

BYLAWS
OF
NORTHWEST COUNCIL OF CAMERA CLUBS

ARTICLE I.

Membership

1. Classes. The Northwest Council of Camera Clubs (referred to as the "Council" herein, also referred to as the "NWCCC") has one class of members, being Camera Clubs or photography groups. Upon application and payment of dues as prescribed in Section 4 of this Article, any Club, or group, primarily interested in photography and located within the territorial limits of this Council, may be admitted to membership by the Board of Directors of the Council.

2. Territorial Limits. The territorial limits of this Council shall include the State of Washington and the Province of British Columbia. The territorial limits may be extended by Bylaws Amendment if Clubs from adjacent States or Provinces are approved for membership in this Council.

3. Fiscal Year, Dues. The fiscal year of this Council shall be the calendar year from January 1 through December 31. Dues shall be due on January 1, and shall be considered delinquent by January 31. Clubs which have paid their dues within said thirty-day period shall be considered Active Member Clubs. Clubs which have not paid their dues within said thirty-day period shall be considered Inactive Member Clubs. Automatic termination of membership will take place for any Club which has failed to pay its dues within ninety days after January 1 of each year. Any Member Club which performs an act to the detriment of the Council may be suspended or terminated (becoming an Inactive Club) or terminated by a majority vote of the Board of Directors. The Suspended or Terminated Club may be readmitted upon such terms as the Board of Directors may determine. Inactive Member Clubs will not be able to participate in Council activities and events; and Council Directors who are members of Inactive Member Clubs will not be able to vote on Board of Directors' business. If any Club is elected to membership after the start of the Council fiscal year, the dues shall be pro-rated for the remainder of the fiscal year.

4. Composition of Annual Dues. Annual dues for each Member Club shall be as follows: Annual Council dues for each Club with less than ten (10) people shall be \$10.00, and Annual dues for each Club with more than ten (10) people shall be \$20.00.

5. Suspension or Termination of Member Club. Any Member Club which performs an act to the detriment of the Council may be suspended or terminated by a majority vote of the Board of Directors. A Suspended Club would lose its right to vote and participate in Council activities or events unless those activities or events are open to the public generally. A Terminated Club would lose its membership and rights of membership in the Council. A Suspended Club may be readmitted on such terms as the Board of Directors may determine.

ARTICLE II.

Meetings of Members

1. Annual Meetings. The annual meeting of the members is also described as the "Annual Convention of Delegates".

A. Delegates. This is the legislative group of the organization. Each Member Club shall select one Delegate who shall represent that Member Club in the Convention of Delegates meeting for the ensuing year. Each Member Club may also select an Alternate Delegate to serve if the Delegate is unable to attend any Convention of Delegates meeting. The name of the Delegate and the name of the Alternate Delegate shall be given to the Secretary or to the President of the Council whenever a change of individual in either position occurs. A Delegate or Alternate Delegate can also be elected or appointed to the Board of Directors in accordance with these Bylaws.

B. Motions by Delegates or Alternate Delegates. In the proceedings of the Convention of Delegates, motions may be placed before the Convention of Delegates by Delegates or Alternate Delegates. Any member of a Member Club shall be entitled to speak on motions, and request that the Convention consider a specific subject.

C. One Vote Per Club, Quorum. Each Member Club shall have one vote on motions brought before the Convention of Delegates. Such vote shall be cast by the Delegate or the Alternate Delegate. Clubs holding twenty-five percent (25%) of the votes entitled to be cast at the Convention of Delegates Meeting, shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the Members present at the Meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the Member Clubs.

D. Date or Change of Date for Convention of Delegates. The Annual Meeting of Delegates (Annual Convention of Delegates) shall be held during the first full weekend (Friday, Saturday, Sunday) of November of each year; provided, however, that the Board of Directors shall be able to select an alternative date, preferably during the months of October or November, to avoid conflict with other major photographic events or organizations, or because of availability of speakers or facilities.

