

BYLAWS
of
Santa Clara Valley Watercolor Society
A California Nonprofit Public Benefit Corporation

ARTICLE 1

Section 1. Name. The name of this corporation is Santa Clara Valley Watercolor Society, also known as “SCVWS”.

Section 2. Principal Office. The principal office of the organization for the transaction of the activities and affairs of this corporation is located at 308 Sherwood Way, Menlo Park, California 94025 in San Mateo 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 3. Other Offices. The organization may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE 2

PURPOSES

Section 1. General And Specific Purposes. The purpose of this corporation is to further the interest and appreciation of the art of watermedia in the community, and to carry on charitable and educational activities associated with this goal as allowed by law.

Section 2. Limitations. In the context of these purposes, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) or the corresponding provision in any future United States internal revenue law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law. No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation. This corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office. This corporation shall not have any religious purpose and shall not engage in religious activities.

A. All corporate property is irrevocably dedicated to the purposes set forth in this Article. No part of the net earnings of this corporation shall ever inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

B. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liability of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for charitable purposes which has established its tax-exempt status under Internal Revenue Code section 501(c)(3) (or corresponding provisions of any future federal internal revenue law).

ARTICLE 3

MEMBERSHIP

This corporation shall make no provisions for members; however, pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporations Code of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

ARTICLE 4

BOARD OF DIRECTORS

Section 1. Membership. The corporation shall have not fewer than five (5) nor more than fifteen (15) Directors and collectively they shall be known as the Board of Directors, with the exact number to be fixed within these limits by approval of the Board of Directors, in the manner provided in these Bylaws. The number may be changed by amendment of this bylaw, or by repeal of this by-law and adoption of a new by-law, as provided in these Bylaws.

Section 2. Powers. Subject to the provisions of the Nonprofit Public Benefit Corporations Code and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 3. Duties. The Board of Directors shall have the power to:

(A) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws.

(B) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation.

(C) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly.

(D) Meet at such times and places as required by these Bylaws.

(E) Register their addresses with the Secretary of the corporation.

Section 4. Election and Term of Office. At each annual meeting of the Board of Directors, successors to the Directors shall be elected by the existing Board of Directors entitled to vote, present in person. The term of the office of each Director of this corporation shall be one (1) year or until a successor is elected. Successors for Directors whose terms of office are then expiring shall be elected in the year such terms expire. A Director may succeed himself or herself in office. The names of the Board of Directors shall be announced in the corporation's newsletter and at least annually at a corporation event.

Section 5. Compensation. Directors shall serve without compensation except that they may be allowed and paid the actual and necessary expenses incurred in attending Directors' meetings. In addition, they may be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than Director unless such other compensation is reasonable and is allowable, as appropriate, under the provisions of Section 6 of this Article.

Section 6. Restriction Regarding Interested Directors. Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

(A) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor or otherwise, excluding any reasonable compensation paid to a Director as Director; or

(B) Any brother, sister, ancestor, descendant, spouse, or in-law of any such person.

Section 7. Meetings of the Board of Directors. There shall be a minimum of four (4) regular meetings of the Board of Directors each year, one of which shall be the annual meeting of the Board of Directors. The annual meeting of the Board of Directors shall be held during the second half of the calendar year at such time and place as may be determined by the Board of Directors. All meetings of the Board of Directors shall be open to membership and be publicized accordingly. Special meetings of the Board of Directors may be called by the Leader of the Board of Directors and shall be called by him or her upon written request of three (3) members of the Board of Directors. Notice of the annual meeting and notice of all regular meetings shall be delivered to all members of the Board of Directors at least four (4) days prior to the meeting. Notices of special meetings shall state the purpose of the meeting and shall be delivered to all members of the Board of Directors at least two (2) days prior to the meeting. Notices of meetings mailed, e-mailed, faxed, telegraphed, or otherwise delivered to the Directors at their most recent addresses registered with the Secretary of the corporation shall be considered valid meeting notices. Robert's Rules of Order (latest revision) shall govern the meetings of the members, the Board of Directors, and the committees of the corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

Section 8. Quorum. A quorum shall consist of a majority of the then-elected Directors of the Board of Directors. In the absence of a quorum, a majority of the Directors present at any Board of Directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board of Directors. 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 taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

Section 9. Majority 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, shall be regarded as an act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the Nonprofit Public Benefit Corporations Code, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of Directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

Section 10. Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the Leader of the Board, or in absence thereof, a Board Member appointed by the Leader, or in absence of both thereof, a Leader pro tem shall be chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that in absence thereof, the presiding officer shall appoint another person to act as Secretary of the meeting.

