annual meeting of Members as practical, for the purpose of organizing the Board of Directors, electing officers and transacting such other business as may come before the meeting.

#### **4.10 Regular Meetings**

Regular meetings of the Board of Directors shall be held at least quarterly at such time and place as the Board of Directors may determine.

#### **4.11 Special Meetings**

Special meetings of the Board of Directors shall be called by the written request of the President or by any three (3) Directors.

#### **4.12 Notice of Meetings**

Notice of the time, place, and date of any unscheduled regular meeting or any special meeting shall be delivered, in accordance with Section 4.17, to each Director at least forty-eight (48) hours prior to the meeting. [If the Director's address is not shown on the records of STA or is not readily ascertainable, notice shall be sent to the place where the principal office of STA is located, or as otherwise provided by law. Such notice, if mailed, shall be sent at least four (4) days prior to the time of the meeting.]

#### **4.13 Alternative Participation**

Directors may participate in a meeting through the use of conference telephone, video conference equipment, or similar communications equipment, so long as all Directors participating in such meeting can hear one another. Participation in a meeting pursuant to this section constitutes presence in person at such a meeting for purposes of meeting the quorum requirements set forth in Section 4.14 below and for any other purposes under these Bylaws.

#### **4.14 Quorum**

A majority of the Directors then in office shall constitute a quorum of the Board for the transaction of business. The Directors present at a duly called or held meeting at

which a quorum is present may continue to transact business until adjournment even if some Directors have withdrawn to leave less than a quorum, provided that any action taken is approved by at least a majority of the number of Directors required to constitute a quorum.

#### **4.15 Voting**

Each Director shall be entitled to one (1) vote on each matter before the Board of Directors. Directors shall not be permitted to vote by proxy. If a quorum is present, the affirmative vote of a majority of the Directors represented at the meeting shall be the act of the Directors.

#### **4.16 Action Without Meeting**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Directors, individually or collectively, consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

#### **4.17 Notices to Directors**

Each Director shall supply STA in writing with such person's current mailing address, facsimile transmission number, and e-mail address. Any notices to a Director provided for in these Bylaws shall be given, and shall be deemed effective when delivered personally or by telephone, by mailing such notices by first-class United States mail, postage prepaid, addressed to the Director at the given address or by transmitting such notices to the last facsimile transmission number supplied by such Director to STA or to the last supplied e-mail address. In the absence of such a current mailing address, facsimile transmission number, or e-mail address, any such written notices may be delivered to the Director at the place where the principal office of STA is located or by publication at least once in a newspaper of general circulation in the county in which the principal office of STA is located, or as otherwise permitted by law.

### **ARTICLE V: OFFICERS**

#### **5.1 Officers**

The officers of STA shall be the President, Vice President, Secretary, and Treasurer. Each of these officers must be a Director elected or appointed by the Board of Directors. The Board of Directors may elect such other officers as it shall deem advisable, who need not be Directors and each of whom shall hold office for such period and shall have such powers and duties as may be prescribed by the Board of Directors.

## **5.2 Election**

The President, Vice President, Secretary, and Treasurer of STA shall be elected annually by the Board of Directors at its annual meeting and shall serve at the pleasure of the Board of Directors. Each officer shall hold office for a term of one (1) year or until his or her successor shall be elected and qualified to serve. A vacancy may be filled by the Board of Directors for the unexpired term at any meeting of the Board of Directors.

## **5.3 President**

The President shall preside at all meetings of the Board of Directors and shall have such other powers, including the power to sign documents and perform such other duties as may be prescribed by the Board of Directors.

## **5.4 Vice President**

In the absence of the President or in the event of the President's disability, inability, or refusal to act, the Vice President shall perform all of the duties of the President and, in so acting, shall have all of the powers of the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the President.

