

BYLAWS of the Southern California Council of Camera Clubs

Article I. Name

The name of the corporation is the Southern California Council of Camera Clubs (referred to hereafter as "S4C" or "Corporation").

Article II. Effective Date

These bylaws ("Bylaws") are effective as of 8 APRIL, 2017 ("Effective Date") and replace the original bylaws of S4C dated UNDATED ("Original Bylaws"). The Bylaws have been adopted in accordance with Article XV Section 1 of the Original Bylaws.

Article III. Intent

Section 3.01 Incorporation

S4C is organized and operated exclusively for charitable purposes and:

- A. Shall operate exclusively for educational, and charitable purposes within the meaning of Section 501(c)3 of the Internal Revenue Code of 1986.
- B. Shall comply with the laws of the State of California.
- C. Shall not be involved in any activity or activities contrary to the furtherance of its nonprofit status. Contrary activities shall include, but not be limited to:
 - (a) The promotion of propaganda;
 - (b) Influencing or attempting to influence any legislation at any governmental level (Federal, State, or Local);
 - (c) The distribution of any political publication or candidate statement;
 - (d) Involvement in any political campaign on behalf of any candidate for any public office.
- D. Notwithstanding any other provision of these Bylaws, shall not be involved in any activity that is not in furtherance of the purpose for which it is organized, nor any other activity not permitted by a corporation exempt from federal income tax under Section 501(c)3 of the Internal Revenue Code of 1986.
- E. Shall not be organized or operated for the benefit of any private interest or individual, and no part of S4C's earnings shall inure to the benefit of any member(s). The properties and assets of S4C are irrevocable and are dedicated to the purposes stated in Article IV. No part of the net earnings, properties or assets of S4C, upon dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Member or Director of S4C.
- F. Upon dissolution or liquidation, S4C shall distribute and pay over all assets, property and obligations to the Photographic Society of

America ("PSA"), provided that PSA continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501 (c) (3). In the event that PSA is no longer in existence at that time, or is not dedicated to the exempt purposes as specified above, all the remaining assets of S4C shall be distributed to the State of California.

Article IV. Purposes

Section 4.01 Statement of Purpose

The purpose of S4C is to provide for the education, enjoyment, mastery and furtherance of photography through cooperation, effort and good fellowship by promoting and coordinating activities among photographic clubs consistent with the purposes of councils of PSA. Such activities may include, but not be limited to:

- Conducting competitions and exhibitions (as such term is used by PSA);
- Establishing a system of honors to recognize volunteer activities in support of S4C and of photographic clubs; and contributions to the photographic arts;
- Promoting understanding of photography.

Article V. Offices

Section 5.01 Principal Office

The principal office of S4C for the transaction of business is located in California. The Board of Directors of S4C ("Board" or "Board of Directors") as defined in Article VII may at any time establish branch offices at any place where S4C is qualified to do business.

Section 5.02 Change of Address

The Board may change the principal office from one location to another, and such changes of address shall not be deemed an amendment of these Bylaws.

Article VI. Members

Section 6.01 Determination of Members

S4C shall make no provisions for voting members, however, pursuant to Section 5310 (b) (1) of the Nonprofit Public Benefit Corporation Law of the State California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of S4C, require approval by a majority of all members or approval by members, shall only require the approval of the Board of Directors. Furthermore, all rights, which would otherwise vest in the members under law, the Articles of Incorporation or the Bylaws of S4C, shall vest in the Directors of S4C. S4C may from time to time use the term "members" to refer to persons associated with it, but such persons shall not be members within the meaning of Section 5056 of the

California Corporations Code.

Section 6.02 Non-Voting Memberships

There shall be one class of members termed S4C Member Clubs. S4C Member Clubs shall be photographic clubs that are themselves members of PSA and that are located within the general Southern California geographic area in the United States of America. S4C Member Clubs are not "members" as that term is defined in Section 5056 of the California Nonprofit Corporations Code. S4C Member Clubs have no voting privileges.

