

BYLAWS
OF
COACHELLA VALLEY DESERT CAMERA CLUB, INC.
A California Nonprofit Public Benefit Corporation

Adopted by the Membership

Annual Meeting

November 22, 2011

ARTICLE I NAME AND HEADQUARTERS

Section 1.1. Name.

The name of this corporation is Coachella Valley Desert Camera Club, Inc.

Section 1.2. Principal Office.

The principal office for the transaction of the activities and affairs of this corporation is located at 400 South Farrell Drive, Suite B102, Palm Springs, California, 92262, in Riverside County, California. The board of directors may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Section 1.3. Branches.

The board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

ARTICLE II PURPOSE

Section 2.1. General Purposes.

This corporation is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law. The purpose of this corporation to provide for the education, enjoyment, mastery and furtherance of photography through cooperation, effort and good fellowship among members.

ARTICLE III CONSTRUCTION

Section 3.1. Construction and Definitions.

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. 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. Subject to any guidelines and procedures set by the board from time to time, the terms “written” and “in writing” as used in these bylaws, include any form of recorded message in the English language capable of comprehension by ordinary visual means, including, but not limited to, facsimile transmissions and emails, provided such forms of writings otherwise comply with these bylaws.

ARTICLE IV MEMBERS

Section 4.1. Members

This corporation shall have three classes of members:

Full Membership is open, subject to payment of fees and dues as shall be established by the board from time to time, to all who have a genuine interest in mastering the art and techniques of photography. Full Members have full voting privileges in the corporation and may participate fully in all activities of the corporation.

Associate Membership is open, subject to payment of fees and dues as shall be established by the board from time to time, to spouses or partners of Full Members. Associate Members have no voting privileges in the corporation but may otherwise participate in activities of the corporation, however Associate Members may not enter a photographic competition. Associate Members may, for example, attend meetings of the corporation assembled for the purpose of conducting photographic competitions, but may not participate in those competitions.

Honorary Membership is open only to those who have been Full Members for a period of at least 10 years but who no longer wish to participate in activities of the corporation other than attending meetings, and who in the sole opinion of the board of the corporation should be recognized for their demonstrated distinguished service to, or sustained high standing in, the affairs of the corporation over many years. Honorary Members are entitled to attend meetings of the corporation but may not otherwise participate in activities of the corporation other than contributing as volunteers to further the corporation’s activities. Fees and dues are waived for Honorary Members. No more than two members may be admitted to Honorary Membership during the course of any calendar year.

Section 4.2. Rights of Membership

All Full Members shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the corporation’s

assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

Section 4.3. Application for Membership.

Any applicant eligible for and desiring admission to membership must file a written or electronic application for admission in whatever form and containing whatever information the board prescribes. As part of the application process, applicants for Full Membership will be notified that by virtue of entering his or her email address on his or her Full Membership application, the Full Member agrees to accept all terms and conditions of these bylaws.

Section 4.4. Compliance with Attorney General Guidelines; Local Law.

The requirements of membership provided for in the membership application and in other of the corporation's documents shall comply with local law.

Section 4.5. Acceptance of Applications.

Applications for membership shall be reviewed by the board or by an agent designated for that purpose by the board. The application shall be accepted or rejected via electronic mail within thirty (30) days or as the case may be for reasons satisfactory to the board. If accepted, the applicant shall be admitted to membership and shall be allowed to vote and hold office. If rejected, the applicant shall be entitled to a refund of any amounts paid for membership fees and shares.

Section 4.6. Membership Dues Fees and Assessments.

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 dues, fees, and assessments shall be equal for all members of each class, but the board may, in its discretion, set different dues, fees, and assessments for each class.

Section 4.7. No Transfer of Memberships.

No membership or right arising from membership shall be transferred. Subject to Article 5 of these bylaws, all membership rights cease on the member's death or dissolution.

Section 4.8. Good Standing.

Members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing, and their names shall be kept on a list in the books and records of the corporation.

Section 4.9 No Compensation, But Reimbursement.