## **5.5 Secretary**

The Secretary shall keep or cause to be kept a book of minutes of all meetings of the Board of Directors and the membership, with the time and place of holding, whether a regular meeting or special meeting, and if a special meeting, how authorized, the notice thereof given, the names of those present and the proceedings thereof. The book of minutes shall be kept at the principal office of STA or at such other place as the Board of Directors may determine. The Secretary shall give or cause to be given notice of all the meetings of the Board of Directors and the membership required to be given by law or these Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

## **5.6 Treasurer**

The Treasurer shall be the chief financial officer of STA and shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of STA, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of accounts shall at all times be open to inspection by any Director. The Treasurer shall be charged with safeguarding the assets of STA and shall sign financial documents on behalf of STA in accordance with the established policies of STA. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

## **ARTICLE VI: COMMITTEES**

### **6.1 Committees**

Generally. The Board of Directors may appoint an Executive Committee, a Nominating Committee, and other committees, either standing or ad hoc. Except for the Executive Committee, members of a committee need not be Directors.

### **6.2 Executive Committee**

An Executive Committee may be appointed by the Board of Directors. If appointed, the Committee shall include not less than four (4) Directors and shall include the President, Vice President, Secretary and Treasurer. The Executive Committee, during the intervals between meetings of the Board, may exercise powers and perform the duties of the Board, subject to such limitations as the Board may impose. The Executive Committee shall report its actions for approval at the next meeting of the Board. The President shall call upon the committee for advice and recommendation on matters of major importance.

### **6.3 Nominating Committee**

The Nominating Committee shall consist of at least three (3) individuals and shall be responsible for nominating qualified individuals for election or appointment to the Board of Directors.

### **6.4 Meetings**

Each committee shall meet as often as is necessary to perform its duties and accomplish its purposes, and a majority of the members of the committee shall constitute a quorum for any meetings of that committee.

## **ARTICLE VII: AMENDMENT OF THE BYLAWS**

These Bylaws may be amended by a vote of the Members. These Bylaws may also be amended by the Board of Directors, unless the amendment adversely affects the voting rights of the Members, in which event the approval of Members shall also be required.

## **ARTICLE VIII: DISSOLUTION OF STA**

In the event that STA shall be dissolved or wound up at any time, all of the remaining properties, monies, and assets of STA after provision has been made for its known debts and liabilities as provided by law, shall be distributed pro rata to those Members who are Members at the time of the dissolution.

## **ARTICLE IX: INDEMNIFICATION**

### **9.1 Right of Indemnification**

To the fullest extent permitted by law, STA shall indemnify its Directors, officers, employees and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, including an action by or in the right of the corporation by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this by-law, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

### **9.2 Approval of Indemnity**

Upon written request to the Board of Directors by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board of Directors shall authorize indemnification. If the Board of Directors cannot authorize indemnification because the number of Directors who are parties to the proceedings with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of the Members. At that meeting, the Members shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Members present at the meeting in person or by proxy shall authorize indemnification.

### **9.3 Advancement of Expenses**

To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnity under Sections 9.1 - 9.2 of these Bylaws in defending any proceeding covered by those Sections shall be advanced by STA, on receipt by STA of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by STA for those expenses, before final disposition of the proceeding.

### **9.4 Insurance**

STA shall have the power to purchase and maintain insurance to the maximum extent permitted by law on behalf of any person who is or was a Director, officer, employee, representative, or agent of the corporation against any liability asserted against

or incurred by such person in such capacity or arising out of such person's status as such, whether or not STA would have the power to indemnify such person against such liability under the provisions of this Article.

## **ARTICLE X: GENERAL PROVISIONS**

### **10.1 Fiscal Year**

The Fiscal Year of STA shall be as determined by the Board of Directors.

### **10.2 Compensation of Directors/Committee Members**

Directors and committee members may receive compensation or reimbursement for necessary travel and other expenses incurred in the conduct of the business of STA in accordance with and only to the extent provided in such policies as may be established by the Board of Directors.

### **10.3 Reports**

STA shall prepare all reports required by law, including an annual report to Members to the extent required by Section 8321 of the California Corporations Code or any successor statute.

### **10.4 Roberts Rules of Order**

Unless otherwise required by law or the provisions of these bylaws, meetings of the Board and meetings of the membership shall be conducted in accordance with Roberts Rules of Order.

## **CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of SCSI Trade Association, a California nonprofit mutual benefit corporation; and

That the foregoing Bylaws constitute the Bylaws of said corporation, as duly adopted by the Action By Sole Incorporator of this Corporation dated \_\_\_\_\_, 2020.

\_\_\_\_\_  
Secretary