

SOUTHERN CALIFORNIA RELOCATION COUNCIL BYLAWS
A California Nonprofit Mutual Benefit Corporation

1. NAME OF THE CORPORATION

The name of the corporation is SOUTHERN CALIFORNIA RELOCATION COUNCIL. The authorized abbreviation of the name is SCRC.

2. OFFICES OF THE CORPORATION

The office of the corporation is located at 114 N. Harbor Blvd., Fullerton, California. The Board of Directors may change the office from one location to another. Any change of location of the office shall be noted by the secretary on these bylaws, or this section may be amended to state the new location.

3. PURPOSES AND OBJECTIVES

A. General Purposes

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the California Nonprofit Mutual Benefit Corporation Law. The Southern California Relocation Council is a network of professionals within the relocation industry committed to education, support and the exchange of information as it relates to all aspects of the relocation industry.

B. Specific Purposes

Within the context of the general purposes stated above, this corporation shall:

- (1) Promote the exchange of information and to communicate innovations and ideas in the field of employee relocation.
- (2) Promote professional standards in the field of employee relocation.
- (3) Promote and conduct educational workshops and seminars in the field of employee relocation.
- (4) Through networking, share products and services that are available in the relocation field.

4. MEMBER: CLASSES AND ELIGIBILITY

There shall be one class of membership in the SOUTHERN CALIFORNIA RELOCATION COUNCIL which will encompass both Corporate and Service Members. Each member will have voting privileges and all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law. If the corporation is dissolved, those members shall receive a prorata distribution of all assets, exclusive of those held in charitable trust, remaining after payment of the obligations and debts of the corporation and provision for any other payment required under applicable law.

A. Membership shall be open to all organizations and individuals who are engaged in relocating employees into and out of the State of California, and are interested in furthering the study and solution of the problems encountered by relocated employees and their employers.

The number of representatives from any one company who can serve on the Board of Directors shall be determined by the Board of Directors on a case-by-case basis.

B. Should a Member leave the employ of the Member's company during the membership year, and the company has paid the membership fee, the company may reassign the membership to another employee.

C. Organizations and individuals whose primary business activity is in any of the following fields shall be eligible for membership

1. Corporations, government and or military agencies and their personnel, who serve transferring employees or members.
2. Real estate brokerage with an established relocation department,
3. Real estate appraising,
4. Residential property management,
5. Homebuilding,
6. Residential mortgage lending,

7. Title insurance,
8. Shipment of household goods,
9. Home Inspection,
10. Apartment and home rental search,
11. Organizations and /or Individuals who consult with corporations on:
 - (a) relocation policy development and/or administration
 - (b) site and/or facility analysis for purposes of office and plant locations.
12. Employment agencies including professional and executive recruiting organizations, spouse job placement,
13. Real estate publications,
14. Law firms involved in real estate or corporate relocation,
15. Other organizations providing any type of relocation service, directly or indirectly.

D. Each member shall pay separate membership dues.

E. Individual membership is not transferable. Company membership may be reassigned.

F. An acceptable membership application shall consist of all of the following:

- (1) A completed membership application form
- (2) Fully paid dues

5. ADMISSION TO MEMBERSHIP

Completed applications for membership as defined herein shall be addressed to the membership chairperson at the corporation's designated address. The membership chair has the authority to approve or reject applications based on the applicant's ability to meet the qualifications prescribed by these "Bylaws". Any question regarding rejection of membership shall be referred to the Board of Directors for review.

6. MEMBERSHIP TENURE

The membership year shall begin on January 1 and end on December 31 of each year.

7. DUES

Annual dues, in an amount established by the Board of Directors, shall be due on January 1 of each year and delinquent if unpaid by February 15 of each calendar year. Each individual member or organization shall be responsible for their dues. Any member whose dues are not paid by February 15th of each calendar year shall be notified that they are no longer a member in good standing with SCRC.

