

**Bylaws of the
Video Electronics Standards Association**

As Amended: November 9, 2004

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ARTICLE I

Name, Office, Purposes, Restrictions

1.01 Name

The name of this organization is Video Electronics Standards Association (VESA). VESA is a California Nonprofit, mutual benefit corporation.

1.02 Geographical Area

The area to be covered by this organization is any part of the world where video electronics standards would affect design and production of any related products.

1.03 Principal Office

The principal office for the transaction of the activities and affairs of VESA is located at 860 Hillview Ct. Suite 150, Milpitas, in Santa Clara County, California. The Board of Directors (Board) may change the location of the principal office at any time. Any such change of location must be noted by the Secretary-Treasurer on these Bylaws opposite this Section 1.03; alternatively, this Section 1.03 may be amended to state the new location. The Board may at any time establish branch or subordinate offices at any place or places where VESA is qualified to conduct its activities.

1.04 Purposes

The purpose of VESA is to set and support industry-wide video graphics and related standards for the benefit of end users.

1.05 Restrictions

All policies and activities of VESA shall be consistent with:

- a) Applicable federal, state and local antitrust, trade regulation or other legal requirements;
- b) Applicable tax-exemption requirements.
- c) Applicable laws in countries where VESA operates.

ARTICLE II

Membership

2.01 Classes

VESA shall have two classes of members: regular members and associate members.

2.02 Regular Members

Regular members shall be limited to persons or companies who (a) produce products that are directly affected by the implementation of VESA standards, and (b) are elected as regular members by the Board. Regular members shall have the right to vote with respect to matters as set forth in these Bylaws and as provided for in the California Nonprofit Mutual Benefit Corporation Law. Each regular member shall have one vote with respect to each matter presented for a vote by all regular members.

2.03 Associate Members

Associate members shall be limited to those persons who have an interest in VESA's activities but are not necessarily directly involved in producing products which will be affected by the implementation of VESA standards. Associate members are not entitled to vote and are not eligible to participate in technical committees except by special invitation of the Board.

2.04 Applications for Membership

All applications for membership in VESA shall be made in writing to the Board and accompanied by applicable dues. The Board shall, in all instances, determine eligibility for membership and membership classification. The VESA Bylaws shall be made available to each member for inspection at VESA's principal office upon approval of such member's application by the Board.

2.05 Resignation

Any member may resign at any time by filing a written notice of resignation with the Executive Director of VESA. The resignation shall not relieve the resigning member of any obligation to pay dues or other charges accrued or unpaid as of resignation.

2.06 Nonpayment of Dues

The Board may terminate any member who fails to pay dues for a period of ninety (90) days from the time dues become payable, provided such member has been given thirty (30) days prior written notice of termination stating the reasons therefor. The notice may be served on the member personally or by first-class mail addressed to the last address of the member shown on VESA records. The member shall have an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of termination. The Board shall determine whether the termination should occur, and the Board's determination shall be final. Any action by the member challenging a termination under this Section 2.06, including, but not limited to, a claim alleging defective notice, must be commenced within one (1) year after the date of such termination.

2.07 Discipline

A member may be disciplined, including by public reprimand, suspension or termination for cause by a two-thirds vote by the Board. Cause shall include a failure, in serious degree, to observe VESA's rules of conduct as prescribed by the Board in these Bylaws or otherwise. The discipline shall occur only after the member has been given a fifteen (15) day prior written notice of the proposed discipline and the reasons therefor. The notice may be served on the member personally or by first-class mail addressed to the last address of the member shown on VESA records. The member shall have an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the discipline by the Board or its designee(s). The Board shall determine whether cause exists and the appropriate discipline, if any, and the Board's determination shall be final. Any action by the member challenging the discipline imposed under this Section 2.07, including, but not limited to, a claim alleging defective notice, must be commenced within one (1) year after the date of such imposition of discipline.

2.08 Member Obligation to Follow VESA Rules

Each member of VESA agrees to be bound by these Bylaws and by all amendments hereto, and by the lawful actions of the Board or voting members of VESA.

2.09 Membership Liability

No member of VESA shall be personally or otherwise liable for any of the debts or obligations of VESA.

