

THE BYLAWS OF THE
PROFESSIONAL PHOTOGRAPHERS OF CALIFORNIA INCORPORATED.
A CALIFORNIA NONPROFIT 501c (6) MUTUAL BENEFIT CORPORATION
Incorporated December 21, 1948
(Revised January 10, 2023)

**ARTICLE I
NAMES AND OFFICES**

Section 1.01. Name.

The name of this Corporation is Professional Photographers of California Incorporated.

**ARTICLE II
PURPOSES**

Section 2.01. Purposes.

The purposes for which the Corporation is formed are as follows:

- (a) To promote the advancement of professional photography - - in better business methods, more perfect technique, and greater efficiency in service.
- (b) To unite all professional photographers into a working unit by means of the Corporation;
- (c) For the opportunity of full cooperation of professional photographers in working together in a united program for the best interests of all concerned.
- (d) For the protection of the professional photographer in bringing to light and exposing that which is unethical and standing for a high ethical standard of conduct.
- (e) Seeking fellowship of all professional photographers through social intercourse and exchange of ideas.
- (f) For the enlightenment of the public in the value and worth of the professional photographer through every legitimate means of publicity.

**ARTICLE III
MEMBERS**

Section 3.01. Membership Classifications.

Membership classifications, qualifications of members and the benefits and privileges pertaining thereto shall be those described in the Standing Rules.

Section 3.02. Membership Rights

Membership classifications, applications, and approval shall be in accordance with the standing rules.

The Executive Board together with the Directors may discipline, suspend or terminate any membership and revoke degrees for violation of this Association's Code of Ethics or for other just cause.

The Code of Ethics shall be determined by the Directors. Each member must abide by the Association's Code of Ethics.

The Executive Board together with the Directors may extend affiliate status to groups of professional photographers.

The Executive Board together with the Directors shall establish the amount and manner of payment of dues, fees, and other charges.

(a) Executive Board. The Executive Board shall consist of the Officers of the Corporation elected by the Directors.

(b) Directors. Directors are the current president and first vice president of an affiliate in good standing of the Professional Photographers of California.

(1) Membership Rights Afforded by Law. Affiliate associations and ex officio members, hereinafter collectively called "directors," shall have all rights afforded members of a non-profit mutual benefit corporation by the California Nonprofit Mutual Benefit Corporation Law, including the right to vote on the disposition of all or substantially all of the assets of the Corporation, on any merger and its principal terms and any amendments thereof, and on any election to dissolve the Corporation, save and except, however, the right to vote on the election of directors.

2) Powers and Duties of Directors. All rights, powers, and duties conferred upon the board of directors of a non-profit mutual benefit corporation by the California Nonprofit Benefit Corporation Law, including the right, power, and duty to manage the Corporation's activities and affairs and to exercise its corporate powers, shall be vested in, and be exercised by, the directors of the Corporation acting in a meeting called and held pursuant to, or by other mode of action authorized by, the provisions of Article IV of these Bylaws.

(c) Members Other Than Directors.

(1) Inapplicability of Director Definition. The Corporation and these Bylaws may refer to Professional members, past presidents, premium professional members, retired members, vendor members of all classes, student members and honorary members as "members," notwithstanding that such individuals or entities are not members as defined by the provisions of Section 5056 of the California Corporations Code, and no such reference shall constitute an individual or entity a member within the meaning of Section 5056 of the California Corporations Code unless such individual or entity shall have qualified as an affiliate association or officer. By amendment of its Articles of Incorporation or these Bylaws, the Corporation may grant some or all of the rights of a member of any class, as set forth in these Bylaws, to any individual or entity which does not have the right to vote on any of the matters specified in subsection (b)(1) of this

Section 3.02, but no such person or entity shall be a member within the meaning of Section 5056 of the California Corporations Code.

(d) Election of Officers. Directors, past presidents, professional members, premium professional members, retired members, vendor members of all classes, and honorary members shall have the right to vote on the election of officers of the Corporation, specified in Section 5.01 of these Bylaws.

(e) Rights on Dissolution. If the Corporation is dissolved, affiliate associations shall receive, each in proportion to the number of votes cast by it in the meeting of directors next preceding the meeting or other mode of action in or by which the election to dissolve was made, as provided by Section 4.07, subsection (c) of these Bylaws, a distribution of all assets of the Corporation remaining after payment or provision for payment of the obligations and debts of the Corporation and provision for any other payment required under applicable law.

Section 3.03. Application by Affiliate Associations for Membership.

Application for membership in the Corporation by affiliate associations shall be submitted in writing to the Corporation, and the same shall be deemed accepted only by two-thirds (2/3) vote of the directors. To apply for and maintain recognition as a PPC affiliate, an organization must:

(a) Have at least ten (10) members, a minimum of five (5) of which must be members in good standing of the Professional Photographers of California, Inc.

(b) Have both the President and the Vice President of the organization be members in good standing of PPC.

(c) Affiliate member organizations shall provide to the PPC corporation a complete membership list annually upon affiliate renewal detailing their current members complete contact information in accordance with the procedures and the precedent set by the Professional Photographers of America (PPA).

Section 3.04. Dues, Fees, and Assessments.

Each member classification must pay, within the time and on the conditions set by the Executive Board together with the directors, the dues, fees, and assessments in amounts to be fixed from time to time by the Executive Board together with the directors. Such dues, fees, and assessments shall be equal for all members of each class, but the Executive Board together with the directors may, in their discretion, set different dues, fees, and assessments for each class.

