

**Bylaws of RedwoodLUG, a LEGO® User Group and
California Registered Unincorporated Nonprofit Association
Version 1.1
Implemented January XX, 2022**

Article I. Name and Status

Section 1. Name

This organization shall be identified publicly and formally as "RedwoodLUG" or as "Redwood LEGO User Group." RedwoodLUG may be referred to herein as "RedwoodLUG," "Redwood LEGO User Group," the "club," the "association," the "group," the "LUG," or the "LEGO User Group."

Section 2. LUG Status

RedwoodLUG exists as an unrecognized LEGO User Group. LEGO is a registered trademark of the LEGO Group, which does not support, authorize, endorse, or recognize RedwoodLUG.

Section 3. Nonprofit Status

RedwoodLUG is registered with the State of California as an unincorporated nonprofit association as per CA Corp Codes § 18020 and § 18035 (Association Reg. No. 16768). Thus, the purpose of RedwoodLUG shall not include the pursuit of profit, nor shall RedwoodLUG earn any profit. Similarly, no members of RedwoodLUG shall earn liquid profit as a result of the activities of the association.

Section 4. Bylaws

This document, referred to hereafter as "bylaws," shall serve as the governing documents of RedwoodLUG pursuant to CA Corp Code § 18008, and the procedures and statements within shall serve as the governing principles of RedwoodLUG as per CA Corp Code § 18010.

Section 5. Principal Address

The principal physical address used for shipments to and communications of all kinds to and from RedwoodLUG shall be [REDACTED]

Section 6. Contact

Official communications to RedwoodLUG should be directed to the address specified in Article I, Section 5, or to the RedwoodLUG primary email address, which shall be redwoodLUG@gmail.com.

Article II. Purpose

Section 1. Mission

RedwoodLUG and its activities shall attempt to promote amongst its members the recognition of, appreciation for, and enjoyment of the LEGO brand building system, its use, and associated materials, entities, and intellectual properties. In doing so, RedwoodLUG shall provide entertainment as well as education to its members in such topics.

Furthermore, RedwoodLUG shall attempt to raise awareness of the LEGO brand and of LEGO building amongst members of the public, primarily through the display of LEGO models designed and constructed, either individually or collaboratively, by members of RedwoodLUG. As part of this mission, RedwoodLUG specifically shall attempt to foster recognition of creative LEGO building as a serious form of artistic expression.

Section 2. Specific Activities

Pursuant to the mission statement in Article II, Section 1, RedwoodLUG shall facilitate various activities during its meetings; these activities may include but shall not be limited to:

- A. Education and discussion pertaining to the history of the LEGO group and its products.
- B. Education and discussion pertaining to current and future events relevant to the LEGO hobby.
- C. Purchase, either online, by phone, or in person, of LEGO products from the LEGO group.
- D. Education in the use of alternate methods of acquiring LEGO products, parts, and associated items, especially, but not limited to, the website bricklink.com, as well purchase through such means.
- E. Education in the use of LEGO computer aided design (referred to hereafter as "CAD") programs including, but not limited to, LEGO Digital Designer, Studio, and MecaBricks.
- F. Discussion of individual LEGO projects of RedwoodLUG members, including but not limited to their collection, purchases, organization, maintenance, cleaning, storage, and display of LEGO parts, and particularly their original individual creations made with LEGO bricks or LEGO CAD software(s).
- G. Construction of LEGO building toys, individually or collaboratively.
- H. Organization of and participation in games or competitions related to the LEGO hobby.
- I. Planning, design, and physical or digital construction of collaborative RedwoodLUG LEGO builds using equipment and parts either owned by RedwoodLUG or lent by one or more of its members.
- J. Attendance of LEGO conventions, especially Bricks by the Bay, as exhibitors or registered attendees, as a group, with the aim of displaying models made collectively or by individual RedwoodLUG members, so as to gain recognition of those builders as well as the club amongst other LEGO fans and amongst the public as per Article II, Section 1.
- K. Participation in any other activity which directly or indirectly supports any of the aforementioned LEGO-related activities or the goals therein.

Section 3. Definition of CrystalBricks LEGO Club

CrystalBricks LEGO Club, also referred to herein as "CrystalBricks," is a now-defunct unregistered unincorporated nonprofit organization which existed between August 2016 and July 2019 and was founded at and as part of Crystal Springs Uplands School of Hillsborough, California.

