

**AMENDED AND RESTATED BYLAWS  
OF  
INLAND EMPIRE PROFESSIONAL PHOTOGRAPHERS  
AND VIDEOGRAPHERS, INC.**

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**AMENDED AND RESTATED BYLAWS  
Of  
INLAND EMPIRE PROFESSIONAL  
PHOTOGRAPHERS AND VIDEOGRAPHERS, INC.,  
a California Mutual Benefit Corporation**

Except as otherwise provided by statute or its Articles of Incorporation, the following bylaws shall regulate the affairs of Inland Empire Professional Photographers and Videographers, Inc.

**ARTICLE I  
NAME**

SECTION 1. The name of this nonprofit corporation shall be INLAND EMPIRE PROFESSIONAL PHOTOGRAPHERS AND VIDEOGRAPHERS, INC. (a.k.a. IEPPV)

**ARTICLE II  
PRINCIPAL OFFICE OF CORPORATION**

SECTION 1: The principal office for the transaction of the activities and affairs of this corporation is located at 750 S. Lincoln Ave., #104-132, Corona, CA 92882, in Riverside County, California. The Board of Directors may change the location of the principal office. Any such change of location must be noted by the secretary in the minutes of the meeting of the Board of Directors; alternatively, this Section may be amended to state the new location.

**ARTICLE III  
AFFILIATION**

SECTION 1. IEPPV shall be a Chapter member of Professional Photographers of America, Inc. (a.k.a. PPA)

SECTION 2. IEPPV shall be an affiliate of Professional Photographers of California (a.k.a. PPC).

**ARTICLE IV  
OBJECTIVES**

SECTION 1. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Nonprofit Mutual Benefit Corporation Law. Such purposes for which this corporation is formed are pleasure, recreation, and other non-profitable purposes to advance the art, science, and management of professional photography and to encourage and maintain cordial relations and interchange of thoughts among its members. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation. In the context of these general purposes, and to the extent they are not inconsistent with the corporation's tax-exempt status, the corporation shall have the following specific purposes:

1. To establish and promote standards of ethical business conduct among professional photographers.
2. To provide a working organization for any united effort in the common interest of professional photography and allied fields.
3. To provide an organized program for the purpose of improving the artistic, business, technical, and educational needs of participating members.
4. To provide unified good fellowship among members of the photographic profession.
5. To plan and execute a continuing campaign designed to increase both the profit and prestige of professional photography.
6. To furnish a medium of cooperation with PPA, PPC and other local professional photographic organizations devoted to the betterment of professional photography.
7. To engage in community involvement or activities where no substantial part of such involvement or activities conflict with the California Corporation Code for Nonprofit Corporations.
8. To provide a scholarship fund for IEPPV members as directed by the Board of Directors.

SECTION 2. 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, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

## **ARTICLE V MEMBERSHIP CLASSIFICATIONS**

Qualifications of members, classes and terms of membership, and the benefits and privileges pertaining thereto, shall be those described by Article VI herein and the Standing Rules of IEPPV, as amended from time to time.

## **ARTICLE VI MEMBERSHIP RIGHTS AND PRIVILEGES**

### SECTION 1. Membership Code of Ethics

All applications for membership to IEPPV must include a signed “Code of Ethics” in the form approved by the Board of Directors.

## SECTION 2. Rights and Privileges

All members will have the privileges of the floor. Only members in classifications with the privileges afforded to Professional members will be voting members, and will have the right to elect the Board of Directors of the corporation and to vote on matters properly coming before a meeting of the members, as more fully set forth in Article X herein. If the corporation is dissolved, the members in classifications afforded the privileges of Professional members shall receive a pro rata distribution of all assets, exclusive of those held in charitable trust, remaining after payment or provision for payment of the obligations and debts of the corporation and provision for any other payments required under applicable law. The corporation may refer to persons who are not voting members as “members,” even though those persons or entities are not entitled to vote, and no such reference shall constitute anyone as a member within the meaning of Corporations Code section 5056 unless that person or entity shall have qualified for a voting membership under this Section 2.

## SECTION 3. Termination

The membership of any member may be terminated upon the occurrence of any of the following events:

- A. Resignation of the member;
- B. Failure of the member to pay dues or fees in the amount and within the times set forth by the Board of Directors;
- C. Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications;
- D. Termination of membership based on the good faith determination by the Board of Directors or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation’s purposes and interests.

## SECTION 4. Sexual harassment

Sexual harassment will not be tolerated and is grounds for termination of membership in IEPPV as set forth in Section 3 above.

## SECTION 5. Procedures for Termination of Membership

If grounds appear to exist for suspending or terminating a member under Section 3 of this Article VI of the bylaws, the following procedure shall be followed:

1. The board shall give the member at least fifteen (15) days’ prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice

given by mail shall be sent by first-class, certified, or registered mail to the member's last address as shown on the corporation's records.