Members may not receive compensation for their services on behalf of the corporation; except that members may receive payment for services which they normally perform in their individual professional capacity and which are approved in advance by the Board. Members may also receive reasonable reimbursement for amounts incurred on behalf of the corporation.

**ARTICLE V
TERMINATION OF MEMBERSHIP**

Section 5.1 Termination.

A membership shall terminate on occurrence of any of the following events:

- (1) Resignation of the member;
- (2) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;
- (3) The member's failure to pay dues, fees, or assessments as set by the board within 60 days after they are due and payable;
- (4) Death of the member;
- (5) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- (6) Termination of membership under Section 5.3 of these bylaws based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

Section 5.2. Suspension of Membership

A member may be suspended, under Section 5.3. of these bylaws, based on the good faith determination by the board, or a committee or person authorized by the board to

make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

A person whose membership is suspended shall not be a member in good standing during the period of suspension.

Section 5.3. Procedure for Termination or Suspension.

If grounds appear to exist for suspending or terminating a member under Sections 5.1 or 5.2 of these bylaws, the following procedure shall be followed:

(1) The board shall give the member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.

(2) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the board or by a committee or person authorized by the board to determine whether the suspension or termination should occur.

(3) The board, committee, or person shall decide whether the member should be suspended, expelled, or sanctioned in any way. The decision of the board, committee, or person shall be final.

(4) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

Section 5.4. Procedure for Voluntary Withdrawal.

A member shall have the right to resign and terminate his membership by filing a written notice of resignation with the board. The resignation shall become effective without any action on the part of corporation.

ARTICLE VI MEMBER MEETINGS

Article VI and VII shall be applicable for meetings and voting on the following:

- (1) Removing a director without cause;
- (2) Electing directors;
- (3) Amending the articles of incorporation or bylaws; or
- (4) Electing to wind up and dissolve the corporation.

The corporation may hold meeting on topics other than (1)-(4) above, but the rules and requirements of Article VI and VIII do not apply to these meetings.

Section 6.1. Annual Meeting.

An annual meeting of Full Members shall be held on the regularly scheduled meeting to be held in the month of November, unless the board fixes another date or time and so notifies Full Members as provided in these bylaws. If the scheduled date falls on a legal holiday, the meeting shall be held on the next full business day. At the annual meeting, the results of the vote on directors to the board for the upcoming year will be announced, in addition to the results, if any, on the following:

- (1) Removing a director without cause;
- (2) Amending the articles of incorporation or bylaws; or
- (3) Electing to wind up and dissolve the corporation.

Section 6.2. Location of Meetings.

Meetings of the Full Members shall be held at any location as designated by the board or by the electronic mail consent of all Full Members, given before or after the meeting. In the absence of any such designation, Full Members' meetings shall be held at the corporation's principal office. The board may authorize Full Members who are not present in person to participate by electronic video communication.

Section 6.3. Authority for Electronic Meetings.

The board may authorize Full Members who are not present in person to participate by electronic video communication or electronic transmission.

Section 6.4. Requirements for Electronic Meetings.

A meeting of the Full Members may be conducted, in whole or in part, by electronic transmission by and to the corporation or by electronic video screen communication if the corporation implements reasonable measures to provide Full Members in person a reasonable opportunity to participate in the meeting.

Section 6.5. Special Meetings.

The board or the chair of the board, if any, or the president, or 20 percent or more of the Full Members, may call a special meeting of the Full Members for any purpose stated in the preamble to Article VI and VII, as decided by the person or persons who call for the meeting, at any time.

Section 6.6. Procedure for Calling Special Meetings.

A special meeting called by any person entitled to call a special meeting of the Full Members shall be called by electronic mail, specifying the general nature of the business proposed to be transacted, and addressed to the attention of and submitted to the chair of the board, if any, or the president or any vice president or the secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the Full Members entitled to vote, stating that a meeting will be held at a specified time and date fixed by the board. However, the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of Full Members may be held when the meeting is called by the board.

Section 6.7. Limitation on Special Meetings.

No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 6.8. Electronic Notice Required For Meetings.

Whenever Full Members are required or permitted to take any action at a meeting, an electronic notice of the meeting shall be given, in compliance with Sections 6.9, 6.10, or 6.11 of these bylaws, to each Full Member at that meeting. The notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which Full Members may participate in the meeting.