The Board of Directors may establish other classes of non-voting memberships from time to time through amendments to these Bylaws pursuant to Article X.

Section 6.03 Admission to Membership

Any club that is eligible for membership as defined in Section 6.02 may be admitted as an S4C Member Club upon submission of an application form to be provided by the Secretary of S4C and determination by the Secretary of that club's membership in PSA.

Section 6.04 Dues

Dues for membership in S4C, if any, shall be established by the Board of Directors from time to time.

Section 6.05 Termination of Membership

Any S4C Member Club may resign from S4C upon written notice to S4C. Following due notice, the S4C Member Club's membership in S4C shall be terminated by the Board upon non-payment of dues by the S4C Member Club or upon determination by the Secretary of S4C that the S4C Member Club is no longer a member in good standing of PSA. An S4C Member Club's membership in S4C may also be terminated by the Board following investigation by a committee appointed by the Board for the purpose that the S4C Member Club has consistently and willfully not been observing rules duly established by S4C.

Section 6.06 Property Rights, Non-Liability, Nontransferability

No S4C Member Club shall have any right or interest in any of the property or assets of S4C. No S4C Member Club shall be liable for the debts, liabilities, or obligations of S4C. No S4C Member Club may transfer for value or otherwise a membership or any right arising therefrom; and all rights of any S4C Member Club shall cease upon the S4C Member Club's dissolution or otherwise becoming inactive.

Section 6.07 Meetings of Members

The S4C Board of Directors may provide for holding meetings of the S4C Member Clubs whenever it may be considered necessary or desirable by the Board of Directors.

Section 6.08 Privileges of Members

S4C Member Clubs shall have those privileges in S4C as are approved by the S4C Board of Directors from time to time. Such privileges may include, but not be limited to, participation in S4C sponsored photographic competitions by the individual members of S4C Member Clubs or by the S4C Member Clubs themselves.

Section 6.09 Initial S4C Member Clubs

S4C members in good standing under the Original Bylaws as of the Effective Date of these Bylaws shall automatically become S4C Member Clubs of S4C as provided by these Bylaws.

Article VII. Directors

Section 7.01 Powers

Subject to the limitation of the Articles of Incorporation, of these Bylaws, and of the Nonprofit Public Benefit Corporation Law of the State of California and subject to the duties of Directors as prescribed by these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of S4C shall be controlled by, the Board of Directors ("Board"). So long as the Board of Directors shall be the sole class of voting members of S4C, any action which requires approval of the members or approval of a majority of the members pursuant to the Nonprofit Public Benefit Corporation Law of the State of California shall require only the approval of the Board. Without limiting the foregoing, the Board shall have the power to levy dues and assessments, to select and remove all officers, agents, employees and contractors, and to fix reasonable compensation therefor, to authorize and empower officers or agents to enter into contracts and other commitments on behalf of S4C, and to appoint and delegate responsibilities and authority to committees, officers and agents. The Board may accept donations of real property; it may also decline to accept such property as it may deem inappropriate or potentially burdensome.

Section 7.02 Title and Management of Property

All of the property funds, and assets received or acquired by the S4C shall be taken, held, managed and expended in such a manner, as directed by the Board. Title to all property, funds, and assets of the S4C shall at all times be and remain vested in said Board of Directors and their successors in office jointly.

Section 7.03 Composition and Number

The Board shall be drawn from persons who are members of Member Clubs. The number of Directors of S4C shall be not less than seven (7) nor more than twenty (20) until changed by a duly adopted amendment to this Bylaw section. All Directors must remain in good standing of a Member Club during their term of office. No more than one third of the total current number of directors shall be drawn from one Member Club.