2. The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed termination. The hearing shall be held, or the written statement considered, by the board or by a committee or person authorized by the board to determine whether the termination should occur.

3. The board shall decide by a vote of two-thirds (2/3) of the members of the board whether the member should be expelled or sanctioned in any way. The decision of the board shall be final.

4. Any action challenging an expulsion or termination of membership, including a claim alleging defective notice, must be commenced within one (1) year after the date of the expulsion or termination.

#### SECTION 6. Reinstatement of Membership.

Any reinstatement of membership after termination as set forth in Section 5 will be processed as directed by the Board of Directors.

#### SECTION 7. Transfer of Membership.

No membership or right arising from membership shall be transferred. With the exception of a Vendor Partner member, and except as otherwise provided in these bylaws, all membership rights cease on the member's death.

### **ARTICLE VII REGISTRATION FEES AND DUES**

SECTION 1. Each member in good standing shall sign an affirmation of ethics in the form approved by the Board of Directors and shall pay within the time and on the conditions set by the Board of Directors, the annual dues and fees in amounts which may be fixed by the Board of Directors: provided however, that the Board of Directors, upon a showing of good cause, may waive such dues and fees as to any applicant.

SECTION 2. The Board of Directors may establish schedules of initial registration fees and shall establish annual dues as required. The dues and fees set by the Board of Directors shall be equal for all members in each classification, but the Board may, in its discretion, set different dues and fees for each classification.

SECTION 3. Any registration fees and all dues prescribed by the Board of Directors must accompany each application for membership.

**ARTICLE VIII**  
**APPROVAL OF MEMBERSHIP APPLICATION AND CLASSIFICATIONS**

SECTION 1. Applications for membership shall be submitted by the Membership Committee to the Board of Directors for approval. Each applicant shall meet all requirements set forth in the IEPPV Bylaws and Standing Rules to be accepted as a member.

SECTION 2. Authority for classification or re-classification of members or applicants shall rest with the Board of Directors.

**ARTICLE IX**  
**MEMBERSHIP OBLIGATIONS**

SECTION 1. It shall be the responsibility of every member, regardless of the member's classification, to advise the IEPPV office within thirty (30) days after a change in the member's status which affects their membership or their membership classification.

SECTION 2. It shall be the responsibility of every member to notify the IEPPV office promptly of any change in his or her name, business name, address, telephone number(s), email address and other contact information.

**ARTICLE X**  
**GENERAL MEMBERSHIP MEETINGS**

SECTION 1. Place of Meetings.

Meetings of members shall be held at such place within or without the State of California as may be designated by the Board of Directors. In the absence of any such designation, members' meetings shall be held at the principal executive office of the corporation.

SECTION 2. Annual Meeting.

An annual Membership Meeting must be held each year in the month of November for the election of the Board of Directors, considering reports for the affairs of IEPPV, and the introduction, discussion or the transaction of such other business as may properly be brought before the meeting. This meeting may be in combination with the November general meeting. The annual meeting of members shall be held in the place and at the time directed by the Board of Directors.

SECTION 3. Monthly Meetings.

There shall be at least ten (10) monthly meetings of the membership held each calendar year not including the Installation and Awards Banquet. The monthly meeting of members shall be held in the place and at the time directed by the Board of Directors.

#### SECTION 4. Special Meetings.

A special meeting of the members, for any lawful purpose, may be called at any time by the Board of Directors, by the President, or by members entitled to cast not less than thirty percent (30%) of the votes at any such meeting. If a special meeting is called by persons other than the Board of Directors or the President, the request shall be in writing, specifying the time of such meeting and the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or other transmission to the President, and to the Secretary of the corporation. The officer receiving such request shall forthwith cause notice to be given to the members entitled to vote, in accordance with the provisions of this Article X, that a meeting will be held at the time requested by the person or persons calling the meeting. However, the meeting date shall be at least thirty-five (35) but no more than ninety (90) days after the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the person requesting the meeting may give the notice. No business other than the business that was set forth in the notice of special meeting may be transacted at the special meeting.

#### SECTION 5. Notice of Members' Meetings.

Written notice of annual or special meetings of members shall be sent or otherwise given in accordance with Section 6 of this Article X. The notice shall specify the place, date and hour of the meeting and (i) in case of a special meeting, the general nature of the business to be transacted, or (ii) in the case of the annual meeting, those matters which the Board of Directors, at the time of giving notice, intends to present for action by the members. The notice of any meeting at which directors are to be elected shall include the name of any nominee which, at the time of the notice, management intends to present for election. If action is proposed to be taken at any meeting for approval of (i) a contract or transaction between the corporation and one or more directors, or between the corporation and any entity in which a director has a material financial interest, (ii) an amendment to the articles of incorporation, (iii) a reorganization of the corporation, (iv) a proposal to sell, lease, convey, exchange, transfer or otherwise dispose of all or substantially all of the assets of the corporation, (v) dissolution of the corporation, (vi) an amendment to the Bylaws, (vii) filling vacancies on the Board of Directors, and (viii) removal of a director, the notice shall also state the general nature of such proposal and any other matters, if any, as may be expressly required by statute.