Section 6.9. Notice of Certain Agenda Items.

Approval by the Full Members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or electronic waiver of notice states the general nature of the proposal or proposals:

- (1) Removing a director without cause;
- (2) Electing directors;
- (3) Amending the articles of incorporation or bylaws; or
- (4) Electing to wind up and dissolve the corporation.

Section 6.10. Notice Requirements.

Notice of meeting shall be by electronic mail and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given by electronic transmission by the corporation, at the electronic mail address of that Full Member as it appears on the books of the corporation or at the address given by the Full Member to the corporation for purposes of notice.

Section 6.11. Electronic Notice.

Notice given by electronic transmission by the corporation shall be valid only if

(1) Delivered by (a) electronic mail when directed to the electronic mail address, respectively, for that recipient on record with the corporation; (b) posting on an electronic message board or network that the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (c) other means of electronic communication; and

(2) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

As part of the application process, applicants for Full Membership will be notified that by virtue of entering his or her email address on his or her Full Membership application, the Full Member agrees to accept all terms and conditions of these bylaws.

Section 6.12. Limitation on Electronic Notice.

Notwithstanding the foregoing Section 6.11, notice shall not be given by electronic transmission by the corporation after either of the following: (a) the corporation is unable to deliver two consecutive notices to the Full Member by that means or (b) the inability

so to deliver the notices to the Full Member becomes known to the secretary, any assistant secretary, or any other person responsible for the giving of the notice.

Section 6.13. Affidavit of Electronic Mailing.

An affidavit of the electronic mailing of any notice of any Full Members' meeting, or of the giving of such notice by other means, may be executed by the secretary, assistant secretary, or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.

Section 6.14. Quorum

A vote of one third of the voting power of Full Members in good standing on the record date shall constitute a quorum.

**ARTICLE VII
VOTING**

Article VI and VII shall be applicable for meetings and voting on the following:

- (1) Removing a director without cause;
- (2) Electing directors;
- (3) Amending the articles of incorporation or bylaws; or
- (4) Electing to wind up and dissolve the corporation.

The corporation may hold meeting on topics other than (1)-(4) above, but the rules and requirements of Article VI and VIII do not apply to these meetings.

Section 7.1. Eligibility to Vote.

Subject to the California Nonprofit Public Benefit Corporation Law, all Full Members in good standing on the record date as determined under Article IV of these bylaws shall be entitled to vote at any meeting of Full Members.

Section 7.2. Manner of Voting.

Voting shall be by electronic mail, except in the case of voting at a special meeting, where the person or persons who call the meeting, as the case may be, may request a vote by written ballot to be taken at the special meeting.

Section 7.3. Number of Votes.

Each Full Member entitled to vote may cast one vote on each matter submitted to a vote of the Full Members.

Section 7.4. Majority Approval of Quorum Voting Power Required.

Fifty-one percent (51%) of the voting power of those constituting a quorum is required for passage of any matter.

Section 7.5. Waiver of Notice or Consent.

The transactions of any meeting of Full Members, however called or noticed provided such notice is in compliance with the notice requirement of Article VI and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice.

Section 7.6. Action by Electronic Mail Ballot.

Any action that Full Members may take will be approved in advance of the meeting by electronic mail ballot except as provided in Section 7.2.

Section 7.7. Solicitation of Ballots.

This corporation shall distribute one ballot via electronic mail to each Full Member entitled to vote on the matter. The corporation may also distribute a written ballot in the case of a special meeting. The ballot and any related material will be sent by electronic transmission by the corporation, and responses may be returned to the corporation by electronic transmission that meets the requirements of Section 6.11 of these bylaws. All solicitations of votes by ballots shall (1) state the number of affirmative votes needed to approve a matter; (2) state, with respect to ballots other than for election of directors, the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) give the Full Members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time in which to return the ballot to the corporation.

members@cvdcc.orgSection 7.8. Approval Requirements.

Approval by ballot shall be valid only when, within the time frame specified, fifty-one percent (51%) of the voting power of those constituting the quorum affirmatively votes for passage of any matter.