ARTICLE III Dues

3.01 Dues

Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. The Board may, in its discretion, set

different dues, fees, and assessments for each membership class. Such dues, fees and assessments shall be equal in amount for all associate members; provided, however, that the Board may, in its discretion, determine dues, fees and assessments for regular members according to a formula applied uniformly to all regular members, even if such application results in such members of the same class paying different dues, fees and assessments. The Board, in its discretion, shall determine said formula, but its application of same for purposes of calculating regular membership dues, fees and assessments, shall under no circumstances be intended, construed or deemed to create (i) different, multiple membership classes or series within the regular membership class as a whole, or (ii) any VESA membership class or classes different from and in addition to the regular and associate membership classes. Members who have paid the required dues, fees, and assessments in accordance with these Bylaws, and who are not otherwise suspended, disciplined or terminated, shall be members in good standing.

3.02 Refunds

No dues, fees, or assessments paid by any member will be refunded.

ARTICLE IV Specifications

4.01 Specification Proposal Review and Approval Process

The Board shall determine a Specification Review Process(es). The Board shall, in its discretion, determine whether associate members are eligible to vote on a particular proposed specification or standard.

4.02 Compliance

Compliance with all specifications approved and adopted by VESA shall be voluntary; no effort shall be made to enforce such specifications. The foregoing notwithstanding, the Board may approve compliance testing procedures, and the use of associated VESA trademark(s) may be restricted to products that have passed those tests.

ARTICLE V Board of Directors

5.01 Authority

Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and other applicable laws, and subject to any limitations of the articles of incorporation (if any) or these Bylaws regarding actions that require approval of the members, VESA's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. The Board shall establish all policies and procedures for the governance of the organization as consistent with its articles of incorporation (if any) and these Bylaws.

5.02 Composition

The Board shall have not less than five (5) and no more than nine (9) directors. The exact number of directors shall be fixed or changed from time to time, within those limits, by a resolution adopted by a three-fourths vote of the Board.

5.03 Qualifications

Directors serving on the Board shall be limited to individual employees of regular members of VESA in good standing. In the event that a director is not employed by a regular member for a period of sixty (60)

days, the director shall no longer be eligible to serve as director and the Board shall declare the position vacant. Each director serving on the Board shall be employed by a different regular member.

5.04 Term

Each director shall be elected for a term not to exceed two (2) years, according to the policies established by the Board. No director shall serve more than three (3) consecutive two-year terms as a director, but shall be eligible for election again after being off the Board for at least one (1) year. Notwithstanding the foregoing, the general term limitation(s) of this Section 5.04 shall not apply with respect to a director's service of any portion of a term that is vacated by another director prior to its (the term's) expiration.

5.05 Vacancies

A vacancy or vacancies on the Board shall occur in the event of (a) the death or resignation of any director, (b) the declaration by Board resolution of a vacancy in the office of a director who has been conviction of a felony or declared of unsound mind by a court order, (c) the vote by the regular members to remove any director, (d) an increase in the authorized number of directors, or (e) a failure of the regular members, at any meeting at which any director or directors are to be elected, to elect the number of directors required to be elected at that meeting. In addition, a director may be removed for failure to attend two (2) consecutive meetings of the Board during his/her current term of office without reasonable cause and prior notice of his/her absence to the Board. Moreover, the Board, by a majority vote of the directors meeting all qualifications to be a director under these Bylaws, may declare vacant the office of any director who fails or ceases to meet any required qualification hereunder that was in effect at the beginning of that director's current term of office.

5.06 Filling Vacancies

Except for a vacancy created by the vote of the regular members to remove a director, the Board, pursuant to Section 7224(a) of the California Nonprofit Mutual Benefit Corporation Law, shall fill any vacancy on the Board in accordance with the policies established by the Board for filling vacancies generally. If the number of directors then in office is less than a quorum, the Board shall fill any vacancy it is entitled to fill by (a) the unanimous written consent of the directors then in office, (b) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with the California Nonprofit Mutual Benefit Corporation Law, or (c) the affirmative vote of a sole, remaining director. Conversely, all vacancies created by the vote of the regular members to remove a director or directors may be filled only by approval of such members. Notwithstanding the foregoing, the regular members may elect a director to fill any vacancy not filled by the directors pursuant to this Section 5.06.

5.07 Meetings

Meetings of the Board shall be held at any place within or outside of California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of VESA.

Special meetings of the Board may be called by the Chair of the Board or the Vice-Chair of the Board, or by the Secretary-Treasurer, or by any two (2) directors. Notice of the time and place of special meetings shall be given to each director by (a) personal delivery of written notice, (b) first-class mail, postage prepaid, (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director, (d) facsimile, (e) electronic mail, or (f) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on VESA's records. Notices sent by first-class mail shall be deposited in the United States mails at least four (4) business days before the time set for the meeting. Notices given by personal delivery, telephone or electronic mail shall be delivered, telephoned, or sent, respectively, at least twenty-four (24) hours before the time set for the meeting. The notice shall state the

time and place of the special meeting, if the place is other than VESA's principal office. The notice need not specify the purpose of the special meeting.