Section 7.04 Appointment of Directors

Candidates for appointment to the Board of Directors shall be selected by a Nominating Committee consisting of the President, and two or more members of the Board. The Nominating Committee must submit its report to the Board by postal or electronic mail at least ten (10) days in advance of the Annual Meeting (see Section 7.11). New Directors (including new terms for Directors whose term has expired) shall be elected by the Board at its Annual Meeting, and must be approved by a two-thirds majority vote of the Board present and voting.

Section 7.05 Term of Office

Directors shall serve for term of three years or until their successors have duly taken office and shall not serve more than three consecutive terms. The term shall be effective immediately following the Annual Meeting (Section 7.11) at which they are elected. Length of terms and appointment dates may be staggered by decision of the Board of Directors to avoid all terms expiring at the same time.

Section 7.06 Interim Appointment

Notwithstanding Section 7.05, the President shall have the power to make an appointment of an interim Director to the Board of Directors for a term not to exceed one (1) year provided such appointment does not result in the number of Directors exceeding the maximum number of Directors stipulated in Section 7.03 and regardless of whether such appointment extends the term of a Director beyond the maximum number of terms stipulated in Section 7.05.

Section 7.07 Initial Set of Directors

The initial set of Directors as of the Effective Date shall be those directors in place as of the Effective Date elected under the provisions of the Original Bylaws and with terms of office as per those provisions, except that their terms will expire at the Annual Meeting (Section 7.11) of the year in which their term would have expired under the Original Bylaws.

Section 7.08 Removal of Director

The Board of Directors, by affirmative vote of a majority of the Directors then in office, may remove any Director without cause at any regular or special meeting; provided that the Director to be removed has been notified in writing that such action would be considered at the specified meeting.

Section 7.09 Resignation of a Director

Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective.

Section 7.10 Regular Meetings

There shall be Regular Meetings of the Board at a date and time as designated by the Board.

Section 7.11 Annual Meeting

A Regular Meeting of the Board shall be held in April of each year and shall be designated as the Annual Meeting of the Board. The sole item of business at the Annual Meeting shall be the election of Directors as required by Section 7.04. There shall be a Regular Meeting of the incoming Board immediately following the Annual Meeting.

Section 7.12 Special Meetings

The President, or majority of the Board, may also call a Special Meeting of the Board by written notice to all Directors at least ten (10) working days prior to the special meeting.

Section 7.13 Emergency Meetings

The President shall have the power to invoke an "Emergency Meeting" of the Board upon the President's determination that action by the Board on the topic proposed for the Emergency Meeting cannot be taken without Board concurrence and cannot await the next Regular or Special Meeting of the Board. The Emergency Meeting cannot be held, however, if two or more Directors oppose holding that Emergency Meeting for the purpose specified. Such an Emergency Meeting shall be limited to a single topic and may be conducted without formal notice. Any action taken at an Emergency Meeting, must be ratified at the next Regular or Special Meeting of the Board, or that action then becomes null and void except for any irrevocable consequences incurred between the Emergency Meeting and the Regular or Special Meeting.

Section 7.14 Manner of Meetings

Meetings of the Board will normally be held face to face but may, on the determination of the President, be held in whole or in part with the use of videoconferencing technology that enables all Directors present to be visible to each other and to hear each other. Emergency Meetings, however, may be held by electronic mail or other electronic means that enable communication among all Directors and voting via electronic ballot.

Section 7.15 Notice of Meetings

Notice of all meetings shall be given not less than ten (10) days in advance either by postal mail or by electronic mail.

Section 7.16 Quorum

At all meetings of the Board, one-half of the total current number of Directors shall constitute a quorum. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of S4C, 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 President 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. 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 must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required law, or the Articles of Incorporation or Bylaws of S4C.

Section 7.17 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 or these Bylaws require a greater percentage or different voting rules for approval of a matter by the Board.

Section 7.18 Action Without Meeting

Any action which, under any provision of the California General Corporation Law, may be taken at a meeting of the members, may be taken without a meeting if authorized in writing signed by all of the persons who would be entitled to vote upon such action at a meeting, and filed with the Secretary of S4C.