8. TERMINATION OF MEMBERSHIP

A. Any member may voluntarily terminate their membership by filing a written resignation with the secretary at least thirty (30) days prior to the date the resignation is to become effective and no prorata refund of dues shall be made.

B. Any member which, after appropriate hearing, is determined by a majority vote of all members of the Board of Directors to no longer meet the qualifications for membership shall be terminated as a member, effective immediately following such hearing and no prorata refund of membership dues, if any, shall be made.

C. Any member who engages in activities detrimental to the SCRC shall receive notification in writing from the Board of Directors. If such detrimental activity is continued, membership may be terminated after an appropriate hearing and a majority vote of the Board of Directors. Activities detrimental to SCRC shall include overt solicitation of business from Corporate or Service members or unauthorized distribution of membership lists.

D. Upon termination of membership for any reason, all rights, privileges, and other interests of such members in the SCRC shall cease.

9. BOARD OF DIRECTORS

A. Powers

(Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, the corporations' activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.) Committees are advisory and no decision on any matter affecting the SCRC shall be taken by any committee until such committee has obtained the approval of the Board.

B. Specific Duties--See Records and Reports for further duties.

A treasurer's report shall be provided at each Board meeting. A budget will be set and approved for the next function. Each committee chair will be responsible for a pre approved budget for their committee's portion of the total expenses. Any expense above the approved limit must be referred back to the Board for approval. On a case-by-case basis, the Board may vote to grant decision-making authority to a specific committee for a specific purpose.

C. Number and Qualification of Directors

The Board of Directors shall consist of the elected executive committee and up to four members-at-large which the President may appoint at his/her option. Each said appointment, if any, shall be approved by the Board of Directors. To be eligible for Board or Committee appointment, an individual must be a member of SCRC.

D. The executive committee of the corporation shall consist of five members.

E. The following officers shall be members of the executive committee:

- (1) President,
- (2) Vice President,
- (3) Treasurer,
- (4) Secretary,
- (5) Immediate Past President.

F. The following committee chairs will serve on the Board of Directors as voting members (subject to approval of the Board of Directors):

- (1) Communications,
- (2) Membership,
- (3) Program/meeting,
- (4) Structure/bylaws,
- (5) Community Support.

In the event that a committee chair or a board member fails to attend three consecutive meetings, the President will appoint a new committee chair and/or Board member. This condition may be waived by the Board on a case-by-case basis.

G. Duties of Officers: The duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the Board of Directors.

H. A majority of the authorized number of Directors for the current year shall constitute a quorum for the transaction of business, except to adjourn. 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 the act of the Board. (Subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law.)

I. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. 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 so, notice shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

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

K. In the event a vacancy of an office occurs, either by resignation or by failure to attend three consecutive meetings, such vacancy shall be filled by the Board which shall elect a member to serve until the next election of officers by members.

L. Regular meetings of the Board may be held without notice at such time and place as the Board may fix from time to time. Directors shall meet a minimum of five times a year. Directors are required to attend three Board meeting each year.

M. There shall be a minimum of two and a maximum of four general membership meetings held each year; dates and locations to be decided by the Board of Directors. A Quorum for general membership meetings shall be 25% of the membership.

N. Special meeting of the Board for any purpose may be called at any time by the President, any officer, or any two Directors.

10. OTHER COMMITTEES

The President may establish such additional committees as he/she deems appropriate, the chairs of each additional committee being appointed by the President with the approval of the Board. These chairs shall not be voting members of the Board.

11. ADVISORY COUNCIL

At the option of the President, an Advisory Council consisting of not less than three, but no more than five, members may be appointed and ratified by the Board of Directors for a term of one year.

12. ELECTIONS OF OFFICERS

A. Officers will be nominated by the Board of Directors. Acceptance of the nomination is required prior to the election. Any member not present but nominated at the meeting will receive a telephone call from the President prior to placing that member's name on the ballot. Ballots are to be mailed no later than December 15th.