Section 7.9. Ballots as Irrevocable.

A ballot may not be revoked.

Section 7.10. Filing Ballots.

All ballots shall be filed with the secretary of the corporation and maintained in the corporate records for at least 3 years.

Section 7.11. Record Date Period.

For purposes of establishing the Full Members entitled to receive notice of any meeting, entitled to vote, or entitled to exercise any rights in any lawful action, the board of directors may, in advance, fix a record date. The record date so fixed for

(1) Sending electronic mail notice of a meeting shall be no more than 90 nor less than 10 days before the date of the meeting;

(2) Voting by electronic mail shall be no more than 60 days before the date of the meeting;

(3) Voting by written ballot shall be on the date of the special meeting; and

(4) Taking any other action shall be no more than 60 days before that action.

Section 7.12. Record Dates Not Fixed by Board.

If not otherwise fixed by the board, the record date for determining Full Members entitled to receive notice of a meeting of Full Members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the board, the record date for determining Full Members entitled to vote at the meeting shall be the day on which the meeting is held.

If not otherwise fixed by the board, the record date for determining Full Members entitled to vote by electronic mail ballot shall be the day on which the first ballot is electronically transmitted.

If not otherwise fixed by the board, the record date for determining Full Members entitled to exercise any rights with respect to any other lawful action shall be the date on which the board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

For purposes of Sections 7.11 and 7.12 of these bylaws, a person holding a Full Membership at the close of business on the record date shall be a Full Member of record.

Section 7.13. Adjournment; Notice.

Any Full Members' meeting may be adjourned from time to time by the vote of the majority of the Full Members represented at the meeting. No meeting may be adjourned for more than 45 days. When a Full Members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned (or the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which Full Members may participate) are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Full Member who, on the record date for notice of the meeting, is entitled to vote at on the matters announced at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

ARTICLE VIII BOARD

Section 8.1. General Powers of Board.

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws regarding actions that require approval of the Full Members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.

Section 8.2. Specific Powers of Board.

Without prejudice to the general powers set forth in Section 8.1. of these bylaws, but subject to the same limitations, the board shall have the power to do the following:

(1) Appoint, subject to the assent of the individual, and remove, at the pleasure of the board, all corporate officers, agents, and employees; prescribe powers and duties

for them as are consistent with the law, the articles of incorporation, and these bylaws; approve of their reasonable reimbursement for amounts incurred on behalf of the corporation; and require from them security for faithful service.

(2) Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of members.

(3) Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

The members of the board shall not receive compensation for their board services on behalf of the corporation.

Section 8.3. Number and Qualifications of Directors.

The board of directors shall consist of at least 5 but no more than 9 directors unless changed by amendment to these bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the board of directors. The qualifications for directors are that they have been Full Members of the Corporation for at least the 2 years immediately preceding the date when they would assume office.

Section 8.4. Nominations by Committee.

The chair of the board or, if none, the president, shall appoint a committee to nominate qualified candidates for election to the board at least 75 days before the date of any election of directors. The nominating committee shall make its report at least 30 days before the date of the election, or at such other time as the board may set, and the secretary shall forward the list of nominees as decided by the committee via electronic mail to each Full Member with the notice of meeting required by these bylaws. Such notice shall also give provide a Full Member the opportunity to nominate any Full Member as a "write-in candidate".

Section 8.5. Floor Nominations.

Floor nominations shall not be permitted. However, space shall be provided on the ballots for write-in candidates.

Section 8.6. Events Causing Vacancies on Board

A vacancy or vacancies on the board of directors shall occur in the event of (1) the death, removal, or resignation of any director; (2) the declaration by board resolution of a vacancy in the office of a director who has been declared of unsound mind by a court order, convicted of a felony, or, if the corporation holds assets in charitable trust, found by a final order or judgment of any court to have breached a duty arising under California Nonprofit Public Benefit Law, Chapter 2, Article 3; (3) the vote of a majority of all Full Members, to remove any director(s); (4) an increase in the authorized number of directors; or (5) a failure of the Full Members, at any meeting of Full Members at which any director or directors are to be elected, to elect the number of directors required to be elected at that meeting.