Regular Board meetings may be held without notice if the time and place of the meetings has been agreed upon by the Board.

A majority of the directors present at any meeting, whether or not a quorum is present, may adjourn such meeting to another time and place.

Any action that the Board is required or permitted to take may be taken without a meeting if all directors consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved Board action. All such consents shall be filed with the minutes of the proceedings of the Board.

5.08 Conference Call

Members of the Board may participate in any Board meeting through use of conference telephone or other communications equipment. Such participation shall constitute presence in person at the subject meeting if (a) all directors participating in such meeting can communicate with one another, and (b) each participating director's identity is sufficiently verified.

5.09 Quorum

A majority of the authorized number of directors shall constitute a quorum for the transaction of any business of the Board except adjournment. The authorized number of directors shall be that exact number of directors as is fixed within the limits and range stated in Section 5.02 above by resolution approved by three-fourths of the Board. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, the provisions of same on (a) approval of contracts or transactions between VESA and one or more directors or between VESA and any entity in which a director has a material financial interest, (b) creation of and appointments to committees of the Board, and (c) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

5.10 Executive Director

The Board may appoint an Executive Director who shall serve at the pleasure of the Board. The Executive Director shall perform such duties as are assigned by the Board and shall receive such compensation as the Board shall determine.

ARTICLE VI

Executive Committee

6.01 Composition

There shall be an Executive Committee of the Board consisting of the three elected officers set forth in Section 7.01 below; provided, however, that the Executive Committee must consist of at least two (2) directors of VESA at all times pursuant to Section 7212 of the California Nonprofit Mutual Benefit Corporation Law. The immediate past Chair of the Board and the Executive Director shall serve in an ex-officio, non-voting capacity. The Chair of the Board shall chair the Executive Committee.

6.02 Authority

The Executive Committee may act for the Board pursuant to delegation of authority to the Executive Committee by the Board, except with respect to those matters or actions set forth in paragraphs (1) through (8) of subdivision (a) of Section 7212 of the California Nonprofit Mutual Benefit Corporation Law. Members may obtain a copy of such statutory paragraphs upon requesting same from VESA.

6.03 Procedure

Meetings and actions of the Executive Committee shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board actions, except that the time for general meetings of such Executive Committee may be set either by Board resolution or, if none, by resolution of the Executive Committee. Minutes of each Executive Committee meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of the Executive Committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the Executive Committee may do so.

ARTICLE VII

Officers

7.01 Officers

The officers of VESA are Chair of the Board, Vice-Chair of the Board, and Secretary-Treasurer, each of whom shall be elected by the Board to serve at the pleasure of the Board, until their successors have been duly elected, qualified and assume office.

7.02 Qualifications

Any director on the Board shall be eligible for nomination and election as an officer.

7.03 Term

Each elected officer shall serve a term of one (1) year or until his or her successor assumes office. Each elected officer shall serve concurrently on the Board. No elected officer shall serve more than three (3) consecutive terms of one (1) year in office, but shall be eligible for re-election again after at least a one year hiatus from office.

7.04 Duties

The duties of the Chair, Vice-Chair and Secretary-Treasurer shall be such as their titles by general usage indicate, or as may be specified by the Board from time to time, and as may be required by law. Without limiting the foregoing powers of the officers, the following duties are conferred upon the officers.

7.05 Chair

The Chair shall preside at all meetings of VESA members and of the Board. The Chair shall be a director, a member of the Executive Committee of the Board, and an ex-officio member of any other committee of the Board, if not appointed as a member, except the Nominating Committee.

7.06 Vice-Chair

The Vice-Chair shall preside and act as Chair in the event of the absence or disability of the Chair and assist the Chair when requested to do so. In addition, the Vice-Chair shall serve as a director and a member of the Executive Committee.

7.07 Secretary-Treasurer

The Secretary-Treasurer shall cause to be kept all minutes of meetings of VESA members and of the Board and shall provide notice of all meetings in accordance with the provisions of these Bylaws or the direction of the Board. Further, the Secretary-Treasurer shall (a) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of VESA with such depositories as the Board may designate, (b) disburse VESA funds as the Board may order, (c) render to the officers and the Board, when requested, an account of all transactions and of the financial condition of VESA, and (d) have such other powers and perform such other duties as the Board or these Bylaws may require.

