

Bylaws

Inland Empire Professional Photographers and Videographers, Inc.

PROPOSED AMENDMENTS: APPROVED BY THE BOARD, FOR MEMBER VOTE

Compares the Amended and Restated Bylaws approved in December 2023 with the proposed amendments below. Approved unanimously by the Board of Directors on October 26, 2026. To be voted on by the members at the Annual Meeting on December 16, 2026, at 6:00 p.m. by Zoom. Proposed effective date: January 1, 2027, on approval by the members under Article XXII.

How to read this document	Meaning
New or revised text	Added or reworded. Highlighted yellow.
~~Deleted text~~	Removed. Red strikethrough.
Plain text	Unchanged from the Bylaws approved in December 2023. Articles and sections marked 'No change' are not being amended; their full text stays in the 2023 Bylaws.

At a Glance

Removed permanently	Paused (Art. XXV)	Fixed or clarified	Unchanged
PPA chapter requirement (Art. III)	Member meetings, cut from ten to four a year (Art. X §3)	'Voting Member' replaces 'Professional'	30% quorum and proxies
Banquet and awards (Art. XIII)	Board meetings, cut from monthly to quarterly (Art. XI §7)	November and December conflicts	Special meetings
Vendor Partner reference	Four officers and two directors (Art. XI §§2–3), down to a board of three	Simplified election process (Art. XII)	Dissolution vote
Membership Committee and 'office' references	Committees required by the Standing Rules	Vacancy rule and holdover	Indemnification and records
		Board serves as Nominating Committee	
		Taking office January 1	
		Dues wording (Art. VII): Board 'may' set dues, including \$0	

Summary of Proposed Amendments

Where	What changes	Basis
Art. III	Removed and marked [Reserved]. Article numbers stay so cross-references do not change.	IEPPV is no longer a PPA chapter.
Art. VI §2, XI §1, XII §4, XXIII §3	'Professional' member replaced by 'Voting Member.' Good standing is defined without reference to dues.	The Standing Rules create one Member class.
Art. VI §7, VIII, IX	Vendor Partner reference removed. Membership Committee and 'office' references updated.	Vendor Partners and committees retired; no office.
Art. VII	One word changed in Section 2: the Board 'may' (instead of 'shall') establish annual dues.	Removes any doubt that dues may be set at \$0.
Art. X §3	Reduced from ten to four meetings a year, counting the annual meeting. PAUSED: subject to Article XXV.	Reduced-activity operation; revivable.
Art. XI §§2–3, 7	Board meetings reduced from monthly to quarterly. PAUSED: the meeting schedule and the four-officer, two-director board stay in the text, subject to Article XXV. Missing Section 4 reserved.	Reduced-activity operation; revivable.
Art. XII	Simplified for a small volunteer board: the Board serves as the Nominating Committee; no November Board meeting; Voting Members may nominate before or at the meeting; a ballot may be demanded at the meeting as state law provides, replacing the 30-day demand and absentee ballots. Lettering fixed. Routine approvals by majority. Vacancy rule broadened. Holdover clause. New taking-office rule.	Workable with a skeleton crew; fixes conflicts and gaps in the 2023 text.
Art. XIII	Banquet and awards removed permanently. Installation takes place at the annual meeting or the next Board meeting.	Board decision.
Art. XXII	Amendments sent with the meeting notice instead of two months of publication. Votes held at the annual or a special meeting, or by written ballot as the law permits. Ballots go to the Secretary, not an office.	No monthly general meetings.

Art. XXV (new)	Reduced-Activity Period: the Board, by majority, pauses listed provisions and can end the pause at any time. A board of three can act.	Lets IEPPV hibernate and return.
Not changed	30% quorum, proxies, special meetings, indemnification, records, dissolution vote.	With about 38 voting members, a quorum is 12, which the Board and a few proxies can meet.

Path to Adoption

The current Article XXII governs the vote on these amendments, so its steps apply. The Board unanimously approved these amendments on October 26, 2026. The members will vote at the Annual Meeting on December 16, 2026.