Section 8.7. Resignation of Directors.

Except as provided below, any director may resign by giving written notice to the chair of the board, if any, or to the president or the secretary of the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective.

Section 8.8. Removal of Directors.

If the corporation has no Full Members, any director may be removed, with or without cause, by the vote of the majority of the members of the entire board of directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given as provided by these bylaws. Any vacancy caused by the removal of a director shall be filled as provided in Section 8.11 of these bylaws.

In addition to the reasons provided in Section 8.6 and 8.7, any director who does not attend three successive board meetings will automatically be removed from the board without board resolution unless:

(1) The director requests a leave of absence for a limited period of time, and the leave is approved by the directors at a regular or special meeting. If such leave is granted, the number of board members will be reduced by one in determining whether a quorum is or is not present;

(2) The director suffers from an illness or disability which prevents him or her from attending meetings and the board by resolution waives the automatic removal procedure of this subsection; or

(3) The board by resolution of the majority of board members agrees to reinstate the director who has missed three meetings.

Section 8.9. Vacancies Filled by President.

The president may appoint a director for the remainder of the term of a vacating director who resigns pursuant to Section 8.7 or is removed pursuant to Section 8.8.

Section 8.10. No Vacancy on Reduction of Number of Directors.

Any reduction of the authorized number of directors shall not result in any director's being removed before his or her term of office expires.

Section 8.11. Location of Board Meetings.

Meetings of the board shall be held at any place 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 the corporation.

Section 8.12. Meetings by Telecommunication.

Any board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

(1) Each member participating in the meeting can communicate concurrently with all other members.

(2) Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Section 8.13. Annual Meeting of Board.

Immediately after each annual meeting of Full Members in November, the board shall hold a general meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required. Other general meetings of the board may be held without notice at such time and place as the board may fix from time to time.

Section 8.14. Special Meetings.

Special meetings of the board for any purpose may be called at any time by the chair of the board, if any, the president or any vice president, the secretary, or any two directors.

Section 8.15. Notice of Special Meetings.

Notice of the time and place of special meetings shall be given to each director by electronic mail. All such notices shall be given or sent to the director's electronic mail address or telephone number as shown on the corporation's records.

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

Section 8.16. Quorum.

A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. 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 Public Benefit Corporation Law, including, without limitation, the provisions on (1) approval of contracts or transactions between this corporation and one or more directors or between this corporation and any entity in which a director has a material financial interest, (2) approval of certain transactions between corporations having common directorships; (3) creation of and appointments to committees of the board, and (4) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the 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.

Section 8.17. Waiver of Notice.

Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

Section 8.18. Adjournment.

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

Section 8.19. Notice of Adjourned Meeting.

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

Section 8.20. Board Action Without Meeting.

Any action that the board is required or permitted to take may be taken without a meeting if all board members consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and how is an “interested director” as defined Corporations Code §5233 shall not be required for approval of that transaction. 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.

Section 8.21. Board Committees.

The board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more directors and no one who is not a director, to serve at the pleasure of the board. Appointments to committees of the board shall be by 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 that no committee may do the following:

- (1) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- (2) Fill vacancies on the board or any committee of the board;
- (3) Fix compensation of the directors for serving on the board or on any committee;
- (4) Amend or repeal bylaws or adopt new bylaws;
- (5) Amend or repeal any resolution of the board that by its express terms is not so amendable or repealable; and

(6) Create any other committees of the board or appoint the members of committees of the board.

The president or the board may also form ad-hoc committees for miscellaneous matters. In either case, the president will appoint the chair, and the chair will appoint the members, who need not be directors.

Section 8.22. Compensation Committee

The corporation shall have a compensation committee consisting of at least three directors and no one who is not a director. Directors who are also employees of the corporation may not serve on the compensation committee. Pursuant to Government Code §12586(g) and the applicable provisions of federal law, the compensation committee shall review the compensation paid by the corporation to any officer of the corporation. Notwithstanding the above, Officers may not receive compensation for their services as officers on behalf of the corporation except that officers may receive payment for services which they normally perform in their individual professional capacity which are not connected with their duties as officers and which are approved in advance by the Board. Officers may also receive reasonable reimbursement for amounts incurred on behalf of the corporation.