#### SECTION 6. Manner of Giving Notice.

Notice of any annual or special meeting of members shall be given in writing and shall be given at least ten (10) but not more than ninety (90) days before the meeting date. The notice shall be given personally or by first-class, registered, or certified mail or by other means of written communication, charges prepaid, and shall be addressed to each member at the address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice. If no such address appears on the corporation's books or is given, notice shall be deemed to have been given if either (i) notice is sent to that member by first-class mail or facsimile or other written communication to the corporation's principal executive office, or (ii) notice is published at least once in a newspaper of general circulation in the county where the corporation's principal office is located. An affidavit of mailing of any notice of any members' meeting, or the giving of such notice by any other means, may be

executed by the secretary or assistant secretary, and if so executed, shall be filed and maintained in the corporation's minute book.

(a) Notice given by electronic transmission by the corporation shall be valid only if

- (1) Delivered by (i) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation; (ii) posting on an electronic message board or network that the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (iii) other means of electronic communication;
- (2) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and
- (3) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

(b) Notwithstanding the foregoing,

- (1) An electronic transmission by this corporation to a member is not authorized unless, in addition to satisfying the requirements of this section, the transmission satisfies the requirements applicable to consumer consent to electronic record as set forth in the Electronic Signatures in Global and National Commerce Act (15 United States Code section 7001(c)(1)).
- (2) Notice shall not be given by electronic transmission by the corporation after either of the following: (i) the corporation is unable to deliver two consecutive notices to the member by that means or (ii) the inability so to deliver the notices to the member becomes known to the secretary, any assistant secretary, or any other person responsible for the giving of the notice.

#### SECTION 7. Quorum.

The presence in person or by proxy of members representing thirty percent (30%) of the membership shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of members required to constitute a quorum.

#### SECTION 8. Voting.

The members entitled to notice of any meeting and to vote at any such meeting shall be only those persons whose names stand on the membership records of the corporation at the close of business of (i) the business day next preceding the day on which notice is given (or, if notice is waived, at the close of business on the business day preceding the day on which the meeting is held), or (ii) the record date set for voting purposes as provided in these bylaws, if such a date is

selected. Voting is subject to the provisions of Section 7610 et seq., of the Corporations Code of California. Such vote may be voice vote or by ballot; provided, however, that all elections for directors must be by ballot upon demand by a member at any election and before the voting begins. Each member entitled to vote may cast one vote on each matter submitted to a vote of the members.

#### SECTION 9. Approval by Majority Vote.

If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Mutual Benefit Corporation Law or by the articles of incorporation.

#### SECTION 10. Waiver of Notice or Consent.

The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (1) a quorum is present either in person or by proxy, and (2) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 5 of this Article X of the bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. In addition, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

#### SECTION 11. Action by Unanimous Written Consent

Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as the unanimous vote of the members.

#### SECTION 12. Proxies.

Every person entitled to vote for the election of directors or on any other matter shall have the right to do so either in person or by agent authorized by a written proxy signed by the person entitled to vote and filed with the Secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy, whether by manual signature, typewriting, facsimile transmission or otherwise, by the member or the member's attorney in fact. A validly executed proxy which does not state that it is irrevocable shall continue in full force and effect

unless revoked by the person executing it, prior to the vote pursuant thereto, by a writing delivered to the corporation stating that the proxy is revoked or by a subsequent proxy executed by, or attendance at the meeting and voting in person by, the person executing the proxy; provided, however, that no such proxy shall be valid after the expiration of eleven (11) months from the date of execution of such proxy, unless otherwise provided in the proxy. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of Section 7613 of the Corporations Code of California. A revocable proxy covering matters for which a vote of the members is required shall not be valid unless the proxy sets for the general nature of the matter to be voted on. Such matters include amendments to the articles of incorporation; amendments to the articles or bylaws changing proxy rights; removal of directors without cause, filling vacancies on the board of directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all corporate assets unless the transaction is in the usual and regular course of the corporation's activities; the principal terms of a merger or the amendment of a merger agreement; the election to dissolve the corporation; contracts or transactions between the corporation and one or more directors or between the corporation and an entity in which a director has a material financial interest; or a plan of distribution of assets other than money to members when the corporation is in the process of winding up, when the distribution is not in accordance with liquidation rights of any class or classes.