#	Step	Target
1	Board approves these Bylaw amendments and the Standing Rules (Art. XXII requires Board approval first) and appoints the three-person Nominating Committee that the 2023 Article XII requires for the December 2026 election.	Completed October 26, 2026
2	Publish the amendments on the website and to members. First of two consecutive months.	By October 31, 2026
3	Publish again. Second consecutive month.	November 2026
4	Board approves the slate of candidates at a November Board meeting (2023 Art. XII). Send written notice of the annual meeting naming the amendments and the nominees, 10 to 90 days before the meeting (Art. X §§5–6): by email to members who have consented to electronic notice, and by mail to all others.	By late November 2026 (no later than December 6)
5	Collect signed proxies from members so the quorum is secure (Art. X §12). Any member may demand a written ballot at least 30 days before the vote (2023 Art. XII §3 and Art. XXII).	November to December 2026
6	Vote at the December annual meeting by Zoom. Quorum is 30% of the membership (about 12 of 38 voting members); a majority of votes cast decides (Art. X §§7, 9).	December 16, 2026, 6:00 p.m.
7	Secretary certifies the vote. Bylaw amendments take effect, and the Standing Rules follow.	January 1, 2027

Amended and Restated Bylaws of Inland Empire Professional Photographers and Videographers, Inc., a California Mutual Benefit Corporation

ARTICLE I. NAME

No change.

ARTICLE II. PRINCIPAL OFFICE OF CORPORATION

No change.

ARTICLE III. AFFILIATION

ARTICLE III. [RESERVED]

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

Article numbers are kept so cross-references do not change. Purpose 6 in Article IV (cooperation with PPA, PPC, and other organizations) is unchanged.

ARTICLE IV. OBJECTIVES

No change.

ARTICLE V. MEMBERSHIP CLASSIFICATIONS

No change. Classes and benefits continue to be set by Article VI and the Standing Rules.

ARTICLE VI. MEMBERSHIP RIGHTS AND PRIVILEGES

Section 1: no change.

SECTION 2. Rights and Privileges

All members will have the privileges of the floor. Only ~~members in classifications with the privileges afforded to members will be voting members~~ members in the class designated as voting in the Standing Rules ("Voting 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~~ Voting Members of record on the date of dissolution 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. A member is in good standing unless the member has been suspended or terminated under this Article VI.

Sections 3 through 6: no change.

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~~ Except as otherwise provided in these bylaws, all membership rights cease on the member's death.

ARTICLE VII. REGISTRATION FEES AND DUES

Section 1: no change. Section 2: one word changes, as shown below; all other text of Section 2 is unchanged.

SECTION 2. . . . the Board ~~shall~~ may establish annual dues as required . . .

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, through the Membership Committee if one is appointed, otherwise through the Secretary. Each applicant shall meet all requirements set forth in the IEPPV Bylaws and Standing Rules to be accepted as a member.

Section 2: no change.

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~~ Secretary 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~~ Secretary 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: no change.

SECTION 2. Annual Meeting.

An annual Membership Meeting must be held each year in the month of December for the election of the Board of Directors, the installation of new Officers and 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~~ combined with a general meeting held under Section 3. The annual meeting of members shall be held in the place and at the time directed by the Board of Directors, including by Zoom or other virtual method.

SECTION 3. Monthly General Meetings.

There shall be at least ~~ten (10)~~ four (4) meetings of the membership held each calendar year ~~not including the Installation and Awards Banquet~~, including the annual meeting. The monthly general meetings of members shall be held in the place and at the time directed by the Board of Directors, including by Zoom or other virtual method. This Section is subject to Article XXV.

Sections 4 through 6: no change. Section 7 (quorum of thirty percent of the membership, in person or by proxy): no change. Sections 8 through 15: no change.

ARTICLE XI. OFFICERS AND DIRECTORS

SECTION 1. Board of Directors

The Board of Directors shall consist of the Officers and Directors who are members of IEPPV ~~with Professional membership privileges~~ with voting privileges (Voting Members) in good standing, with each having one vote.

Sections 2 and 3: no change to the text. Both are subject to Article XXV, Section 2(c), which allows a board of at least three people during a Reduced-Activity Period.

SECTION 4. [Reserved]

The 2023 text has no Section 4. This amendment reserves it so the numbering is continuous.

Sections 5 and 6: no change.

SECTION 7. Regular Meeting of the Board of Directors

A. Regular meetings of the Board of Directors shall be held ~~monthly~~ at least quarterly, at such places and times as may be designated by the President or the Board of Directors. This Section is subject to Article XXV.

Remainder of Section 7 and Sections 8 through 12: no change.