B. Ballots will be mailed to all members in good standing and election results shall be announced at the first meeting of the new membership year. Officers shall be elected by simple majority vote. In the event of a tie, drawing will be made by lot by the Board.

C. The term of office for each officer and each committee chair shall be two years, commencing on the first day of the membership year.

13. VOTING RIGHTS OF GENERAL MEMBERSHIP

In the general election, each member shall be entitled to one vote.

14. MEETING OF OFFICERS

A. An orientation meeting for new officers and committee chairs shall be held following elections each year. All retiring and new officers shall attend. This meeting will not be held as a part of the regularly scheduled member functions but as a separate function, apart from the Board of Directors' meeting.

15. PAST PRESIDENTS

All Past Presidents, having completed their full term in office as President, are considered Members for Life, and membership fees are waived. A membership application will still be required annually.

16. RULES OF ORDER

Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meeting of all Board and committee meetings.

17. INDEMNIFICATION

A. Right of Indemnity

To the fullest extent permitted by law, this corporation shall indemnify its Directors 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 Section 7237(a) of the California Corporations Code, and including an action by or in the right of the corporation, by reason of the fact that the person is a person described in that Section.

B. Approval of Indemnity

On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine whether the applicable standard of conduct set forth in those Sections has been met, and, if so, the Board shall authorize indemnification.

C. Advancement of Expenses

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 Sections 7237(b) and (c) of the California Cooperation Code, in defending any proceeding covered by those Sections 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 determined that the person is entitled to be indemnified by the Corporation for those expenses.

18. INSURANCE

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, and other agents, against any liability asserted against or incurred by any officer, director, or agent in such capacity or arising out of the officer's, director's, or agent's status as such.

19. RECORDS AND REPORTS

A. Maintenance of Corporate Records

The corporation shall keep:

- (1) Adequate and correct books and records of account;
- (2) Written minutes of the proceedings of its members, Board; and
- (3) A record of each member's name, address, and class of membership.

B. Members' Inspection Rights

(1) Membership Records

Subject to Division 2, Part 3, Chapter 13, Article 3 (commencing at Section 8330) of the California Corporations Code and 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:

- (a) Inspect and copy the records of member's names, addresses, and voting rights during business hours on five days' prior written demand on the corporation, which demand must state the purpose for which the inspection rights are requested; or
- (b) Obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for the election of Directors as of the most recent record date for which that list has been compiled. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the member on or before the later of ten days after (i) the demand is received or (ii) the date specified in the demand as the date as of which the list is to be compiled.

The corporation may, within ten 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 that 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.

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.

(2) Accounting Records and Minutes

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, and 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.

C. Maintenance and Inspection of Articles and Bylaws

The corporation shall keep at its principal office the original or a copy of the articles of incorporation and bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

D. Inspection by Directors

Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, and physical properties. 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 documents.

20. 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 and the plural includes the singular and the term "person" includes both a legal entity and a natural person.

21. AMENDMENTS

A. Amendment by Board

Subject to the rights of members under these bylaws the Board may adopt, amend, or repeal bylaws unless the action would:

- (1) Materially and adversely affect the members' rights as to voting or dissolution;
- (2) Increase or decrease the number of members authorized in total;
- (3) Effect an exchange, reclassification, or cancellation of all or part of the memberships; or
- (4) Authorize a new class of membership.

B. Changes to Number of Directors

Once members have been admitted to the corporation, the Board may not change any bylaw provision that would:

- (1) Fix or change the authorized number of Directors; or
- (2) Change from a fixed number of Directors to a variable number of Directors or vice versa.
- (3) Without the approval of the members, the Board may not adopt, amend, or repeal any bylaw that would:
 - (a) Increase or extend the terms of Directors;
 - (b) Increase the quorum for members' meetings.

C. Amendment by Members

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the members.

Any provision of these bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by vote of that greater number. No amendment may extend a director's term beyond that for which the director was elected.