Section 11. Action by Unanimous Written Consent Without Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all of the members of the Board shall individually or collectively consent in writing or by email to such action. For the purposes of this section only, "all members of the Board" shall not include any "Interested Director" as defined in Section 5233 of the Nonprofit Public Benefit Corporations Code. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors to so act, and such statement shall be prima facie evidence of such authority.

Section 12. Vacancies. A vacancy, or vacancies, in the Board of Directors shall be deemed to exist in the case of (1) the death, resignation or removal of any Director, and (2) whenever the authorized number of Directors is increased.

(A) The Board of Directors may declare vacant the office of a Director who had been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Sections 5230 and following of the Nonprofit Public Benefit Corporations Code.

(B) If any member of the Board of Directors shall fail to attend three (3) consecutive meetings of the Board of Directors without satisfactory cause, or is not otherwise actively participating in the programs of the corporation, or fails to abide by one or more decisions of the Board of Directors, the Board of Directors may, after communication with such Director, declare the position vacant and proceed to fill such vacancy.

(C) Any Director may resign effective upon giving written notice to the Leader of the Board, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

(D) The vacancy shall be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director, unless otherwise provided in the Articles of Incorporation. A Director who thus fills a vacancy shall serve for the unexpired term of his or her predecessor.

Section 13. Non-Liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 14. Indemnification by Corporation of Directors. To the extent that a person, who is, or was, a Director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against himself or herself, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of Section 5238 of the California Nonprofit Public Benefit Corporations Code.

Section 15. Insurance for Corporate Agents. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporations Code) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporations Code.

ARTICLE 5

OFFICERS

Section 1. General. The officers of the corporation shall be a Leader, Secretary, Treasurer, and other officers, as the Board of Directors may, from time to time, create by amendment to the Bylaws or by resolution of the Board.

Section 2. Election and Term of Office. Any Director may serve as an officer of this corporation. Officers shall be elected by the Board of Directors at the annual meeting of the Board. Each officer shall hold office until a successor is elected and qualified, or the officer resigns from office, is removed or is otherwise disqualified to serve. The term of office of each officer of this corporation shall be one (1) year or until a successor is elected. An officer may succeed himself or herself in office. Officers shall take office at the close of the meeting at which they are elected unless a different specific date has been stated.

Section 3. Removal and Resignation. An officer may be removed, either with or without cause, by the Board of Directors, at any time. An officer may resign at any time by giving written notice to the Board of Directors or to the Leader or Secretary of the corporation. Any such resignation shall take effect on the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to

make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

Section 4. Vacancies. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of Leader, such vacancy may be filled temporarily by appointment by the Leader until such time as the Board shall fill the vacancy. Vacancies occurring in the offices created by Board resolution in Section 1 of this Article may be filled at the Board's discretion.

Section 5. Duties. All officers shall perform the duties prescribed herein and shall assume such additional duties as may be required by law, by the Articles of Incorporation, by these Bylaws, by Board resolution, or which may be prescribed from time to time by the Board of Directors.

Section 6. Duties of Leader. The Leader shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. The Leader shall preside at all meetings of the corporation, the Board of Directors, and the Executive Committee unless another person is specifically appointed by the Board of Directors for that purpose. The Leader shall perform the usual duties of the office and serve as an ex officio member of all committees with the exception of the Nominating Committee. The Leader, with the approval of the Board of Directors, shall appoint the chairperson of all committees except the Nominating Committee. Except as otherwise expressly provided by law, by the Articles of Incorporation, by resolution of the Board, or by these Bylaws, the Leader shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 7. Duties of Secretary. The Secretary shall certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date, the minutes and records of the meetings of the corporation, the Board of Directors, and the Executive Committee, and the resolutions of the Board, and shall perform such other duties incident to the office of Secretary.