#### SECTION 13. Chairperson and Secretary of Meeting.

The President, or in the absence of the President, any Vice President, shall call the meeting of the members to order, and shall act as Chairperson of the meeting. In the absence of the President and all the Vice Presidents, the members shall appoint a Chairperson at such meeting. The Secretary of the corporation shall act a Secretary of all meetings of the members, but in the absence of the Secretary at any meeting of members, the presiding officer shall appoint any person to act as such Secretary of the meeting.

#### SECTION 14. Inspectors of Elections.

Before any meeting of members, the Board of Directors may appoint any person other than a nominee for office to act as inspector of election at the meeting or its adjournment. If no inspector of election is appointed, or if appointed and fails or refuses to serve, the Chairperson of the meeting may, and on the request of any member or his or her proxy shall, appoint an inspector of election at the meeting. The number of inspectors shall be either one (1) or three (3). If inspectors are appointed at a meeting on the request of one or more members or proxies, the members shall determine whether one (1) or three (3) inspectors are to be appointed. If any person appointed as inspector fails to appear or refuses to act, the vacancy may be filled by appointment by the Board of Directors before the meeting, or by the Chairperson at the meeting. If there are three (3) inspectors of election, the decision, act or certificate of a majority of inspectors is effective in all respects as the decision, act or certificate of all inspectors. The duties of these inspectors shall be as set forth in Section 7614 of the Corporations Code of California, as follows: (a) Determine the number of members outstanding, the votes represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies; (b) Receive votes, ballots, or consents; (c) Hear and determine all challenges and questions in any way arising in connection with the right to vote; (d) Count and tabulate all votes or consents; (e)

Determine the election result; and (f) Do any other acts that may be proper to conduct the vote with fairness to all members.

#### SECTION 15. Adjourned Meeting and Notice Thereof.

Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of members represented at such meeting, either in person or by proxy, but in the absence of a quorum, except as provided in Section 7 of this Article X, no other business may be transacted at such meeting. When any meeting of members, either annual or special, is adjourned to another time or place, notice need not be given of the adjourned meeting at which the adjournment is taken, unless a new record date for the adjourned meeting is fixed, or unless the adjournment is for more than forty-five (45) days from the date set for the original meeting, in which case the Board of Directors shall set a new record date. Notice of any such adjourned meeting, if required, shall be given to each member of record entitled to vote at the adjourned meeting in accordance with the provisions of Sections 5 and 6 of this Article X. At any adjourned meeting, the corporation may transact any business which might have been transacted at the original meeting.

### **ARTICLE XI OFFICERS AND DIRECTORS**

#### SECTION 1. Board of Directors

The Board of Directors shall consist of the Officers, Directors and a Parliamentarian who are members of IEPPV with Professional membership privileges in good standing, with each having one vote.

#### SECTION 2. Officers

The Officers of IEPPV shall be: President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, Treasurer and Chairman of the Board.

#### SECTION 3. Directors

There shall be no fewer than four (4) Directors and not more than a maximum number of Directors to be determined by the Board of Directors and stated in the Standing Rules.

#### SECTION 4. Parliamentarian

The immediate Past President (or another Past President) shall serve as Parliamentarian.

#### SECTION 5. Duties of Officers

##### A. President

The President shall be the chief executive officer of IEPPV and shall, subject to the control of the Board of Directors as a whole, have general supervision, direction and control of the business affairs of IEPPV. The President shall preside at all meetings of the Board of

Directors and at all meetings of the membership, and attend all PPC Executive Board meetings, or designate a member of the Board of Directors to serve in the President's place. In addition, the President shall have other powers and perform other duties as may be prescribed from time to time by the Board of Directors.

#### B. First Vice President

The First Vice President shall in the absence, death, disability or refusal of the President or his/her designate to act, perform all of the duties and have all of the power of the President. In addition, shall serve as assistant to the President and shall have such other powers and perform other duties as may be prescribed from time to time by the Board of Directors.

#### C. Second Vice President

The Second Vice President shall serve as assistant to the President and shall have such other powers and perform other duties as may be prescribed from time to time by the Board of Directors.

#### D. Treasurer

The Treasurer shall be responsible for keeping correct accounts of the properties and business transactions of IEPPV. The Treasurer shall supervise the deposit of all monies and valuables in the name and to the credit of IEPPV in such depository as may be designated by the Board of Directors. The Treasurer shall disburse the funds of IEPPV as may be directed by the Board of Directors. The Treasurer shall render to the President and to the Board of Directors, at regular board meetings and whenever they request, an accounting of the transactions and the general financial conditions of IEPPV. In addition, the Treasurer shall have such other duties as may be prescribed by the Board of Directors. Furthermore, if required by the Board of Directors, the Treasurer shall post bond, at the expense of IEPPV.

