

**SOUTHERN CALIFORNIA RELOCATION COUNCIL BYLAWS**  
A California Nonprofit Mutual Benefit Corporation

**1. NAME OF 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 8851 Gainsborough Avenue, San Diego, CA 92129. The Board of Directors (herein abbreviated The Board) 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 prorated 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 shall be determined by The Board on a case-by-base 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 can reassign the membership to another employee. Individual membership may not be reassigned to another party.

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 inspections
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 non-corporate member shall pay separate membership dues.

E. 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

Applications for membership as well as applicable annual dues as defined herein, shall be completed online through SCRC's website. The membership chair has the delegated authority to approve or reject any application based on the applicant's ability to meet the qualifications prescribed by these Bylaws. Any rejection of membership shall be referred to The Board 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 are due and payable by February 15<sup>th</sup> of each calendar year. Each individual member or organization shall be responsible for their dues. Any member whose dues are not paid by February 15<sup>th</sup> 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 prorated refund of dues shall be made.

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

C. Any member who engages in activities detrimental to SCRC shall receive notification in writing from The Board. If such detrimental activity is continued, membership may be terminated after an appropriate hearing and a majority vote of The Board. 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 SCRC shall cease.

## 9. THE BOARD

### 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.) Committees are advisory and no decision on any matter affecting SCRC shall be taken by any committee until such committee has obtained the approval of The Board.

### B. Specific Duties – See Record 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 expense. 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 shall consist of the executive committee, appointed committee chairs, special appointments, and up to four (4) members-at-large. At an appropriate time, the president will present nominees collectively to The Board for approval. Special appointments may include; reporter and photographer. To be eligible for the elected officers, an individual must be a member in good standing of SCRC and served as a committee chair for a minimum of one term. To be eligible for a committee chair, an individual must be a member in good standing of SCRC. Exceptions must be approved by The Board.

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

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

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

### F. Once appointed by the president and approved by the executive committee, the following committee chairs will serve as full members on The Board with voting rights.

- (1) Programs/Speakers Chair
- (2) Programs/Venue Chair
- (3) Communications
- (4) Membership
- (5) By-Laws
- (6) Community Support
- (7) Sponsorship
- (8) Members at Large
- (9) Advisory Council

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

### H. A majority of the authorized number of The Board 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 Board 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 Board 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 Board 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 a Director occurs, either by resignation or by failure to attend three consecutive Board meetings, the president shall present names individually or collectively to The Board. Such vacancy shall be filled by The Board which shall elect a member to serve until the next election of officers by members.

L. The Board shall meet a minimum of five times a year. Directors are required to attend a minimum of three Board meetings each year. Ad-hoc meetings of The Board may be held without notice at such time and place as The Board deems appropriate. Meeting minutes must be taken and distributed for all regularly scheduled and ad-hoc meetings. Minutes should be forwarded to The Board within 30 days of a meeting.

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. A quorum for general membership meetings shall be 25% of the membership.

#### 10. ADVISORY COUNCIL

At the option of the president, an advisory council, consisting of 2-3 individuals, but no more than 5 may be appointed and ratified by The Board for a term of two years. An "Advisor" to The Board may serve consecutive terms if appointed and ratified by The Board. An "Advisor" is a voting member of The Board. Advisory council members should include individuals with past SCRC history, serving on The Board or other such experience.

#### 11. ELECTIONS OF THE EXECUTIVE COMMITTEE

A. The executive committee (absent the immediate past president position) will be nominated by The Board. Acceptance of the nomination is required prior to the election. Any member not present, but nominated at the meeting will be contacted by the immediate past president prior to placing that member's name on the ballot.

B. Ballots will be emailed no later than December 15<sup>th</sup> to all members in good standing and election results shall be announced at the first meeting of the new membership year. The executive committee (absent the immediate past president position) shall be elected by simple majority vote of the general membership. In event of a tie, drawing will be made by lot of The Board.

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

#### 12. VOTING RIGHTS OF GENERAL MEMBERSHIP

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

#### 13. MEETING OF DIRECTORS

An orientation meeting for new Directors shall be held following elections each year. All retiring and new Directors shall attend. This meeting will not be held as a part of the regularly scheduled board meeting.

#### 14. PAST PRESIDENTS

All past presidents, having their full term in office as president are considered "Members for Life" and membership dues are waived. A membership application will be required.

## 15. 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.

## 16. 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 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) of Section 7237(c) of the California Corporations Code, The Board shall promptly determine whether the applicable standard of conduct set forth in those Sections had been met, and, if so, The Board shall authorize indemnification.

### C. Advancement of Expenses

To the fullest extent possible 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.

## 17. 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.

## 18. 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.

### 19. 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 legal entity and a natural person.

### 20. 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.