Section 8. Duties of Treasurer. Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation; collect, receive, and deposit funds of the corporation as directed by the Board of Directors; disburse or cause to be disbursed the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements; render periodic financial statements to the Board of Directors and such reports and accounts of the financial condition of the corporation as may from time to time be requested by the Leader, Executive Committee or Board of Directors and perform such other duties incident to the office of Treasurer.

ARTICLE 6

COMMITTEES

Section 1. The Executive Committee. There shall be an Executive Committee which shall consist of Leader, Secretary, Treasurer, and, at the discretion of the Leader, chair(s) of committee(s).

(A) Subject to review by the Board of Directors, the Executive Committee may exercise any and all powers of the Board of Directors in the management of the business and affairs of the corporation. The Executive Committee shall report its actions to the next regularly scheduled meeting of the Board of Directors.

(B) In the event of any vacancy in the Executive Committee, the members of said committee may nominate a replacement person and fill the vacancy by majority vote of the members present at any meeting of the Board of Directors.

Section 2. Nominating Committee. The Nominating Committee shall be elected annually by the Board at the annual meeting of the Board of Directors, and shall consist of at least three (3) members of SCVWS. The Nominating Committee shall include at least one member of the existing Board of Directors.

(A) The chair of the Nominating Committee shall be elected by its members.

(B) No individual shall serve on the Nominating Committee for more than two (2) consecutive years.

(C) The Nominating Committee shall nominate persons for election to the Board of Directors, offices of the Board of Directors, and membership on the Nominating Committee, at the annual meeting of the Board of Directors, and such other times as there are vacancies. Nothing in this subsection is intended to prevent the Board from accepting nominations from the floor.

Section 3. Other Committees. The Board of Directors may from time to time, establish various standing and/or ad hoc committees for the carrying out of functions of the corporation. The Leader shall appoint the chair and committee members. All committee members shall hold office from the time of their appointment until their successor has been elected or appointed, or until the work of the committee is completed. Meetings of each committee may be called by its chair, by the Leader of the Board of Directors, or by any two (2) members of such committee on three (3) days' notice.

ARTICLE 7

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. Execution of Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any Instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks in excess of \$6,000.00, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the Leader of the corporation. Indebtedness incurred by the corporation must be within the provisions of the budget adopted by the Board of Directors or pursuant to special appropriations made by the Board of Directors.

Section 3. Deposits. All funds received by the corporation shall be credited to the corporation and placed in depositories approved by the Board of Directors.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the charitable or public purposes of this corporation.

Section 5. Bonding. The Board of Directors may authorize the bonding of officers and staff having access to the funds of the corporation.

ARTICLE 8

CORPORATE RECORDS

Section 1. Maintenance of Corporate Records. The corporation shall keep at its principal office in the State of California:

(A) Minutes of all meetings of Directors and committees of the Board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

(B) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(C) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

Section 2. Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

Section 3. Annual Report. The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all Directors of the corporation. Said report shall contain the following information in appropriate detail:

(A) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

(B) The principal changes in assets and liabilities, including trust funds during the fiscal year.

(C) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(D) The expenses or disbursements of the corporation, both general and restricted to particular purposes, during the fiscal year.

(E) The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

ARTICLE 9

FISCAL YEAR

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

ARTICLE 10

AMENDMENTS

Section 1. Bylaws. These Bylaws may be amended at any meeting of the Board of Directors by a two-thirds vote of those entitled to vote who are present in person, after establishment of a quorum. Amendments to these Bylaws are subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations.

Section 2. Notice of Intent. All amendments must first be presented in writing to the Board of Directors by any member of the Board of Directors. Notice of intent to amend the Bylaws shall be sent to all members of the Board of Directors with the notice of the annual meeting or other regularly scheduled meeting. Copies of the proposed amendments shall be available at the office of the corporation and shall also be presented in the corporation's newsletter or on the corporation's website.