E. Notice of Annual Meeting of Delegates (Annual Convention of Delegates). Notice of this meeting shall be delivered to the President and Secretary of each Member Club, not less than thirty (30) days nor more than fifty (50) days prior to said meeting, by mail, telephone, fax, e-mail, Council website or newsletter, or any other common method of communication. The notice shall contain a request for confirmation of names of the Club Delegate and Alternate Delegate to be delivered to the Council Secretary at least one week prior to the Convention of Delegates meeting.

F. Annual Conference with Convention of Delegates. The Council's Board of Directors shall sponsor a yearly photographic event which may be held simultaneously with the Annual Convention of Delegates Meeting.

2. Special Meetings.

A. Special Meetings. Special Meetings of the Member Clubs, are meetings other than the Annual Convention of Delegates Meeting, and may be called for any purpose or purposes, at any time, to be attended by the Delegates or Alternate Delegates for each Member Club.

B. Motions by Delegates or Alternate Delegates. In the proceedings of Special Meetings, motions may be placed before the Special Meeting of Delegates by Delegates or Alternate Delegates. Any member of a Member Club shall be entitled to speak on motions, and request that the Special Meeting consider a specific subject.

C. One Vote Per Club, Quorum. Each Member Club shall have one vote on motions brought before the Special Meeting of Delegates. Such vote shall be cast by the Delegate or Alternate Delegate. Clubs holding twenty-five percent (25%) of the votes entitled to be cast at any Special Delegates Meeting, shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the Members present at the Meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the Member Clubs.

D. Time, Who May Call, Notice. Special Meetings may be called at any time by the President of the Council or by the Board of Directors, at such time and place as the President or the Board of Directors may prescribe. Special Meetings of the Member Clubs may also be called by Member Clubs having a majority of the votes entitled to be cast at such a meeting; and in the event such be the case, it shall be the duty of the Secretary upon request by such Member Clubs, to call such a Special Meeting (also described as a Special Meeting of Delegates), to be held at such time and place as the Secretary may fix, not less than thirty (30) days nor more than fifty (50) days after the receipt of said request; and if the Secretary shall neglect or refuse to issue such call with five (5) days of such receipt, the Members making the request may issue the call specifying therein the time and place of the Meeting. In the case of a Special Meeting,

the purpose or purposes for which the Meeting is called, shall be delivered with the request for the Meeting and listed on the Notice for the Meeting.

ARTICLE III.

Board of Directors

1. Powers and Qualifications. Any current dues-paying Member or Life Member of a Member Club is qualified to serve on the Board of Directors of the Council. A Director can also serve as a Delegate or Alternate Delegate for a Member Club. If a Member Club withdraws from the Council, any person elected to the Board of Directors on the basis of membership in that specific Club shall be automatically removed from the Board of Directors and replaced in accordance with the vacancy provisions of this Article. Each Member Club is encouraged but not required to submit the name of a member of that Club or a member of another Member Club, for election or appointment to the Council Board of Directors, in order to give each Member Club a voice and vote on matters coming before the Board of Directors.

2. Number. The number of Directors of the Council shall be twelve (12) persons who are elected in accordance with Section 3 of this Article. Additional Directors, not to exceed eight (8), to serve one-year terms, may be appointed by the President, with the approval of a majority of the Board of Directors. The Board of Directors by amendment of these Bylaws may increase or decrease the number of Directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent, or reducing the number of Directors to less than five (5), the minimum prescribed in the Articles of Incorporation. An increase in the number of elected or appointed positions might be required in order to encourage Board participation by new Member Clubs.

3. Election and Term. The Directors shall be elected from the Member Clubs by the Convention of Delegates at the Annual Convention of Delegates Meeting each year. The elected Directors shall serve for three (3) years in staggered terms, with four terms ending each year, providing for Board continuity. Once elected, the Directors will hold office until the expiration of the term of their respective terms and until their respective successors are elected and qualified. While there is no limit on the number of three-year terms that a Director can serve, Directors who have served at least two (2) three-year terms are encouraged not to renew for an additional three-year term unless there is no candidate for that Director position.