Section 7.19 Unexcused Absences

Any Board member having three unexcused absences in a year will be automatically dropped from the Board. Validation of excused absences will be determined by the Board and incorporated in the minutes of the meetings.

Section 7.20 Vacancies

Vacancies on the Board of Directors shall exist (1) whenever the number of authorized Directors is increased, (2) on the expiration of the term of any Director, (3) on the resignation, removal, or death of any Director, or (4) when a Director ceases to be a member in good standing of a Member Club. Vacancies on the Board of Directors may be filled by the recommendation of the President and the approval of a two-thirds majority of the remaining members of the Board of Directors present and voting at a Regular, Special, or Emergency Meeting. Upon the recommendation of the President, the person so appointed shall hold office for the unexpired term of his predecessor; however when filling a newly opened position (due to expansion of the Board or expiration of a predecessor's term), the person shall serve the regular term of office.

Section 7.21 Fees and Compensation

Directors shall not be compensated for serving on the Board of Directors. Directors and members of duly established committees, shall be entitled to reimbursement of expenses incurred on behalf of S4C if such reimbursement is approved in advance by vote of the Board or, if the amount of

reimbursement incurred is less than five hundred (\$500) dollars, by the President. Members of committees may receive such reimbursement for expenses as may be fixed or determined by resolution of the Board of Directors.

Section 7.22 Standards of Conduct

Pursuant to Section 5231 of the California Nonprofit Public Benefit Corporation Law, a Director shall perform the duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of S4C and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by: one or more Officers of S4C whom the Director believes to be reliable and competent in the matters presented; counsel, independent accountants or other persons as to matters which the Director believes to be within such person(s) professional or expert competence; or a committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence. Provided, that in any such case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 7.23 Self-Dealing Transactions

Pursuant to Section 5233 and except as provided in Section 5233 of the Nonprofit Public Benefit Corporation Law of the State of California, S4C shall not be a party to a transaction in which one or more of its Directors has a material financial interest ("Interested Director") unless: either approval by the Attorney General, or the court in an action in which the Attorney General is an indispensable party, has approved the transaction before or after it was consummated; or approval by the Board prior to entering into the transaction, after full disclosure to the Board of all material facts as to the proposed transaction and the Interested Director's interest and investigation and a report to the Board as to alternative arrangements for the proposed transaction, if any, the Board in good faith and by a vote of a two-thirds majority of the Directors then in office (without including the vote of the Interested Director) resolves and finds that (1) the transaction is in S4C's best interests and for S4C's own benefit; (2) the transaction is fair and reasonable as to S4C; and (3) after reasonable investigation under the circumstances as to alternatives, S4C could not have a more advantageous arrangement; and (4) approves the entire transaction.

Article VIII. Officers

Section 8.01 Number of Officers

The officers of the S4C shall consist of a President, Vice President, Secretary, and Treasurer elected from among current S4C Directors. All members shall serve without compensation. No two officers may be from the same household.

Section 8.02 Elections

The election of the officers shall occur at the Regular Meeting of the Board held immediately following the Annual Meeting (Section 7.11). The outgoing President shall chair the Regular Meeting until the election of new officers has been completed.

Section 8.03 Term

The term of officers shall take immediate effect at the Regular Meeting where they are elected and shall last until the close of the next Annual Meeting. Officers may serve successive terms.

Section 8.04 President

The President shall be the principal elected officer of S4C and, subject to the control of the Board, shall serve as the general manager of S4C and shall supervise, direct, and control S4C's activities. The President shall preside at all meetings of the Directors and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors or as required by these Bylaws. Except as otherwise provided in these Bylaws, the President shall have the power to appoint and terminate committees as is necessary to conduct S4C's business and shall serve as an ex-officio member of all such committees.