#### E. Secretary

The Secretary shall attend all meetings of the Board of Directors and all meetings of the general membership, or designate an alternate to serve, and shall be responsible for the recording of all minutes and voting results in the IEPPV Minutes Book(s). The Secretary shall provide copies of all minutes to members of the Board of Directors prior to the next regularly scheduled board meeting. The Secretary may have other duties and powers as defined by the Board of Directors as the need arises.

#### F. Chairman of the Board

Duties of the Chairman of the Board include, but are not limited to, providing counsel and support to the Board of Directors, and planning and conducting the annual fall educational event.

## G. Parliamentarian

The Parliamentarian maintains order at all IEPPV Board of Directors and Annual Membership meetings and rules on “points of order” when needed using the Bylaws and Standing Rules of IEPPV or, when applicable, the rules contained in Sturgis’s Standard Code of Parliamentary Procedure.

### SECTION 6. Powers of the Board of Directors:

Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitation in the Articles of Incorporation or bylaws regarding actions that require approval of the members, the corporation’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors of IEPPV. Subject to the same limitations described above, it is hereby expressly declared that the Board of Directors has the following specific powers, among others, to wit:

A. To select, hire or remove all officers, agents and employees (if any) of IEPPV, prescribe such powers or duties for them as may not be inconsistent with the law, or with the Articles of Incorporation or the Bylaws of IEPPV, the Bylaws of PPA or the Bylaws of PPC and to fix their compensation, if any.

B. To conduct, manage and control the affairs and business of IEPPV.

C. To change the principal offices of the corporation from one location to another within the Inland Empire area; to designate any place within the State of California for holding of any Board of Directors or membership meetings, and to adopt a corporate seal.

D. To adopt such rules and regulations as may be necessary or convenient, provided they do not conflict with the general non-profit corporation laws of the State of California, the Articles of Incorporation and the Bylaws of IEPPV.

### SECTION 7. Regular Meeting of the Board of Directors

A. Regular meetings of the Board of Directors shall be held at least once monthly, at such places and times as may be designated by the President or the Board of Directors. Special meetings of the Board of Directors, for any purpose, may be called at any time by the President, or in case of the President’s absence, disability or refusal to act, by any three (3) Officers. Notice of the meeting will be given to the Officers and Directors seven (7) days in advance, giving the time and place of the regular or special meeting of the Board of Directors. Written notice of regular or special meetings of the Board of Directors shall be provided in the manner provided in Section 6 of Article X excluding the timeframes provided therein.

B. All members of IEPPV shall be granted an opportunity to appear at any regular meeting of the Board of Directors. A request to address the Board of Directors shall be made to the Secretary prior to any regular meeting of the Board of Directors at which the member desires to appear.

## SECTION 8. Quorum

Fifty (50) % of the Directors and three officers shall be necessary to constitute a quorum for the transactions of business, except to adjourn or dissolve the corporation as hereinafter provided. Every act approved by ~~of~~ a majority vote of the Board of Directors present at a meeting held at which a quorum is present shall be regarded as the act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

## SECTION 9. Adjournment

Meetings of the Board of Directors can be adjourned when the quorum no longer exists by a majority of members left in attendance. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

## SECTION 10. Resignation

Any member of the Board of Directors may tender his or her resignation in writing to the Secretary, provided that no such resignation shall be effective until it has been accepted by a quorum of the remaining members of the Board of Directors. Any member of the Board of Directors who is absent without prior excuse from two consecutive regularly scheduled meetings of the Board of Directors, may be considered as having resigned from the Board of Directors.

## SECTION 11. Removal of Officers and Directors

Any Officer or Director may be removed from office by a two thirds (2/3) vote of the Board of Directors for such cause as may be determined by said Board of Directors to be contrary to the best interest of IEPPV and/or the IEPPV Code of Ethics; provided that written charges alleging such cause shall be filed with the Board of Directors, and a copy thereof furnished to the Officer or Director charged, at least ten (10) calendar days prior to the meeting at which such charges are to be considered; and that the Officer or Director so charged shall be granted the opportunity to be heard fully before such action may be taken. The meeting will be restricted to Officers, Directors and Parliamentarian.

## SECTION 12. Removal of appointed positions

Any member who has been appointed to a position may be removed from that position by a two-thirds (2/3) vote of the Board of Directors for such cause as may be determined to be contrary to the best interest of IEPPV and/or the IEPPV Code of Ethics.