Section 4. Activities Pertaining to CrystalBricks LEGO Club

RedwoodLUG shall be responsible for maintaining the legacy and public image of the CrystalBricks LEGO Club through the following methods, as seen fit by the President(s) and the CrystalBricks Secretary of RedwoodLUG:

- A. Official communication with Crystal Springs Uplands School regarding CrystalBricks LEGO Club, particularly pertaining to logistics surrounding item (B) of this section.
- B. Physical maintenance of the LEGO models produced by the CrystalBricks LEGO Club which are owned entirely or in part by Crystal Springs Uplands School, as well as of the infrastructure involved in the display of those models.
- C. The management and upkeep of LEGO models produced by the CrystalBricks LEGO Club which are owned entirely by a member or members of RedwoodLUG.
- D. Any communication with the public regarding all aspects of CrystalBricks LEGO Club, with the aim of engendering respect for and appreciation of CrystalBricks amongst the Crystal Springs Uplands School community and other members of the public.

Section 5. Nondiscrimination

RedwoodLUG and all of its members of any status shall at all times refrain from discriminating against any individual in any way for reasons pertaining to the race, religion, ethnicity, culture, philosophy, gender, sexual orientation, nationality, or veteran status of the individual, where discrimination is defined as any action by a member or the group as a whole which unfairly restricts opportunity for physical and mental wellbeing, education, entertainment, participation in an activity, or other material or immaterial gain for that individual.

Article III. Membership

Section 1. Definition of Membership

A member shall be defined herein as a person who fulfills the requirements pertaining to the status of membership dictated in these bylaws, pursuant to CA Corp Code § 18015.

Section 2. Advent of Membership Status

A person may become a member of RedwoodLUG only by one of the following methods:

- A. Invitation to join RedwoodLUG, in verbal, written, or other form, by the President(s) or another member authorized to do so by the President(s); and subsequent acceptance by the prospective member of the invitation.

- B. Completion of an application to be considered for membership as arranged by the President(s) of RedwoodLUG and possibly the General Secretary, where authorized by the President(s); decision by the President(s), possibly considering opinions of other members, to admit the prospective member; and decision by the prospective member to join.

Section 3. Subdivisions of Members

Members of RedwoodLUG may be given a certain status or title, or more than one of such designations, by the President(s) of RedwoodLUG either for the purpose of understanding the level of involvement of a member or for assigning different levels of power or authority to a member. The possible subdivisions of members shall be as follows:

- A. Active Member. An Active Member is designated as such by the President(s) based on whether the member is believed to have or to plan to have frequent and productive engagements with RedwoodLUG. There shall be no formal quantitative or qualitative guidelines for how the President(s) makes this determination.
- B. Passive Member. Any member who is not an Active Member shall be a Passive Member by default. When determining whether to designate a member as Active or Passive, the President(s) shall consider any statements made by the member in question as to their desire to be considered as a Passive or Active Member.
- C. Officer. An Officer shall be a member appointed by the President(s) to have a specific role in the leadership and/or operation of RedwoodLUG and its activities, pursuant to CA Corp Code § 18025. An Officer shall hold one or more of the specific roles listed in Article III, Section 7, and shall be held responsible for the completion of the corresponding duties. An Officer must also be an Active Member of RedwoodLUG.
- D. Restricted Member. For reasons explained in Article III, Section 5, a member may be restricted from participating in certain parts of or types of RedwoodLUG activities.

The status of a member may be established when they join RedwoodLUG and may be changed at any time by the President(s) for any reason.

Section 4. Roles of Members

Members of RedwoodLUG shall not be required to participate in a specific quantity or type of meeting, though the quantity and quality of their participation in meetings and/or projects may be considered by the President(s) when delineating status as an Active or Passive Member or appointing members to an Officer role.

Section 5. Member Code of Conduct

All members shall be expected to conduct themselves in such a way as to not interfere with the productivity, safety, or the amicable, collaborative, respectful atmosphere of the club. Furthermore, members shall be expected to follow all rules, regulations, and guidelines set forth in these bylaws to the best of their ability and knowledge.

By accepting an invitation to become a member or by being a member, such individuals agree to the Member Code of Conduct.

Section 6. Conduct Violations

Violations of the Member Code of Conduct described in Article III, Section 5 shall be judged on a case-by-case basis by the President(s) with possible advisement from other members or Officers, where authorized by the President(s).

Any member or members may bring a suspected violation to the attention of the President(s), but shall do so only in a private meeting with the President(s) and not with other members or Officers who did not originate the complaint.