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 November meeting of the Board of Directors. Said candidates shall be IEPPV members in good standing. Following approval by the Board of Directors, the names of candidates shall be presented to the membership at the December general meeting. IEPPV members 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.~~

The Board of Directors shall serve as the Nominating Committee. The Board may instead appoint a Nominating Committee of three members, such as a Past President, a Director, and a member who is not on the Board, when willing members are available. Before the notice of the annual meeting is sent, the Board shall approve, by majority vote, at least one candidate for each Board seat to be filled, at any Board meeting or by unanimous written consent of the directors. Each candidate shall be a Voting Member in good standing who has agreed to serve if elected. The candidates shall be named in the notice of the annual meeting. Any Voting Member in good standing may also nominate a qualified member, including himself or herself, by notice to the Secretary before the meeting or from the floor at the annual meeting, provided the nominee states, in writing or aloud, that he or she accepts the nomination and agrees to serve if elected.

SECTION 2. Election of Board of Directors

~~The election of Directors shall be conducted at the December Annual Membership Meeting by IEPPV members in good standing. The Secretary shall cause the names of the candidates chosen by the Nominating Committee to be placed on the ballot. IEPPV members 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. Per Section 7615(e) of the Corporations Code of California, voting need not be by written ballot unless a member demands election by ballot at least thirty (30) days prior to the November meeting. Such demand must be in writing and provided to the IEPPV Secretary. Should a written ballot be demanded, it shall be conducted in the manner provided in Section 3 below. The results of the election will be posted to the IEPPV website within thirty (30) calendar days of the election and include in the official minutes of the meeting.~~

Directors shall be elected at the annual meeting of members by the Voting Members present in person, by Zoom or other virtual method, or by proxy. Voting may be by voice, show of hands, or electronic poll, unless a ballot is demanded under Section 3. The candidates receiving the highest number of votes are elected, up to the number of seats to be filled. The results shall be recorded in the minutes of the meeting and posted on the IEPPV website within thirty (30) days.

SECTION 3. ~~Provision for Written Balloting~~ Ballot on Demand

~~If an IEPPV member in good standing demands an election by ballot in writing at least thirty days prior to the November Annual Membership Meeting, absentee ballots must be provided, as directed by the Board of Directors, to IEPPV members in good standing. Absentee ballots must be received at the corporate office of record no later than two (2) calendar days prior to the November Annual Membership Meeting. Ballots will be provided at the November meeting for those in attendance. 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 posted on the IEPPV website within thirty (30) days and include in the official minutes of the meeting. All ballots must be kept in the possession of the Secretary for sixty (60) calendar days and made available to any IEPPV member.~~

The election shall be by ballot if a Voting Member demands it at the meeting before the voting begins, as Corporations Code section 7615(e) provides. At a meeting held by Zoom or other virtual method, a secret electronic poll may serve as the ballot. Members voting by proxy vote through their proxy holders. The Secretary and one other person, who should not be a candidate when someone else is available, shall count the ballots, and the count is the official result. The Secretary shall keep the ballots, or a record of the electronic poll, for sixty (60) days and make them available to any Voting Member on request.

Sections 1 to 3 are simplified for a small volunteer board. No separate Nominating Committee or November Board meeting is required. The 2023 rule that a ballot must be demanded 30 days ahead, with absentee ballots, is replaced by the state-law rule that a member may demand a ballot at the meeting; members who cannot attend can still vote by proxy (Article X, Section 12).

SECTION 4. Filling a Vacancy

In the event of the death, resignation or expulsion of any Officer or Director, or any other vacancy, including a seat left unfilled by an election, the Board of Directors shall choose a nominee, who ~~has Professional privileges, in good standing~~ is a Voting Member 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 of the Officer or Director. Each Officer and Director shall continue to serve until a successor is elected or appointed and takes office.

Section 5: no change. Section 6, items A through D: no change.

SECTION 6. Tenure and Limitations

E. It is incumbent on the Board of Directors to plan for orderly succession in the process of selecting and preparing members for service as Directors and Officers. In the event of unforeseen and unavoidable changes to the roster of persons qualified to assume Board Member and Officer positions (such as resignation, removal or death), exceptions to the provisions of ~~Sections 6 D and 6 F~~ Section 6 D of this Article XII may be authorized by the Board of Directors on a case-by-case basis. Such actions should be taken only rarely and in the most exceptional circumstances.

~~J. F.~~ 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.~~ a majority vote of the Board of Directors, except that an exception authorized under Section 6 E requires a three-fourths (3/4) vote of all members of the Board of Directors.

The 2023 text labels this item J, though no items F through I exist, and refers to a Section 6 F that does not exist. The lettering is corrected.