Section 8.23. Meetings of Committees of the Board.

Meetings and actions of committees of the board 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 board committees and the calling of special meetings of board committees may be set either by board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the board has not adopted rules, the committee may do so

Section 8.24. Ad-Hoc Committees.

The board may also form ad-hoc committees for miscellaneous matters. The board may form the ad hoc committee, but the president will appoint the chair, and the chair will appoint the members, who need not be directors.

Section 8.25. Term of Board Members.

Each member of the board shall serve a one year term.

ARTICLE IX OFFICERS

Section 9.1. Officers.

The officers of this corporation shall be a president, a secretary, and a treasurer (who serves as the chief financial officer). The corporation, at the board's discretion, may also have a chair of the board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed under Section 9.3 of these bylaws. Any number of offices may be held by the same person, except that the secretary, the treasurer, and the chief financial officer may not serve concurrently as either the president or the chair of the board.

Section 9.2. Election of Officers.

The officers of this corporation, except for those appointed under Section 9.3 of these bylaws, shall be chosen annually by the board and shall serve at the pleasure of the board, subject to the rights of any officer under any employment contract.

Section 9.3. Additional Officers.

The board may appoint and authorize the chair of the board, the president, or another officer to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the board.

Section 9.4. Removal of Officers

Without prejudice to the rights of any officer under an employment contract, the board may remove any officer with or without cause. An officer who was not chosen by the board may be removed by any other officer on whom the board confers the power of removal.

Section 9.5. Resignation of Officers

Any officer may resign at any time by giving written notice to the board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

Section 9.6. Vacancies in Office

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointments to that office. However, vacancies need not be filled on an annual basis.

Section 9.7. Responsibilities of Board Chair.

If a chair of the board of directors is elected, he or she shall preside at board meetings and shall exercise and perform such other powers and duties as the board may assign from time to time. If there is no president, the chair of the board shall also be the chief executive officer and shall have the powers and duties of the president of the corporation set forth in these bylaws.

Section 9.8. Responsibilities of President.

Subject to such supervisory powers as the board may give to the chair of the board, if any, and subject to the control of the board, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside at all Full Members' meetings and, in the absence of the chair of the board, or if none, at all board meetings. The President will appoint the chair of ad hoc committees, and the chair will appoint the members. The president shall have such other powers and duties as the board or the bylaws may require.

Section 9.9. Responsibilities of Vice Presidents.

If the president is absent or disabled, the vice presidents, if any, in order of their rank as fixed by the board, or, if not ranked, a vice president designated by the board, shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice presidents shall have such other powers and duties as the board or the bylaws may require.

Section 9.10. Responsibilities of Secretary.

The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board, and of Full Members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at board and committee meetings; and the number of Full Members present or represented at Full Members' meetings.

The secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.

The secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by resolution of the board, a record of the corporation's members, showing each member's name, address, and class of membership.

The secretary shall give, or cause to be given, notice of all meetings of members, of the board, and of committees of the board that these bylaws require to be given. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may require.

Section 9.11. Responsibilities of Treasurer.

The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

The treasurer officer shall (1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate; (2) disburse the corporation's funds as the board may order; (3) render to the president, chair of the board, if any, and the board, when requested, an account of all transactions as treasurer and of the financial condition of the corporation; and (4) have such other powers and perform such other duties as the board or the bylaws may require.

If required by the board, the treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the chief financial officer on his or her death, resignation, retirement, or removal from office.

Section 9.12. Contracts with Directors.

No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation unless (1) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the board prior to the board's consideration of such contract or transaction; (2) such contract or transaction is authorized in good faith by a

majority of the board by a vote sufficient for that purpose without counting the votes of the interested directors; (3) before authorizing or approving the transaction, the board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (4) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (1) is approved or authorized by the corporation in good faith and without unjustified favoritism and (2) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

Section 9.13. Loans to Directors and Officers.