Section 8.05 Vice President

In the event the President is unable to serve, the Vice President shall perform the duties of the President and have all the powers pertaining thereto, and shall perform such other duties as may be delegated from time to time by the President.

Section 8.06 Secretary

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office of all meetings of the Board and members.

Section 8.07 Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the S4C.

Section 8.08 Vacancy

A vacancy in any office shall be filled in the manner prescribed in the Bylaws for regular election to such office.

Article IX. Fiscal Policy

Section 9.01 Major Activities

All new ventures in the activities of the S4C, such as an overall financial obligation in excess of five hundred (\$500) dollars, must be approved by the Board. Obligations of a lesser amount may be approved by the President in advance.

Section 9.02 Excess Funds

Whenever the cash balances of the S4C are deemed to be in excess of current needs, the Board may authorize the investment of any such funds for interest earning purposes in United States Government Bonds, federally insured savings account accounts and/or other investment programs deemed appropriate by the Board. Such deposits shall be made in the name of the S4C with the authority for making of deposits and withdrawals vested in such person or persons, as the Board shall from time to time provide by resolution. The Board is further empowered to authorize donations to other cooperating associations for the purpose of furthering their educational work therein when deemed advisable.

Section 9.03 Disbursements

All checks, drafts or other payment of money, notes or other evidences of indebtedness issued in the name of or payable to S4C and requiring signature shall be signed or endorsed by such person or persons and in manner as from time to time shall be determined by the Board of Directors.

Section 9.04 Annual Audit

The S4C shall require an annual audit of its accounts by a committee of two appointed by the Directors. The Audit Committee shall be responsible for checking all financial records for accounting accuracy and compliance with the approved S4C budget, and that all expenditures/purchases are consistent with the S4C's Mission statement, purpose and tax-exempt status. The results of the audit shall be presented to the Board of Directors.

Section 9.05 Fiscal Year

The fiscal year of the S4C shall be the calendar year.

Article X. Amendments to Bylaws

Section 10.01 Amendments

Power to repeal or amend these Bylaws and adopt additional Bylaws is hereby delegated to the Board of Directors and requires an affirmative vote of two-thirds of all then current Directors. Changes in these Bylaws or the adoption of additional Bylaws may be made at any meeting of the Board. However, before new bylaws or changes in existing Bylaws may be adopted, notice of same shall be first be given by the President by postal or electronic mail to all Directors at least ten (10) days prior to such a meeting including details of the proposed change.

Article XI. Limitation of Liabilities

Section 11.01 Limitation

Nothing herein shall constitute Directors of the S4C as partners for any purpose. No Director or Officer of the S4C shall be liable for their acts or failure to act on any part of any other Director, Officer, agent or employee of S4C; nor shall any Director, Officer, agent or employee be liable for their acts or failure to act under these Bylaws, excepting only acts or omissions to act arising out of their willful malfeasance. It is the intent of S4C to eliminate the personal liability of each S4C Director and Officer to the fullest extent allowed by law.

Section 11.02 Liability Insurance

In order to obtain the full benefit of the limitation of liability set forth in subsection (2) above, S4C acting through its Board shall make all reasonable efforts in good faith to maintain liability insurance in the form of a general liability policy for S4C including all Directors and Officers.

Section 11.03 Indemnity for Litigation

The S4C hereby agrees to exercise the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director, Officer, employee or other agent (as defined in [cite state's statute, example: Section 5238 of the Nonprofit Public Benefit Law of the State of California]) of S4C, to the full extent allowed under the provisions of said Section 5238 relating to the power of a corporation to indemnify any such person. The amount of such indemnity shall be so much as the Board of Directors determines and finds to be reasonable, or, if required by said Section 5238, the amount of such indemnity shall be so much as the court determines to be reasonable.

This is to certify that the foregoing is a true and correct copy of the Bylaws of S4C named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth above.

Dated: 8 APRIL 2017

Signed: _____

Secretary