The violating member may be dismissed from RedwoodLUG, in which case they shall cease to be a member, or else they may be restricted from certain specified activities or actions and thus be, temporarily or permanently, a Restricted Member as per Article III, Section 3.

The Founder may not be Restricted or dismissed for any reason.

Former members who have been dismissed may rejoin the club at a later time through the procedures outlines in Article III, Section 2, though their dismissal and its circumstances shall be expressly considered before invitation or admission.

Section 7. Revocation of Membership Status

A person may cease to be a member of RedwoodLUG under one of the following circumstances:

- A. Dismissal from RedwoodLUG, pursuant to Article III, Section 7.
- B. Request to terminate membership, made by the member in question to the President(s) through any written, verbal, or electronic means, and acknowledgement of receipt by the President(s).
- C. Death.

Section 8. Roles of Officers

An Officer of RedwoodLUG shall have one or more of the following roles and responsibilities:

- A. President or Co-Presidents. One or more Presidents may serve at any one time; in the event that multiple individuals are President, they shall be considered Co-Presidents; the inclusive notation "President(s)" used throughout these bylaws refers to the singular president, if there is only one, or to all Co-Presidents, if appropriate; in the event of multiple presidents, any verbiage in the singular in these bylaws should be taken as plural accordingly. Any Co-Presidents, while equal, may have different levels of power or responsibility as agreed upon by such Co-Presidents, and one or more Co-Presidents may hold "first-among-equals" or equivalent distinction. Matters of decision-making shall be decided by a vote or other mutually agreeable process in the event of multiple Presidents having been sworn in. The President(s) shall be in charge of all operations of RedwoodLUG, although some tasks and

responsibilities may be carried out by other Officers or members which the President(s) appoints to do so. The President(s) shall have all the roles and powers specified throughout the bylaws of RedwoodLUG. Furthermore, the President(s) shall be, by default, in charge of all possible tasks and decision-making within the scope of RedwoodLUG, even where not specified in the bylaws, unless the President(s) expressly assigns another member to fulfill the particular responsibility. Furthermore, the President(s) shall have the power to amend the bylaws, pursuant to Article V, in any way and to implement those changes, except where expressly prohibited in the bylaws. The President(s) may step down from that role but, in the event of a singular President, shall appoint a successor before doing so.

- B. Founder. The Founder, who is Patrick Nieman, is the sole establisher of RedwoodLUG, and shall always be an Active Member of RedwoodLUG until the event of his death. The Founder shall be the only person capable of dissolving RedwoodLUG while he remains alive, as per Article VI.
- C. Treasurer. The Treasurer shall be responsible for managing and documenting all finances of RedwoodLUG, liquid and otherwise, in addition to documenting all items and finances loaned to RedwoodLUG by its members or others. Furthermore, the Treasurer shall be responsible for collecting, managing, and documenting any membership fees charged to members by the club as per Article III, Section 9.
- D. General Secretary. The General Secretary shall be in charge of official communications on behalf of the club to other organizations or governing bodies including but not limited to the State of California, the U.S. Government, and the LEGO Group. The General Secretary specifically ensures compliance with laws and regulations, shall be responsible for the submission of legal documents on behalf of RedwoodLUG, and shall for communications and applications regarding recognition of RedwoodLUG as an RLUG (Recognized LEGO User Group) by the LEGO Group. Additionally, the General Secretary shall collaborate with the President(s) to ensure clarity and accuracy of the bylaws of RedwoodLUG. The General Secretary shall also keep a roster of all current and former members of RedwoodLUG as well as any information about them requested by the President(s).
- E. Communications Officer. The Communications Officer shall be responsible for communications on behalf of the club to its members, and shall be specifically responsible for ensuring that members are informed of meetings and other events (pursuant to Article IV), the plans or agendas or suggested preparations for such meetings or events, and any further logistical matters in a timely fashion, and all changes to the leadership (Officer positions) within three (3) days of the change, and changes to the bylaws, as per Article V, Section 3.
- F. CrystalBricks Secretary. The CrystalBricks Secretary shall be responsible for supervising and ensuring that the activities described in Article II, Section 4 are completed as needed.

All Officer roles shall always be filled, though one person may have multiple roles simultaneously.

All Officers, within 24 hours of the gaining such a designation, must read the current bylaws. In the event of the implementation of any changes to the bylaws, all officers must read the new bylaws within 24 hours of implementation.