This corporation shall not lend any money or property to or guarantee the obligation of any director or officer, provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the corporation.

Section 9.14. Indemnification.

To the fullest extent permitted by law, this corporation shall indemnify its directors and officers, and may indemnify employees and other persons described in Corporations Code §5238(a), including persons formerly occupying any such positions, 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, and 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 bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the board by any person seeking indemnification under Corporations Code §5238(b) or §5238(c); the board shall promptly decide under Corporations Code §5238(e) whether the applicable standard of conduct set forth in Corporations Code §5238(b) or 5238(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification, because the number of directors who are parties to the proceeding 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 members. At that meeting, the members shall determine under Corporations Code §5238(e) whether the

applicable standard of conduct has been met and, if so, the members present at the meeting in person shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under this Section in defending any proceeding covered by this Section shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

Section 9.15. Insurance.

This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

Section 9.16 No Compensation, But Reimbursement.

Officers may not receive compensation for their services as officers on behalf of the corporation except that officers may receive payment for services which they normally perform in their individual professional capacity which are not connected with their duties as officers and which are approved in advance by the Board. Officers may also receive reasonable reimbursement for amounts incurred on behalf of the corporation.

ARTICLE X CORPORATE RECORDS

Section 10.1. Corporate Records.

This corporation shall keep the following:

- (1) Adequate and correct books and records of account;
- (2) Minutes of the proceedings of its members, board, and committees of the board; and
- (3) A record of each member's name, address, whether the member is in good standing, and class of membership, if applicable.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

Section 10.2. Members' Inspection Rights.

Unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

(1) Inspect and copy all the corporation's books and records during usual business hours on 5 days' prior written demand on the corporation, which must state the purpose for which the inspection rights are requested; or

(2) Obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a copy of all the corporation's books and records, or a copy of any particular book or record, including but not limited to list of names, addresses, and voting rights of members who are entitled to vote for directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the material is requested. The secretary shall make this material available to the member on or before the later of 10 days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

The corporation may, within 10 business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list, but not other books and records.

Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the corporation.

Section 10.3. Inspection of Accounting Records and Minutes.

Subject to Section 10.2 of these bylaws, on written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the board of directors, and committees of the board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. This right of inspection extends to the records of any subsidiary of the corporation.

Section 10.4. Inspection of Articles and Bylaws.

This corporation shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, that shall be open to inspection by the members at all reasonable times during office hours. If the corporation has no business office in California, the secretary shall, on the written request of any member, furnish to that member a copy of the articles of incorporation and bylaws, as amended to the current date.

Section 10.5. Directors' Inspection Rights.

Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, and documents of every kind, and to inspect the physical properties of the corporation. Every director shall have the right to inspect the records of each subsidiary. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of books, records, and documents of every kind.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary Of COACHELLA VALLEY DESERT CAMERA CLUB, Inc. a California nonprofit public benefit corporation; that these bylaws, consisting of _____ pages, are the bylaws of this corporation as adopted by the board of directors on _____, 2011; and that these bylaws have not been amended or modified since that date.

Executed on _____, 2011, at _____, California.

Signature

Typed Name

CONTENTS

ARTICLE I	2
NAME AND HEADQUARTERS	2
Section 1.1. Name.	2
Section 1.2. Principal Office.	2
Section 1.3. Branches.	2
ARTICLE II	2
PURPOSE.....	2
Section 2.1. General Purposes.....	2
ARTICLE III	2
CONSTRUCTION	2
Section 3.1. Construction and Definitions.....	2
ARTICLE IV.....	3
MEMBERS	3
Section 4.1. Members.....	3
Section 4.2. Rights of Membership.....	3
Section 4.3. Application for Membership.	4
Section 4.4. Compliance with Attorney General Guidelines; Local Law.....	4
Section 4.5. Acceptance of Applications.	4
Section 4.6. Membership Dues Fees and Assessments.	4
Section 4.7. No Transfer of Memberships.	4