SECTION 7. 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.~~

Directors will take office on January 1 following their election. Officers will take office on January 1 or, if the Board elects them later, when elected. All will be responsible for the administration, financial management, direction and control of all functions for their terms of office. At its first meeting of the year, the outgoing President will present final reports and turn the meeting over to the incoming President.

~~ARTICLE XIII. INSTALLATION AND AWARDS BANQUET~~

ARTICLE XIII. INSTALLATION OF OFFICERS AND DIRECTORS

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.~~ annual meeting or, for any not yet chosen by then, at the next meeting of the Board. Installation may be conducted by Zoom or other virtual method.

ARTICLE XIV. REQUIRED REPORTS

No change. The annual report is not required if gross revenue is under \$10,000 (Section 1). The related-party statement applies to transactions over \$50,000 (Section 2); the \$1,200 per year f64Live sponsorship is below that, but is still handled under the related-party rule in Standing Rules Section G.9.

ARTICLES XV through XXI

No change. These cover the calendar year, committees, resignation, use of the name and logo, liability and indemnification, corporate records, and the corporate seal.

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 and/or on the IEPPV website for two (2) consecutive months~~ sent to the members with the notice of the meeting required by Article X, Sections 5 and 6, and posted on the IEPPV website. Voting will be at ~~the next General Meeting of the membership following the second date of publication~~ the next annual meeting or a special meeting of the members, including by Zoom or other virtual method, or by written ballot as the Nonprofit Mutual Benefit Corporation Law permits. If an IEPPV member in good standing demands a vote by ballot in writing at least 30 days prior to the vote, 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 in good standing. Ballots must be received ~~at the office of record~~ by the Secretary no later than two (2) calendar days prior to the ~~General Meeting~~ meeting that the amendment(s) are voted on.

The current Article XXII, not this revision, governs the vote on these amendments.

ARTICLE XXIII. DISSOLUTION

Sections 1 and 2: no change. The three-fourths Board vote and the three-fourths member vote by secret ballot stay.

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** **Voting Members** of record on the date of dissolution.

ARTICLE XXIV. PARLIAMENTARY AUTHORITY

No change.

ARTICLE XXV. REDUCED-ACTIVITY PERIOD (NEW)

SECTION 1. Declaration. The Board of Directors may, by resolution adopted by a majority of all directors, declare a Reduced-Activity Period when it determines that IEPPV's programs cannot be sustained at the level these Bylaws otherwise contemplate. The resolution shall state its effective date and the provisions suspended under Section 2, and the Secretary shall notify the members within thirty (30) days.

SECTION 2. Provisions That May Be Suspended. During the Period the Board may suspend:

- (a) the minimum number of general meetings of the members (Article X, Section 3);
- (b) the frequency of regular meetings of the Board (Article XI, Section 7), provided the Board meets at least twice each calendar year;
- (c) the requirement of four Officers and at least two Directors (Article XI, Sections 2 and 3), provided that the Board has at least three members, including a President, a Secretary, and a Treasurer who are three different persons; the Board shall designate who acts in the President's absence; and a quorum is a majority of the directors then in office, but not fewer than two; a Board seat left unfilled during the Period is a vacancy under Article XII, Section 4, and need not be filled while the Period continues; and
- (d) committees and programs required by the Standing Rules (Article XVI).

SECTION 3. Provisions That Continue. Nothing in this Article suspends: the annual meeting and the election and installation of Directors and Officers; the notice, quorum, and voting rules for meetings of the members; the voting rights of members; required reports and filings (Article XIV); records and inspection rights (Article XX); conflict of interest requirements; indemnification (Article XIX); or any requirement of law or of the Articles of Incorporation.

SECTION 4. Continuity. Suspended provisions are not repealed. They remain in these Bylaws and take effect again when the Period ends or as the Board directs. IEPPV's name, emblem, and history are preserved.

SECTION 5. Ending or Narrowing the Period; Review. The Board may end the Period, or restore any suspended provision, at any time by resolution adopted by a majority of all directors. The Board shall review the Period at least once each year and report to the members at the annual meeting.

SECTION 6. Dissolution. This Article does not dissolve the corporation or authorize its dissolution, which remains governed by Article XXIII.

Certification

I certify that I am the duly elected and acting Secretary of the Inland Empire Professional Photographers and Videographers, Inc., that the foregoing amendments to the Bylaws were approved by the Board of Directors on October 26, 2026, and were approved by the members at the meeting held on _____, with a quorum present, by a vote of ____ for, ____ against, ____ abstaining, and that they are effective _____.

Secretary

Date