

BYLAWS
OF
SANTIAGO CANYON COLLEGE GEMOLOGY ALUMNI
ASSOCIATION
a California Non Profit Public Benefit Corporation
As of June 22, 2019

The name of the organization is Santiago Canyon College Gemology Alumni Association (hereafter referred to as "the corporation" or "the organization" or "SCCGAA"). The organization is organized in accordance with the Nonprofit Corporation Act of California, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

ARTICLE I
PURPOSE

Section 1. Purpose. The objectives of this corporation shall be to encourage interest and education in gemology, to provide educational opportunities for members and the public, and to support the Gemology program at Santiago Canyon College as well as other accredited gemological programs approved by the Officers.

ARTICLE II VOTING MEMBERSHIP

Section 1. Qualifications. Any individual 18 years or older who is dedicated to the purpose of the corporation, who has paid the annual membership fee, and whose membership has not been terminated under Section 4 of this article shall be a member in good standing.

Section 2. Membership Term and Dues. Membership shall run from August 1st through July 31st of the following year. Dues are \$20 per year and are non-refundable.

Section 3. Rights of Membership. Members shall have the right to participate in programs organized by the corporation, and to elect the Officers at the annual meeting as set forth in Article V (Voting at Membership Meetings).

Section 4. Termination of Membership. Membership may be terminated under one or more of the following conditions:

1. The resignation of the member.
2. The death of the member.
3. The failure of the member to pay the annual dues.
4. The determination by the Officers that the member has failed in a material and serious degree to observe the rules of conduct governing the corporation.

Following a determination that a member should be expelled under the conditions noted above, a notice shall be sent by registered mail to the most recent address of the member as shown in the corporation's records. The notice shall be sent at least 30 days prior to the effective date of the proposed expulsion.

Section 5. Appeal of Termination of Membership. Any member who has received a notice of termination has the right to appeal the Officers' decision. Notice of appeal should be sent to the Secretary of the corporation via registered mail within 7 days of receipt of the notice of termination.

In the event that an appeal is filed, the member's appeal will be heard and decided by the Appeals Committee, as defined in Article VI, within 14 days of the appeal being filed, and the decision shall be communicated verbally to the member filing the appeal and the Officers within 1 day, followed up by a written report of the decision delivered via registered mail.

Section 6. Transfer of Membership. Membership is non-transferrable.

ARTICLE III MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. An annual meeting of the membership shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held during the month of June at the time and place designated by the Officers, in accordance with Section 4 of this Article.

Section 2. Special Meetings. Special meetings of the membership may be requested by any of the Officers or by a petition signed by 10% of the members in good standing. Petitions from the membership requesting a special meeting shall be delivered to the Secretary either in person or via registered mail. A special meeting is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 3. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and shall state the purpose(s) of the meeting. Such notice shall be mailed to the members of record at the address shown on the corporate books. Alternatively, notice may be given via email. Notice shall be issued least 14 days prior to the meeting.

Section 4. Place of Meeting. Meetings shall be held at a location determined by the Officers and shall be located within the State of California, County of Orange.

ARTICLE IV QUORUMS

Section 1. Quorum for Meetings of the Board of Directors. A majority of the Officers shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the officers may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The Officers present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some Officers results in representation of less than a quorum.

Section 2. Quorum for Meetings of the Membership. 33-1/3% of the members in good standing shall constitute a quorum at a meeting of the membership. In the absence of a quorum, a majority of the members may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The members present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some members results in representation of less than a quorum.

ARTICLE V
VOTING AT MEMBERSHIP MEETINGS

Section 1. Eligibility to Vote. Any individual who is a member in good standing at the time of a meeting where voting is to occur is eligible to vote.

Section 2. Means of Voting. Voting may be either by a show of hands or by written ballot.

1. At the Annual Meeting, if there are more candidates for Officers than there are open positions, voting shall be by written ballot.
2. Cumulative voting shall not be permitted. In the case of electing Officers, the maximum number of votes a voting member shall have is equal to the number of open positions. A voting member is not required to cast all their eligible votes, but they may not cast more than 1 vote for any given candidate.
3. If any other issue presented to the membership for voting is of a sensitive or controversial nature, a vote by ballot may be requested by communicating such a request to the Secretary at least 2 days prior to the meeting.

Section 3. Absentee Voting. Absentee voting may be allowed either by mail-in ballot or via an approved, secure online system which protects the integrity of the voting process.

1. A vote of the majority of the Officers of the corporation is required to authorize absentee voting, except in the case of filling a vacancy among the Officers as described in Article VI Section 9 "Removal/Vacancies".
2. Notice of the right to vote absentee must be given to the membership at least 5 days in advance of the meeting.
3. Absentee voting shall be conducted in such a way as to ensure the integrity of the voting process. Votes shall be anonymous, procedures must ensure that one and only one vote is cast per member in good standing, and results shall be tallied by an objective party. An example of a tool which might be used for absentee voting is <https://electionrunner.com/> or https://help.surveymonkey.com/articles/en_US/kb/Can-I-create-a-poll-or-voting-environment

Section 4. Election of Officers. Officers shall be elected at the Annual Meeting.