Section 4.8. Good Standing.....	4
ARTICLE V.....	5
Section 5.1 Termination.....	5
Section 5.2. Suspension of Membership.....	5
Section 5.3. Procedure for Termination or Suspension.....	6
Section 5.4. Procedure for Voluntary Withdrawal.....	6
ARTICLE VI.....	6
MEMBER MEETINGS.....	6
Section 6.1. Annual Meeting.....	7
Section 6.2. Location of Meetings.....	7
Section 6.3. Authority for Electronic Meetings.....	7
Section 6.4. Requirements for Electronic Meetings.....	7
Section 6.5. Special Meetings.....	8
Section 6.6. Procedure for Calling Special Meetings.....	8
Section 6.7. Limitation on Special Meetings.....	8
Section 6.8. Electronic Notice Required For Meetings.....	8
Section 6.9. Notice of Certain Agenda Items.....	8
Section 6.10. Notice Requirements.....	9
Section 6.11. Electronic Notice.....	9
Section 6.12. Limitation on Electronic Notice.....	9
Section 6.13. Affidavit of Electronic Mailing.....	10

Section 6.14. Quorum.....	10
ARTICLE VII.....	10
VOTING.....	10
Section 7.1. Eligibility to Vote.	10
Section 7.2. Manner of Voting.	10
Section 7.4. Majority Approval of Quorum Voting Power Required.....	11
Section 7.5. Waiver of Notice or Consent.....	11
Section 7.6. Action by Electronic Mail Ballot.	11
Section 7.7. Solicitation of Ballots.	11
Section 7.8. Approval Requirements.	11
Section 7.9. Ballots as Irrevocable.	12
Section 7.10. Filing Ballots.	12
Section 7.11. Record Date Period.	12
Section 7.12. Record Dates Not Fixed by Board.....	12
Section 7.13. Adjournment; Notice.	13
ARTICLE VIII.....	13
Section 8.1. General Powers of Board.	13
Section 8.2. Specific Powers of Board.	13
Section 8.3. Number and Qualifications of Directors.....	14
Section 8.5. Floor Nominations.	14
Section 8.6. Events Causing Vacancies on Board	15

Section 8.7. Resignation of Directors.	15
Section 8.8. Removal of Directors.	15
Section 8.9. Vacancies Filled by President.	16
Section 8.10. No Vacancy on Reduction of Number of Directors.	16
Section 8.11. Location of Board Meetings.	16
Section 8.12. Meetings by Telecommunication.	16
Section 8.13. Annual Meeting of Board.	16
Section 8.14. Special Meetings.	16
Section 8.15. Notice of Special Meetings.	17
Section 8.16. Quorum.	17
Section 8.17. Waiver of Notice.	17
Section 8.18. Adjournment.	17
Section 8.19. Notice of Adjourned Meeting.	18
Section 8.20. Board Action Without Meeting.	18
Section 8.21. Board Committees.	18
Section 8.22. Compensation Committee	19
Section 8.23. Meetings of Committees of the Board.	19
Section 8.24. Ad-Hoc Committees.	19
Section 8.25. Term of Board Members.	19
Each member of the board shall serve a one year term.	19
ARTICLE IX.	20

Section 9.1. Officers.	20
Section 9.2.Election of Officers.	20
Section 9.3. Additional Officers.	20
Section 9.4. Removal of Officers	20
Section 9.5. Resignation of Officers	20
Section 9.6. Vacancies in Office.....	20
Section 9.7. Responsibilities of Board Chair.	21
Section 9.8. Responsibilities of President.	21
Section 9.9. Responsibilities of Vice Presidents.....	21
Section 9.10. Responsibilities of Secretary.	21
Section 9.11. Responsibilities of Treasurer.	22
Section 9.12. Contracts with Directors.	22_Toc304558199
Section 9.13. Loans to Directors and Officers.	23
Section 9.14. Indemnification.	23
Section 9.15. Insurance.....	24
ARTICLE X.....	24
CORPORATE RECORDS.....	24
Section 10.1. Corporate Records.	24
Section 10.2. Members' Inspection Rights.	25
Section 10.3. Inspection of Accounting Records and Minutes.	25
Section 10.4. Inspection of Articles and Bylaws.	26

Section 10.5. Directors' Inspection Rights.....26