4. Executive Committee. The Board of Directors by resolution adopted by a majority of the Directors in office may designate and appoint an Executive Committee which shall consist of two (2) or more Directors and which shall have and exercise such authority of the Board of Directors in the management of the Council as may be specified in said resolution; provided, that no such Committee shall have the

authority of the Board of Directors in reference to amending, altering or repealing the By-laws, electing, appointing or removing any Member of any such Committee or any Director or Officer of the Council; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Council; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Council; authorizing the voluntary dissolution of the Council or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Council; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such Committee. The designation and appointment of any such Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him by law.

5. Vacancies. The Board of Directors shall have the power to fill any vacancy occurring in the Board and any directorship to be filled by reason of an increase in the number of Directors by Amendment to these Bylaws. Vacancies may be filled by appointment by the President, with the approval of a majority of the Board of Directors. The Director appointed or elected, as the case may be, to fill a vacancy, shall be elected or appointed for the unexpired term of his predecessor in office. Any Director appointed by the Board by reason of an increase in the size of the Board shall stand for election for the remainder of the specified term for such position at the next Annual Convention of Delegates Meeting.

ARTICLE IV.

Meetings of Board of Directors

1. Annual Meeting. The Annual Meeting of the Board of Directors shall be held immediately after the Annual Membership Meeting (Annual Convention of Delegates). Said meeting shall be held at the same place as the membership meeting unless some other place shall be specified by resolution of the membership at such meeting.

2. Regular Meetings. Regular Meetings of the Board of Directors shall be held on the second Saturday of each odd-numbered month.

3. Special Meetings. Special Meetings of the Board of Directors may be held at any place, at any time, whenever called by the President or Secretary, or any five (5) or more Directors.

4. Notice of Meetings. No notice of the Annual Meeting or regular Bi-monthly Meetings of the Board of Directors shall be required. Notice of the time and place of any Special Meetings of the Board of Directors shall be given by the Secretary, or by the person or persons calling the meeting, by mail, e-mail, telegram, or by personal

communication over the telephone or otherwise, at least ten (10) days prior to the date on which the meeting is to be held. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where the Director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of the Board of Directors need be specified in the notice or any waiver of notice of such meeting.

5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business. The act of the majority of Directors present at a meeting at which a quorum is present, shall be the act of the Board of Directors. At any meeting of the Board of Directors at which a quorum is present, any business may be transacted, and the Board may exercise all of its powers.

6. Voting. Motions put before the Board of Directors shall be voted upon by elected and appointed Directors only. Persons chairing, or serving on, a Committee, shall not have a vote on any such motions, unless they are also an elected or appointed Director.

ARTICLE V.

Actions by Written Consent

Any Council action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington to be taken at a meeting of the Members or Directors of the Council, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members or Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

ARTICLE VI.

Waiver of Notice

Whenever any notice is required to be given to any Member or Director of the Council by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE VII.

Indemnification of Directors and Officers

Each Director or Officer now or hereafter serving the Council and each person who at the request of or on behalf of the Council is now serving or hereafter serves as a Director or Officer of any other corporation, whether for profit, or not for profit, and his respective heirs, executors, and personal representatives, shall be indemnified by the Council against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such trustee, director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any Bylaw, agreement, vote of Board of Directors or Members, or otherwise. Each Director and Officer shall be indemnified to the fullest extent permitted by the laws under which this Council is formed. The Board of Directors may obtain insurance on behalf of any person who is a Director or Officer or employee or agent, against any liability arising out of that person's status as such, whether or not the Council would have the power to indemnify the person against such liability.

ARTICLE VIII.

