

BYLAWS
OF
KINGWOOD PHOTO CLUB

ARTICLE I - OFFICES

1. REGISTERED OFFICE AND AGENT

The registered office and registered agent of the Kingwood Photo Club (“Corporation”) shall be set forth in the Corporation's Certificate of Formation. The registered office or the registered agent may be changed by resolution of the Board of Directors, upon making the appropriate filing with the Secretary of State.

2. PRINCIPAL OFFICE

The principal office of the Corporation shall be located at Kingwood United Methodist Church, 1799 Woodland Hills, Kingwood, Texas 77339. The Board of Directors shall have the power to change the location of the principal office at any time.

ARTICLE II – MEMBERS

1. CLASSES OF MEMBERS

The Corporation shall have two classes of Membership – individual and family. Individual Members are entitled to one vote per Member. Family Memberships are entitled to a maximum of two votes per family. Family Memberships with more than two persons in that family carried on the Family Membership shall forfeit the votes of any family members greater than two.

Requirements to be a Member in good standing shall be set by the Board of Directors.

Membership in this Corporation is not transferable or assignable.

Membership dues shall be fixed by the Board of Directors.

2. MONTHLY MEETING OF MEMBERS

Monthly meetings shall be held at a time and place chosen by the Board of Directors.

3. ANNUAL MEETING OF MEMBERS

An annual meeting shall be held during the month of November at which time the Members shall elect new Directors to replace those whose terms are expiring. Initially two Directors shall be

elected for a term of one (1) year, two Directors shall be elected for a term of two (2) years and two Directors shall be elected for a term of three (3) years. A Director shall hold office until the next election of Directors and until said Director's successor shall have been elected, appointed, or designated and qualified.

Failure to hold the annual meeting at the designated time shall not cause a dissolution of the Corporation. In the event the Board of Directors fails to call the annual meeting at the designated time, any Member may make written demand that such meeting be held within a reasonable time.

4. NOTICE OF MEMBERS' MEETING

Written notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to all Members not less than ten (10) nor more than sixty (60) days before the date of the meeting, by electronic transmission, through the Corporation's website, or by regular mail by or at the direction of any officer calling the meeting.

5. SPECIAL MEMBERS' MEETINGS

Special meetings of the Members may be called by the President, the Board of Directors or by Members having not less than one-tenth of the votes entitled to be cast at such meeting. Only business within the purpose described in the notice may be conducted at a special meeting of the Members.

6. VOTING OF MEMBERS

A Member may vote in person or by proxy executed in writing by the Member or by the Member's duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution.

The vote of the majority of the votes entitled to be cast by the Members present, or represented by proxy at a meeting at which a quorum is present, shall be the act of the Members meeting, unless the vote of a greater number is required by law, the Certificate of Formation, or these Bylaws.

Any vote may be taken by voice or show of hands.

7. QUORUM OF MEMBERS

Members holding one-tenth of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. Once a quorum is present at a meeting of Members, the Members represented in person or by proxy at the meeting may conduct such business as is properly brought before the meeting. If less than a quorum is present, no business shall be conducted at that meeting and the Board of Directors shall select a new date and time for the business of the meeting.

ARTICLE III - DIRECTORS

1. BOARD OF DIRECTORS

Management of the affairs of the Corporation shall be vested in the Board of Directors. To the extent not limited or prohibited by law, the Certificate of Formation or these Bylaws, the powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors of the Corporation. Directors need not be residents of the State of Texas or Members of the Corporation unless the Certificate of Formation or these Bylaws so require.

2. NUMBER AND ELECTION OF DIRECTORS

The number of Directors shall be at least three (3) and no more than six (6). The number of Directors may be increased or decreased from time to time by an amendment to these Bylaws or resolution adopted by the Board of Directors, provided that the number of Directors may not be decreased to fewer than three (3). No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Directors shall be elected by the Members.

3. REMOVAL

A Director may be removed from office, with or without cause, by a majority of the remaining Directors.

4. RESIGNATION

A Director may resign by providing written notice of such resignation to the Corporation. The resignation shall be effective upon the date of receipt of the notice of resignation or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective.

5. VACANCIES AND INCREASE IN NUMBER OF DIRECTORS

Any Director vacancy caused by a reason other than the natural expiration of the term of an outgoing Director shall be filled by the majority vote of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the previous Director. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting of the Board of Directors called for that purpose.

6. ANNUAL MEETING OF DIRECTORS

The annual meeting of the Board of Directors shall be held during the month of December, at which time the board shall elect officers and transact such other business as necessary. The time and place of the annual meeting of the Board of Directors may be changed by the Board of Directors.

Failure to hold the annual meeting at the designated time shall not cause a dissolution of the Corporation. In the event the Board of Directors fails to call the annual meeting at the designated time, any Director may make demand that such meeting be held within a reasonable time, such demand to be made in writing by registered mail directed to any officer of the Corporation. If the annual meeting of the Board of Directors is not called within sixty (60) days following such demand, any Director may compel the holding of such annual meeting by legal action directed against the Board of Directors.

7. REGULAR MEETING OF DIRECTORS

Regular meetings of the Board of Directors may be held at such time and place as may be from time to time determined by the Board of Directors.

8. SPECIAL MEETINGS OF DIRECTORS

The Secretary shall call a special meeting of the Board of Directors whenever requested to do so by the President or by two (2) or more Directors. Such special meeting shall be held at the date and time specified in the notice of meeting.

9. PLACE OF DIRECTORS' MEETINGS

All meetings of the Board of Directors shall be held at such place specified in the notice of meeting.