## **ARTICLE XII ELECTION OF OFFICERS AND DIRECTORS**

### SECTION 1. Nomination of Board of Directors.

The President, with the approval of the Board of Directors, shall appoint a Past President, a member of the Board of Directors and a member of the general membership as a Nominating Committee which shall nominate candidates for directorship. The Nominating Committee shall submit the names of candidates for all vacancies at the October meeting of the Board of Directors. Said candidates shall be IEPPV members, with Professional privileges, in good standing. Following approval by the Board of Directors, the names of candidates shall be presented to the membership at the October general meeting. IEPPV members with Professional privileges, in good standing, may make nominations of qualified members from the floor. Provided any such nomination is accompanied by the written or verbal statement of the nominee that he or she accepts the nomination and agrees to serve if elected, such nomination will be accepted. Final approval of the ballot of Directors will be made at the November meeting of the Board of Directors. The Board of Directors shall approve the nomination of the candidates by a majority vote.

### SECTION 2. Election of Board of Directors

The Secretary shall cause the names of the candidates chosen by the Nominating Committee to be placed on the ballot. IEPPV members with Professional privileges, in good standing, may make nominations of qualified members from the floor. Provided any such nomination is accompanied by the written or verbal statement of the nominee that he or she accepts the nomination and agrees to serve if elected, such nomination will be accepted. Voting shall take place by written ballot in the manner provided in Section 3 below. Each member entitled to vote at any election of directors shall have the right to cumulate his or her votes by giving one candidate a number of votes equal to the number of directors to be elected or by distributing his or her votes on the same principle among the candidates as he or she desires. No member shall be entitled to cumulate votes unless (i) the candidate or candidates' name(s) have been placed in nomination before the voting, and (ii) a member has given written notice of the member's intention to cumulate the member's votes at least seven (7) days prior to the meeting. If any one (1) member has given such notice, all members may cumulate their votes for candidates in nomination. Those candidates receiving the highest number of votes, up to the number of directors to be elected, shall be winners of the election.

### SECTION 3. Provision for Written Balloting

The election of Directors shall be by written ballot at the November Annual Membership Meeting by IEPPV members, with Professional privileges, in good standing. Absentee ballots must be provided, as directed by the Board of Directors, to IEPPV members with Professional privileges, in good standing. Ballots must be received at the corporate office of record no later than two (2) calendar days prior to the November Annual Membership Meeting. All ballots will be tabulated by the Secretary and two other members of the Board of Directors at the Annual Meeting. The tally shall become the official result and must be published in the *In Sync* newsletter within thirty (30) days. All ballots must be kept in the possession of the Secretary for sixty (60) calendar days and made available to any IEPPV member.

#### SECTION 4. Filling a Vacancy

In the event of the death, resignation or expulsion of any Officer or Director, the Board of Directors shall choose a nominee, who has Professional privileges, in good standing to fill the vacancy. Following approval by the Board of Directors, said nominee shall fill the vacancy until the expiration of the term.

#### SECTION 5. Voting.

IEPPV members with Professional privileges, in good standing, shall be qualified to vote.

#### SECTION 6. Tenure and Limitations

A. President, Vice Presidents, and Chairman of the Board shall be elected by the Board of Directors annually to serve one (1) year terms or until their successors are elected. Secretary and Treasurer shall be elected by the Board of Directors to serve two (2) year terms or until their successors are elected.

B. The President shall have been an elected officer or director at least one full term prior to taking office and shall not be elected to serve more than two (2) consecutive terms as President.

C. The Chairman of the Board shall be the outgoing President or a Past President.

D. Officers shall have been elected Directors at least one full year prior to taking office.

E. Directors shall be elected for two (2) year terms.

F. Directors shall have been members of IEPPV at least one year prior to taking office.

G. There shall not be more than two (2) principals or employees of a studio or other business entity, nor more than two (2) members of the same immediate family (herein defined as father, mother, spouse, son, daughter or sibling) serving on the Board of Directors at any one time.

H. The immediate Past President or another Past President shall be nominated as Parliamentarian for a one year term by the Nominating Committee, subject to the approval of the Board of Directors.

I. Any approval by the Board of Directors required in this Article XII shall require three-fourths (3/4) vote of all members of the Board of Directors.

#### SECTION 6. Taking Office

A. The January meeting of the Board of Directors will be a joint meeting of the old and new Board of Directors. The outgoing President will call for the final committee

reports and after disposing of business on hand will turn over the meeting to the incoming President.

B. The new Officers and Directors will take office at the regular meeting of the Board of Directors in January following their official installation and will be responsible for the administration, financial management, direction and control of all functions for their terms of office.

### **ARTICLE XIII INSTALLATION AND AWARDS BANQUET**

The new Officers and Directors each year will be presented to the membership and officially installed at the Installation and Awards Banquet, which will be held in December. At this time such awards, citations and honorary memberships as have been approved by the Board of Directors will be presented.