The President(s) shall supervise all other Officer roles and assess whether the assigned member is satisfactorily completing their responsibilities at least once every six (6) months. Should the President(s) find that any Officer role is not being satisfactorily fulfilled by the assigned member, the President(s) shall take immediate action as they see fit to rectify the situation.

The Treasurer, General Secretary, Communications Officer, and CrystalBricks Secretary shall be considered to have equal power to each other but lesser power than the President(s) in matters of decision-making and hierarchy.

The Founder shall have no power to make or advise leadership decisions, except where he also fulfills one or more other Officer roles.

Section 9. Dues

RedwoodLUG reserves the right to create a system whereby members, or certain members, shall pay a certain amount of money as a single or recurring transaction to become or remain part of RedwoodLUG, or to be allowed certain special privileges or receive certain special benefits within the club. The President(s) has the right to determine and implement such a system; however, the President(s) shall consult with all Officers before doing so.

RedwoodLUG also reserves the right to implement a system or event whereby money is collected from a member or members in exchange for merchandise or services related to the LEGO hobby and the club activities pursuant to Article II, Sections 2 and 4.

Any money collected by RedwoodLUG as an organization shall be used exclusively to further the mission or support the activities of the LUG. Such use shall be governed by Article I, Section 3.

Article IV. Meetings

Section 1. Regular Meetings

RedwoodLUG does not hold meetings on a regular basis, but may choose to schedule a meeting at any time, by mutual agreement among members, or by directive of the President(s).

Though meetings may be held at any location, the default location shall be the Principal Address as per Article I, Section 5. Meetings shall always have an agenda or a general purpose as well as a planned duration and specific starting time and location, all of which shall be communicated to all members at least ten (10) days in advance by the Communications Officer. Meetings should be scheduled such that as many members are available to attend as is reasonably possible.

Determination of availability and optimal timing shall be performed by the Communications Officer.

All members shall be invited to attend all meetings except for Restricted Members where appropriate, Passive Members in certain cases, or in the case of a Leadership Meeting as per Article IV Section 2. Meetings may involve any activities described in Article II, Sections 2 and 4.

Section 2. Leadership Meetings

RedwoodLUG may hold meetings to which only Officers are invited. In such a case, all Officers shall be invited; scheduling and communication shall be conducted by the Communications Officer in the same way as for regular meetings.

Leadership meetings may only be scheduled due to directive from the President(s).

Leadership meetings may or may not be scheduled with the purpose of making decisions or plans or changes to RedwoodLUG operation; if not, the meeting shall pertain to Article II, Sections 2 and 4.

Article V. Amendments

Section 1. Proposition and Contents of Amendments

Amendments to the RedwoodLUG bylaws may only be made at the discretion of the President(s). Though the General Secretary may assist in revisions and Officers (as well as possibly other members, where permitted by the President(s)) may discuss or propose changes, the President(s) has final and singular authority to dictate the exact changes, if any, which are to be made, except where prohibited by the bylaws.

The President(s) may make changes to all aspects of the bylaws, except where expressly prohibited therein. In the event that the President(s) is expressly prohibited from altering a certain part of the bylaws, any such alterations shall be made only in the event of a unanimous favorable vote from all Officers, including the President(s). Once such a change is first proposed or considered, the President(s) may not make changes to Officer appointments until either the vote is conducted or the decision is made to end consideration of the change.

None of the powers or statuses granted by the bylaws to the Founder may be revoked or altered by any means in future amendments without the express written consent of the Founder.

Section 2. Implementation of Amendments

Any amendments, where properly created and authorized as per Article V, Section 1, shall be implemented at the discretion of the President(s), except where the amendment required

unanimous consent of all Officers, in which case the amendment shall be implemented within 24 hours of the obtention of consent. Any amendments must be reflected in a new version of the bylaws which includes all changes and is marked with the version number and date of implementation.

Section 3. Notification of Amendment

Once an amendment is implemented, all members shall be notified of the change and sent a copy of the new version of the bylaws via email or other means of communication within 36 hours of implementation.

Article VI. Dissolution

The Redwood LEGO User Group may only be dissolved by order from the Founder, or, in the event of his death, unanimous vote of all Officers. A move to dissolve made by the Founder may be vetoed by the President(s). Unless such a vote occurs within 30 days of the death of the Founder, there may be no changes to the leadership of the club in the 90 days prior to the vote.