7.08 Removal and Vacancy

The Board may remove any officer with or without cause. If a vacancy occurs in any office or position because of death, resignation, removal, disqualification, or any other cause, the Board may fill the vacancy for the un-expired term of the office.

ARTICLE VIII Membership Meetings

8.01 Annual Meeting

An annual meeting of members shall be held at a time and place designated by the Board.

8.02 Special Meeting

The Board may call a special meeting of members at any time. In the alternative, upon written request of twenty percent (20%) of the regular members, the Chair shall call a special meeting no later than thirty-five (35) days of the filing of the request with the Secretary-Treasurer. The notice of a special meeting shall state the business to be transacted at the meeting and no other business may be conducted at the meeting.

8.03 Notice

Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who 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. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of VESA or at the address given by the member to VESA for purposes of notice. If no address appears on VESA's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to that member by first-class mail or facsimile or other written communication to VESA's principal office or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office of VESA is located. An affidavit of giving any notice in accordance with the

California Nonprofit Mutual Benefit Corporation Law, executed by the Secretary-Treasurer or any VESA transfer agent, shall be prima facie evidence of the giving of the notice. If any notice addressed to a member at the address of the member appearing on the books of VESA is returned to VESA and marked undeliverable, all future notices to such member shall be deemed to have been duly given without further mailing if the same shall be available for the member at the principal office of VESA for a period of one (1) year from the date of the giving of the notice to all other members. The notice must specify the place, date, and hour of the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the members, and, in accordance with Section 7512(b) of the California Nonprofit Mutual Benefit Corporation Law, no other matters which are not stated in such notice may be considered for action by the members at the annual meeting. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

8.04 Voting and Proxies

Twenty percent (20%) of the outstanding voting power of VESA shall constitute a quorum for the transaction of business at any meeting of members. Where a quorum is present, the members present and entitled to vote may vote only on matters as to which notice of their general nature was given. Except as otherwise required by law or these Bylaws, 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 enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum. Voting may be by voice or by ballot, except that any election of directors must be by ballot if demanded before the voting begins by any member entitled to vote at the meeting. Each member entitled to vote may cast one vote on each matter submitted to a vote of the members. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Mutual Benefit Corporation Law. Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the member and filed with the Secretary-Treasurer. A proxy shall be deemed signed if the member's name is placed on the proxy by the member or the member's attorney-in-fact, whether by manual signature, typewriting, facsimile transmission, or otherwise. All proxy voting shall be in accordance with the California Nonprofit Mutual Benefit Corporation Law.

8.05 Written Ballot

Any action that may be taken at any meeting of members, including, but not limited to, electing directors, may be taken without a meeting by Written Ballot in accordance with the California Nonprofit Mutual Benefit Corporation Law. A Written Ballot must (a) set forth the proposed action(s) to be taken, (b) provide an opportunity to specify approval or disapproval of any proposal, and (c) include a statement that the Written Ballot will be voted in accordance with the choices indicated by the submitting member. In addition, all solicitations for Written Ballots must indicate, either through the form of the Written Ballot itself or an accompanying document: (a) the number of responses needed to meet the quorum requirement in the particular situation; (b) the percentage of approvals necessary for passage of the measure(es) for the Written Ballot other than for the election of directors; and (c) the time by which the Written Ballot must be received in order to be counted. Approval by Written Ballot shall be valid only when (a) the number of votes cast by Written Ballot within the time period specified equals or exceeds the quorum otherwise required to be present at a meeting authorizing the action(s) proposed, and (b) the number of approvals equals or exceeds the number of votes that would otherwise 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 Written Ballot.

ARTICLE IX

Other Committees of the Board

9.01 Committees of the Board (Generally)

The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees of the Board (in addition to the Executive Committee), each consisting of two (2) or more directors, to serve at the pleasure of the Board. Appointments to such committees shall be by a majority vote of the directors then in office. The Board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except with respect to those matters or actions set forth in paragraphs (1) through (8) of subdivision (a) of Section 7212 of the California Nonprofit Mutual Benefit Corporation Law. The Board shall adopt and deliver to each committee a written mission statement summarizing the Board resolution and setting forth with reasonable specificity the purpose and authority of the committee.

9.02 Nominating Committee & Director Nomination Procedure

The Executive Director, with the approval of the Board by resolution, shall appoint a Nominating Committee which will consist of three regular member representatives, two (2) of which must also serve as VESA directors and one of which shall be neither an officer nor a director of VESA.