### **ARTICLE XIV REQUIRED REPORTS**

#### SECTION 1. Annual report.

The Board of Directors shall cause an annual report to be prepared within one hundred twenty (120) days after the end of the corporation's fiscal year. That report shall contain the following information in appropriate detail:

1. A balance sheet as of the end of the fiscal year, an income statement, and statement of cash flows for the fiscal year, accompanied by an independent accountant's report or, if none, by the certificate of an authorized Officer of the corporation that they were prepared without audit from the corporation's books and records;
2. A statement of the place where the names and addresses of current members are located; and
3. Any other information required under the bylaws of the Nonprofit Mutual Benefit Corporation Law.

This corporation shall annually notify each member of the member's right to receive a copy of the financial report under this Section. Except as provided in the next paragraph of this bylaw, on written request of a member, the Board of Directors shall promptly cause the most recent annual report to be sent to the requesting member. If the Board of Directors approves, the corporation may send the report and any accompanying material sent pursuant to this section by electronic transmission.

This section shall not apply if the corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year.

## SECTION 2. Annual statement.

As part of the annual report to all members, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail, deliver, or send by electronic transmission to its members and furnish to its Directors a statement of any transaction or indemnification of the following kinds within one hundred twenty (120) days after the end of the corporation's fiscal year:

1. Unless approved by members under Corporations Code §7233(a), any transaction (a) to which the corporation, its parent, or its subsidiary was a party, (b) which involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (c) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a material financial interest):

- (i) Any director or officer of the corporation, its parent, or its subsidiary;
- (ii) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction, and, when practicable, the amount of that interest, except that, in a partnership in which such person is a partner, only the partnership interest need be stated.

2. A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation unless the loan, guaranty, indemnification, or advance has already been approved by the members under Corporations Code §5034, or the loan or guaranty is not subject to Corporations Code §7235(a).

## **ARTICLE XV CALENDAR YEAR**

For the purpose of terms of office, accounting and any record keeping, the calendar year, January 1 through December 31, shall be used.

## **ARTICLE XVI COMMITTEES**

### SECTION 1 Committees

A. The President shall, at the first board meeting after taking office, appoint all committees and Committee Chairpersons required by the Standing Rules and subject to the approval of the Board of Directors. The President shall be ex-officio member of all committees.

B. The President shall have discretionary power to appoint such other committees and committee chairpersons as may be necessary to the proper functioning of IEPPV, subject to the approval of the Board of Directors.

C. Committee Chairpersons who are not elected members of the Board of directors shall be ex-officio members of the Board of Directors, without a vote.

## **ARTICLE XVII RESIGNATION**

Any member may resign from IEPPV by directing a letter of resignation to the Secretary. The resignation shall become effective upon acceptance by the Board of Directors.

## **ARTICLE XVIII USE OF THE CORPORATION NAME AND EMBLEM OR LOGOTYPE**

### **SECTION 1 Use of the Corporation Name:**

A. Only Officers, Directors, committee chairpersons, newsletter editor, webmaster, employees and members with Professional privileges, may use the IEPPV name, stationary or logo to identify themselves as members in good standing with their IEPPV office or title.

B. Officers, Directors, committee chairpersons, newsletter editor, webmaster, employees and members may not publish or distribute any statement, article, letter, advertising or promotion using the IEPPV by-line without the approval of the Board of Directors.

C. Anyone failing to comply with the tenets of this article shall be fully responsible in the event of any suit derived thereby, or for any liability or claim of damages. In addition, such unlawful actions may make the individual(s) subject to censure, recall proceedings, dismissal, or loss of membership.

### **SECTION 2. Emblem or Logotype**

The official emblem or logotype, seal and all insignia of IEPPV shall be prescribed and approved by the Board of Directors.

### **SECTION 3. Display**

IEPPV members with Professional privileges, in good standing, shall have the privilege of displaying the IEPPV insignia, emblems and logotype in or upon their premises, equipment, stationery, advertising matter and automobiles, subject to the following stipulation: except with written authorization from the Board of Directors, the insignia, emblems and logotype may be displayed only in the style and forms as authorized.

### **SECTION 4. Responsibility**

All reproduction of all emblem or logotype which are supplied to members by IEPPV shall remain at all times the property of IEPPV, and shall be considered as having been supplied under lease with privilege of use solely while the member remains in good standing, and shall be

returned to IEPPV upon demand or be destroyed when not returnable, should a member voluntarily terminate membership, violate the provisions of the Code of Ethics, or be expelled for any cause whatsoever.

**ARTICLE XIX**  
**LIABILITY AND INDEMNIFICATION OF OFFICERS AND DIRECTORS**

SECTION 1. Liability

Except as otherwise provided by law, no member of IEPPV shall be personally liable for any of its debts, obligations and/or acts.