10. NOTICE OF DIRECTORS' MEETINGS

Notice of any special meeting of the Board of Directors shall be given at least two (2) days prior to the meeting by written notice delivered personally or sent by written or electronic transmission to each Director. Any Director may waive notice of any meeting.

11. QUORUM AND VOTING OF DIRECTORS

A quorum for the transaction of business by the Board of Directors shall be a majority of the number of Directors in office. The act of the majority of the Directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors.

A Director may vote in person or by proxy executed in writing by the Director. No proxy shall be valid after three months from the date of its execution,

12. COMPENSATION

No Director shall receive any salary for service as a Director. A Director shall not be precluded from serving the Corporation in any other capacity and receiving compensation for such services.

13. ACTION BY DIRECTORS WITHOUT MEETING

Any action required by the Texas Business Organizations Code to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing is signed by all the

Directors entitled to vote. Such consent shall have the same force and effect as a unanimous vote.

14. COMMITTEES

The Board of Directors may form committees to delegate the performance of duties in furtherance of the business of the Corporation.

ARTICLE IV - OFFICERS

1. NUMBER OF OFFICERS

The Officers of the Corporation shall consist of a President, Vice-President, Secretary and Treasurer. New offices may be created and filled at any meeting of the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

2. ELECTION OF OFFICERS AND TERM OF OFFICE

All Officers shall be elected annually by the Board of Directors at the December meeting of the Board of Directors.

3. REMOVAL OF OFFICERS, VACANCIES

Any Officer may be removed by the Board of Directors for any reason with or without cause. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

4. POWERS OF OFFICERS

Each Officer shall have, subject to these Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to that office and such duties and powers as the Board of Directors shall from time to time designate. All Officers shall perform their duties subject to the directions and under the supervision of the Board of Directors.

5. PRESIDENT

The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Directors. The President shall see that all orders and resolutions of the Board of Directors are carried out, subject however, to the right of the Board of Directors to delegate specific powers.

6. VICE-PRESIDENT

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe. The Vice-President shall oversee presenting a slate of officers or directors for election each year, as needed. The Vice-President may create and chair a nominating committee to generate the candidates for election.

7. SECRETARY

The Secretary shall attend meetings of the Board of Directors and the annual Members meeting and shall record all votes and the minutes of all proceedings. The Secretary shall give or cause to be given notice of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors.

In the absence of the Secretary the minutes of all meetings of the board shall be recorded by such person as shall be designated by the President or by the Board of Directors.

8. TREASURER

The Treasurer shall maintain the corporate funds and shall deposit all monies in the name of and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse funds as directed to the President or Board of Directors in furtherance of the business of the Corporation.

The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall create an annual budget and deliver an account of all of the Treasurer's transactions and of the financial condition of the Corporation as required by the Board of Directors or the President. The Treasurer shall perform such other duties as may be directed by the Board of Directors or by the President.

ARTICLE V - INDEMNIFICATION AND INSURANCE

1. INDEMNIFICATION

The Corporation shall have the full power to indemnify and advance or reimburse expenses pursuant to the provisions of the Texas Business Organizations Code to any person entitled to indemnification under the provisions of the Texas Business Organizations Code.

2. INSURANCE

The Corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was an Officer or Director of the Corporation against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status in such position.

ARTICLE VI - MISCELLANEOUS

1. WAIVER OF NOTICE

Whenever any notice is required to be given to any Member or Director of the Corporation under the provisions of the Texas Business Organizations Code, the Certificate of Formation, or these Bylaws, 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.

2. MEETINGS BY TELEPHONE CONFERENCE, ELECTRONIC OR OTHER REMOTE COMMUNICATIONS TECHNOLOGY

Subject to the provisions required or permitted by the Texas Business Organizations Code and these Bylaws for notice of meetings, the Board of Directors may participate in and hold a meeting of such board by means of: (1) conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other; or (2) another suitable electronic communications system, including videoconferencing technology or the Internet, if: (a) each Member entitled to participate in the meeting consents to the meeting being held by means of that system; and (b) the system provides access to the meeting in a manner or using a method by which each Member participating in the meeting can communicate concurrently with each other participant.

3. CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, 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.

4. CHECKS, DRAFTS, ETC.

All checks, drafts or other instruments for payment of money or notes of the Corporation shall be signed by such officer or officers or such other person or persons as shall be determined from time to time by resolution of the Board of Directors.

5. GIFTS

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

6. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors, and committees and shall keep at the registered office or principal office in this State a record of the names and addresses of its Members entitled to vote. A Member of the Corporation, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Corporation relevant to that purpose, at the expense of the Member.

7. FINANCIAL RECORDS AND ANNUAL REPORTS

The Corporation shall maintain current true and accurate financial records, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the Corporation shall be kept by

the Corporation for at least three years after the closing of each fiscal year and shall be available for inspection and copying during normal business hours. The Corporation may charge for the reasonable expense of preparing a copy of a record or report.

8. FISCAL YEAR

The fiscal year of the Corporation shall be January 1 to December 31.

ARTICLE VI – MISSION STATEMENT

The Club is organized for the mutual entertainment and education of its members; supporting those with a common desire to learn, master and share the love of photography; and to actively promote our photographic skills and knowledge through speakers, events and photo club workshops. Within our community we will contribute our photographic talents to various community events as determined by the Board of Directors.

ARTICLE VII - AMENDMENT OF BYLAWS

The Board of Directors may amend or repeal these Bylaws, or adopt new Bylaws, unless the Certificate of Formation or the Texas Business Organizations Code limits such powers. In addition to the Board of Directors, the Members may also amend or repeal these Bylaws by a two-thirds (2/3) vote of Members in good standing,

Adopted by the Members on the 16 day of October 2018.

Connie Emerson

Secretary