At such time as the Board determines, the Nominating Committee shall circulate a written notice to its regular members which (a) solicits director nominations from the regular membership at large, and (b) clearly states the date for the close of nominations prior to the printing and distributing of the Written Ballot for the election of directors. Prior to the date for the close of nominations, the Nominating Committee shall ensure that enough individuals have been nominated by the regular members such that there is at least one (1) qualified candidate nominated for each director seat up for election.

After receipt of all the regular members' director nominations, but no later than April 1st of each year, the Secretary-Treasurer shall circulate a Written Ballot for the election of directors to all regular members which shall (a) list and describe all director nominees up for election, and (b) conform in all respects to the requirements of the California Nonprofit Mutual Benefit Corporation Law, and Section 8.05 and Article X of these Bylaws.

ARTICLE X

Election of Directors

10.01 Election By Written Ballot

Unless an annual or special member meeting for the election of directors is called or scheduled in a manner consistent with these Bylaws and the California Nonprofit Mutual Benefit Corporation Law, directors shall be elected by Written Ballot without a meeting. With respect to each election of directors by Written Ballot, and prior to the deadline by which Written Ballots must be submitted in order to be counted, the Board, acting through the Nominating Committee, shall formulate procedures that allow (a) a reasonable opportunity for each director nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, (b) a reasonable opportunity for the nominee to solicit votes, and (c) a reasonable opportunity for all members to choose among the nominees.

10.02 Election Results

If upon the expiration of the time period specified for the return of Written Ballots the Board, as of such time, has obtained Written Ballots from enough regular members to constitute a quorum for the transaction of member business, the Board shall promptly tabulate all Written Ballots received for the

determination of electing directors. The results of the election of directors shall be announced to the membership no later than May 15th of each year. In the event that Written Ballots sufficient to constitute a member quorum are not received by the time specified for receipt of same, the Board may, in its discretion, extend such specified time by circulating a written notice of such extension to all regular members. In such case, the Board in its discretion may also reasonably extend the deadline by which it is required to announce the results of the election of directors hereunder.

ARTICLE XI

Finances

11.01 Fiscal Year

The fiscal year of VESA shall begin on January 1st and end on December 31st of each year.

11.02 Budget

The Board shall adopt an income and expense budget covering all activities for the next fiscal year. The budget shall be available to any member.

11.03 Audit and Annual Report

The Board shall cause an audit of the accounts of VESA to be made annually by a certified public accountant. If VESA receives \$10,000 or more in gross revenues or receipts during a given fiscal year, the Board, or any designated committee thereof, shall prepare an annual report no later than 120 days after the close of such fiscal year. In addition, such annual report shall be promptly provided to any member upon request, and shall contain in appropriate detail those items, information and statements set forth in paragraphs (1) through (3) of subdivision (a) of Section 8321 of the California Nonprofit Mutual Benefit Corporation Law.

11.04 Dissolution

Upon dissolution of VESA, the assets shall be distributed to an education or charitable organization as shall be designated by the Board.

ARTICLE XII

Indemnification and Insurance

12.01 Indemnification

To the fullest extent permitted by law, VESA shall defend, indemnify and hold harmless any and all agents described in Section 7237(a) of the California Nonprofit Mutual Benefit Corporation Law against all claims to which they may be subjected by reason any alleged or actual action or inaction in the performance of their duties performed in good faith on behalf of VESA. The process by which any subject agent seeks such indemnification from VESA, and the process by which VESA so provides any such indemnification, shall be governed under Section 7237 of the California Nonprofit Mutual Benefit Corporation Law.

12.02 Insurance

VESA shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its agents against any liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such.

ARTICLE XIII

Amendment of Bylaws

13.01 Proposed Amendments

The Board may, on its own initiative or upon petition of ten regular members, propose amendments to the Bylaws. The Board shall present all proposed amendments to the membership with or without recommendation(s).

13.02 Adoption and Distribution

In order to become effective, a proposed amendment to these Bylaws must be approved by a majority of the members' votes represented and entitled to vote on such amendment, whether in person at an annual or special meeting of the members, by proxy or by written ballot. After each amendment to the Bylaws, each member shall be notified and the amended Bylaws shall be made available to all members.

ARTICLE XIV

Procedures

14.01 Robert's Rules of Order

To the extent not inconsistent with these Bylaws and the provisions of the California Nonprofit Mutual Benefit Corporation Law, Robert's Rules of Order, Newly Revised (published by Addison Wesley), shall control all of VESA's Board, annual and special member meeting proceedings.

14.02 Interpretation

Unless the context requires otherwise, these Bylaws are subject to the California Nonprofit Mutual Benefit Corporation Law. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.