Officers

1. Officers Enumerated. The Officers of the Council shall be elected from the Board of Directors and shall include a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be deemed necessary by the Board of Directors, each of whom shall be annually elected by the Board of Directors, and shall serve until their successors are duly elected and qualified. Any two or more offices may be held by the same person, except the offices of President and Secretary, and only elected Directors may hold these Officer positions. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board of Directors may prescribe.

2. The President. The President shall exercise the usual executive powers pertaining to the Office of President. The President shall preside at all regular and special meetings of the Council, the Convention of Delegates, and the Board of Directors. Subject to the approval of the Board of Directors, the President shall have general control and management of the affairs of the Council, form committees and appoint a chairperson for each committee.

3. The Vice President. In the absence or disability of the President, the Vice President shall act as President.

4. The Secretary. The Secretary shall keep a record of all proceedings in regular and special meetings of the Convention of Delegates and the Board of Directors, shall send out notices of regular and special meetings of the Convention of Delegates and special meetings of the Board of Directors, administer the membership register, sign and execute with the President when necessary all bonds, contracts, and other obligations, or instruments, in the name of the Council, and to perform such other duties as are assigned by the President.

5. The Treasurer. The Treasurer shall have the care and custody of and be responsible for all funds and investments of the Council, and shall cause to be kept regular books of account. The Treasurer shall cause to be deposited all funds and other valuable effects in the name of the Council in such depositories as may be designated by the Board of Directors, make a report at all regular meetings of the Board of Directors and at the Annual Convention of Delegates, perform other duties that may be required of the Treasurer by the President, and perform all duties incident to the Office of Treasurer. The Treasurer may be required to furnish a bond, at the expense of the Council. If a bond is required, the Board of Directors shall fix the amount of the bond, and approve the bonding company.

6. Vacancies. Vacancies in any office arising from any cause may be filled by appointment by the President, with the approval of a majority of the Board of Directors. Those appointed shall serve during the unexpired term, or until their successors are elected and qualified.

7. Other Officer Positions. Additional Offices and/or Committees may be created by the Board of Directors and/or the President with the approval of the Board of Directors. Appointment to such positions shall be by the President, and those persons so appointed shall hold office at the pleasure of the President.

8. No Compensation. All elected and appointed Directors, Officers and Committee Members, shall serve the Council without compensation and without reimbursement for meals, hotel accommodations, travel costs, or similar personal expenses.

9. Removal. Any Officer elected or appointed may be removed by the Board of Directors whenever in its judgment the best interests of the Council will be served thereby. The removal of any Officer shall be without prejudice to the contract rights, if any, of the Officer so removed; provided, that election or appointment of any Officer or agent shall not of itself create contract rights.

ARTICLE IX.

Authority to Make, Alter, Amend or Repeal Bylaws

1. By the Member Clubs. These Bylaws may be altered, amended or repealed at any Regular or Special Meeting of the Members if notice of the proposed alteration or amendment is contained in the Notice of the Meeting.

2. By the Board of Directors. In accordance with Article VII of the Articles of Incorporation, these Bylaws may be amended, altered or repealed by the affirmative vote of a majority of the Board of Directors at any Regular or Special Meeting of the Board of Directors if notice of the proposed alteration or amendment is contained in the Notice of the Meeting.

ARTICLE X.

Administrative and Financial Provisions

1. Loans Prohibited. No loans shall be made by the corporation to any officer or to any director.

2. Books and Records. The Council shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Members, Board of Directors, and Committees having any of the authority of the Board of Directors; and shall keep at its Registered Office a register of the names and addresses of its Members entitled to vote. All books and records of the Council may be inspected by any active member, or his agent or attorney, for any proper purpose at any reasonable time.

3. Rules of Procedure. The rules of procedure at meetings of the Membership and of the Board of Directors of the Council shall be the rules contained in Robert's Rules of Order on Parliamentary Procedures, as amended, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or with any resolution of the Board of Directors.

Nov. 6, 2004


JOANI EASTERLUND, Secretary