1. Any member in good standing may be nominated to stand for a position as an Officer. A member may nominate himself/herself, or he/she may be nominated by another member in good standing.
2. A call for nominations shall be issued to the membership, either via postal mail or via email, at least 30 days, but not more than 60 days, prior to the Annual Meeting.

3. Nominations shall be accepted up to one week in advance of the Annual Meeting.
4. Officers shall be elected by the membership at the Annual Meeting in accordance with these bylaws.

ARTICLE VI OFFICERS

Section 1. Number of Officers. The organization shall be managed by Board of Directors consisting of five (5) Officers. The officers of the organization shall be a President, First Vice-Presidents, Second Vice-President, a Treasurer, and a Secretary.

President/Chairman. The President shall be the chief executive officer and shall preside at all meetings of the Officers.

First Vice President. The First Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.

Second Vice President. The Second Vice President shall perform the duties of the First Vice President in the absence of the First Vice President, or in the event that the First Vice President takes over the role of President, and shall assist that office in the discharge of its leadership duties.

Secretary. The Secretary shall give notice of all meetings of the Officers and Membership, shall keep an accurate list of the officers, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Officers' meetings and all membership or committee meetings.

Treasurer/CFO. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Officers, and shall make reports of corporate finances as required, but no less often than at each meeting of the Officers.

Section 2. Election and Term of Office. The Officers shall be elected at the annual meeting. Each Officer shall serve a term of 1 year(s), or until a successor has been elected and qualified.

Section 3. Quorum. A majority of Officers shall constitute a quorum.

Section 4. Adverse Interest. In the determination of a quorum of the Officers, or in voting, the disclosed adverse interest of an officer shall not disqualify the officer or invalidate his or her vote, unless 2 or more of the non-conflicted officers vote that the officer with an adverse interest should be recused.

Section 5. Regular Meeting. The Officers shall meet immediately after the election for the

purpose of assigning the roles of President, First Vice President, Second Vice President, Secretary, and Treasurer from among the elected officers. They may also appoint new committee chairpersons or transact such other business as may be deemed appropriate. The Officers may provide, by resolution, for additional regular meetings of the Officers without notice other than the notice provided by the resolution.

Section 6. Special Meeting. Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing 10 days' written notice by ordinary United States mail, effective when mailed, or by email. Minutes of the meeting shall be sent to the Officers within two weeks after the meeting. A special meeting is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the participants have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted, pose questions, and make comments.

Section 7. Procedures. The vote of a majority of the Officers present at a properly called meeting at which a quorum is present shall be the act of the Officers, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. An officer of the organization who is present at a meeting of the Officers at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Officers shall keep written minutes of its proceedings in its permanent records, and these minutes shall be made available to any member in good standing who requests them.

Section 8. Informal Action. Any action required to be taken at a meeting of Officers may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Officers.

Section 9. Removal / Vacancies. An officer shall be subject to removal, with or without cause, at a meeting of the Officers called for that purpose. Any vacancy that occurs for any reason shall be filled by a candidate receiving a majority vote of the Officers. If no candidate receives a majority vote, the Board of Directors shall call for nominations and shall call for a vote of the membership according to Article V Section 3 "Absentee Voting" to elect a new director within 30 days of the removal or vacancy. An officer elected to fill a vacancy shall serve the remaining term of his or her predecessor.

Section 10. Committees. To the extent permitted by law, the Officers may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees. The following are the standing committees of the corporation.

1. Appeals Committee. This committee shall consist of at least 3 but not more than 5 members in good standing who are not also serving as directors. Members wishing to participate in this committee should put their names forward at the Annual Meeting for selection and approval by the Officers. The purpose of this committee is to review an appeal submitted by a member who has received a notice of termination of membership as per Article II.

**ARTICLE VII
CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The organization shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Officers.

**ARTICLE VIII
AMENDMENT TO BYLAWS**

The bylaws may be amended, altered, or repealed by a majority vote of a quorum vote at any regular or special meeting of the membership. The text of the proposed change shall be distributed to all members at least ten (10) days before the meeting.

**ARTICLE IX
INDEMNIFICATION**

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

**ARTICLE X
RECORDS AND REPORTS**

Section 1. Inspection Rights. Any member in good standing shall have the right to inspect and copy records of the corporation, including, but not limited to, membership lists, bylaws, meeting minutes, and financial records. Requests for such reports should be made to either the President or the Secretary and delivered via registered mail or email. The requested records shall be provided within seven (7) days.

Section 2. Fiscal Year. The fiscal year shall run from August 1st through July 31st of the following calendar year.

ARTICLE XI DISSOLUTION

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

Certification

Lothar Vallot, President of Santiago Canyon College Gemology Alumni Association, and John Eyre, Secretary of Santiago Canyon College Gemology Alumni Association certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the Board of Directors on June 22, 2019.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the Board of Directors on June 22, 2019.

Lothar Vallot, President

John Eyre, Secretary