SECTION 2. Indemnification

A. Each member of the Board of Directors and each Officer of IEPPV whether or not then in office, (and his/her heirs, executors) shall be and hereby is indemnified by IEPPV against any and all cost and expense (including, but not limited to, legal fees) responsibly incurred by or imposed upon him/her in connection with or resulting from any action, suit or proceeding, to which he/she may be made party by reason of being, or having been, a member of the Board of Directors or an Officer or employee of IEPPV, including cost and expenses paid in connection with the settlement or compromise of any such action, suit or proceeding; provided, however, that nothing herein contained shall protect or be deemed to protect any such member of the Board of Directors or Officer or employee of IEPPV against liability to IEPPV or to its membership due to bad faith, gross negligence or reckless disregard of the duties involved in the conduct of office. The foregoing right of indemnification shall not be exclusive of other rights to which any member of the Board of Directors or Officer of this corporation may be entitled as a matter of law.

B. The Board of Directors shall purchase and keep in effect such insurance coverage it deems appropriate to cover IEPPV's exposure to risk due to liability, loss of or damage to equipment, and errors and omissions of Officers and Directors.

**ARTICLE XX**  
**CORPORATE RECORDS AND REPORTS – INSPECTION**

SECTION 1. Records.

IEPPV shall maintain adequate and correct accounts, books and records of its business and properties. All such books, records and accounts shall be kept at its principal place of business in the Inland Empire area, State of California, as from time to time fixed by the Board of Directors.

SECTION 2. Inspection of Books and Records

All books and records provided for in Section 3003 of the Corporations Code of California shall be open to inspection of the membership from time to time and in a manner provided in said Section 3003, and by the Directors as provided in Section 3004 of the Corporations Code.

### SECTION 3. Certification and Inspection of IEPPV Bylaws

The original or a copy of the IEPPV Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by all members and Directors of IEPPV as provided by the Corporation Code of California.

### SECTION 4. Checks, Drafts, and other Remittances

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness, issued in the name of or payable to Inland Empire Professional Photographers and Videographers, Inc. shall be signed or endorsed as directed by the Board of Directors. These shall be kept as a record for a minimum of seven (7) years.

### SECTION 5. Contracts and Other Instruments – How Executed

The Board of Directors, except as in these Bylaws otherwise provided, may authorize any Officer or Officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of IEPPV. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no Officer, Agent or employee shall have the power or authority to bind IEPPV by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or to any amount. Record of such contracts or instruments shall be kept for a minimum of seven (7) years.

## **ARTICLE XXI CORPORATE SEAL**

The corporate seal shall be circular in form, and shall have inscribed thereon the name of the corporation, the date of its incorporation and the word “California”.

## **ARTICLE XXII AMENDMENTS**

### SECTION 1. Amendment by Members

New Bylaws may be adopted or these Bylaws may be amended or repealed, in whole or in part, by approval of the members. Amendments to the Bylaws will be submitted in writing to a scheduled meeting of the Board of Directors. Following the approval by the Board of Directors, the amendments shall be published in the newsletter for two (2) consecutive months. Voting by ballot will be at the next General Meeting of the membership following the second date of publication. Absentee ballots must be provided and must be received by mail in a sealed envelope that has been signed on the back of the envelope by an IEPPV member, with Professional privileges in good standing. Ballots must be received at the office of record no later than two (2) calendar days prior to the General Meeting that the amendment(s) are voted on.

**ARTICLE XXIII  
DISSOLUTION**

SECTION 1. Dissolution

Dissolution shall only be brought before the general membership following a majority vote of three-fourths (3/4) of the Board of Directors.

SECTION 2. Vote Necessary

Should three-fourths (3/4) of the members with Professional privileges vote, by secret ballot, to dissolve this corporation, then in that case the corporation shall be forthwith dissolved.

SECTION 3. Liquidation and Dissolution of Assets

In case of dissolution, as above provided, the net assets of this corporation shall be liquidated by the Treasurer or such other person as may be designated by the Board of Directors and the funds from such liquidation shall be distributed to the remaining Professional members of record on the date of dissolution.

**ARTICLE XXIV  
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Sturgis's Standard Code of Parliamentary Procedure, newly revised, shall govern IEPPV in all cases in which they are applicable and in which they are not inconsistent with the Bylaws and Standing Rules or orders that IEPPV may adopt.

**CERTIFICATION**

These Amended and Restated Bylaws were approved at the meeting of the Board of Directors of Inland Empire Professional Photographers and Videographers, Inc. held on July 7, 2010. These Bylaws were voted upon and approved to become effective on \_\_\_\_\_ at the regular monthly meeting held on \_\_\_\_\_ in the Inland Empire area, State of California, by the membership at large of Inland Empire Professional Photographers and Videographers, Inc.

Date: \_\_\_\_\_

\_\_\_\_\_  
SECRETARY