Section 3.05. Members in Good Standing.

Individuals and entities whose applications for membership have been accepted by the directors, and which have paid the required dues, fees, and assessments, in accordance with the provisions of this Article III, and which have not been suspended, shall be members in good standing of the Corporation.

Section 3.06. Termination and Suspension of Membership

(a) Causes of Termination. A membership in the Corporation, or in any class of membership,

shall terminate on the occurrence of any of the following events:

- (1) Resignation of a member, on reasonable notice to the Corporation.
- (2) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the directors.
- (3) Failure of a member to pay dues, fees, or assessments as set by the directors within thirty (30) days after the same become due and payable.
- (4) In the case of an affiliate association, failure to attend at least two (2) regular meeting in the fiscal year of the directors called and held pursuant to the provisions of Article IV of these bylaws, and after the posting of a letter to the affiliate association, notifying the said association of the contents of this provision.
- (5) Occurrence of any event which renders a member ineligible for membership, or failure to satisfy qualifications for membership; or
- (6) Expulsion of the member in accordance with the provisions of Section 3.06 of these Bylaws, based on the good faith determination by the directors of the Corporation, or a committee or person authorized by the directors to make such a determination, that such 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 purposes and interests of the Corporation.
- (7) Sexual Harassment will not be tolerated and is grounds for suspension or termination from membership in the corporation.
- (8) Corporation Membership Identification. Any member not meeting prescribed requirements for membership and whose Membership has expired or been rescinded will cease and desist in the use and display of the Logo and other types of insignias and membership identification of this Corporation. Violations could constitute grounds for legal proceeding by this Corporation. (02/10/2014)

(b) Suspension of Membership

A member may be suspended in accordance with the provisions of Section 3.08 of these Bylaws, based on the good faith determination by the directors of the Corporation, or a commission or person authorized by the directors to make such a determination, that such member has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation. An individual or entity whose membership is suspended shall not be a member of the Corporation during the period of suspension.

Section 3.07. Procedure for Expulsion or Suspension.

If grounds appear to exist for expulsion or suspension of a member under the provisions of Section 3.0.6, subsection (a) (6) or subsection (b), of these Bylaws, the procedure set forth below shall be followed:

(a) Notice. The member shall be given thirty (30) days' notice in writing of the proposed expulsion or suspension and the reasons there for. Such notice may be delivered

personally, mail and/or email. If delivered by mail, such notice shall be sent by certified mail to the member's last known address as it appears on the books of the Corporation.

(b) Hearing. 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 expulsion or suspension. The hearing shall be held, or the written statement considered, by the directors of the Corporation, or by a committee or person authorized by the directors to determine whether such expulsion or suspension should take place.

(c) Decision. The directors of the Corporation, or the above-described committee or person, shall decide whether or not the member should be expelled, suspended, or sanctioned in any other manner. The decision of the directors, or of the committee or person, shall be final.

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

Section 3.08. Transfer of Memberships.

No membership or any right arising from membership, in the Corporation shall be transferred. All membership rights shall cease on the member's death, suspension, expulsion, or termination.

ARTICLE IV MEETINGS

Section 4.01. Place of Meeting

Meetings of the directors of the Corporation shall be held at any place within or outside the State of California designated by the directors, whether, with respect to any such meeting, by consent of all directors entitled to vote at the meeting, given before or after the meeting, or by resolution adopted in a previous meeting. Special meetings of the directors may be held also at any place within the State of California designated by the officers of the Corporation giving notice of such special meeting, as provided in Section 4.03, subsection (b), of these Bylaws.

Section 4.02. Regular Meetings.

A regular meeting of the directors of the Corporation shall be held in each quarter of each year, at a time designated by the directors in a previous meeting. However, no regular meeting may be held within sixty (60) days following adjournment of the regular meeting immediately preceding.

Section 4.03. Special Meetings.

(a) Members Authorized to Call. A special meeting of the directors of the Corporation for any lawful purpose may be called at any time by the following:

(1) The directors acting in a meeting called and held pursuant to, or by other mode of action authorized by these Bylaws.

(2) The president of the Corporation; or

(3) Directors having five percent (5%) or more of all votes which may be cast by directors, as provided in Section 4.07, subsections (c) and (d), of these Bylaws.

(b) Calling Meetings.

A special meeting called pursuant to subsection (a)(2) or (a)(3) of this Section 4.03, shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the president, any vice president, or the secretary of the Corporation. The officer of the Corporation receiving the request shall cause notice to be given promptly to the directors entitled to vote, in accordance with the provisions of Section 4.04 of these Bylaws, stating that a meeting will be held at a specified time and date fixed by such officer, provided, however, that the meeting date shall be at least thirty-five (35) but no more than ninety (90) days after receipt of the request. If such notice is not given within twenty (20) days after receipt of the request, the directors or members requesting such meeting may give such notice.

(c) Proper Business of Special Meeting.

No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted in a special meeting of the directors.

Section 4.04. Notice Requirements for Meetings.

(a) General Notice Requirements. Whenever the directors are required or permitted to take any action in a meeting, written notice of the meeting shall be given, in accordance with the provisions of subsection (c) of this Section 4.04, to each director entitled to vote at such meeting. The notice shall specify the date, place, and hour of such meeting, and, (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for a regular meeting, those matters which the officers of the Corporation, at the time notice is given, intend to present for action by the directors, but any proper matter may be presented at the meeting.

(b) Notice of Certain Agenda Items. Approval by the directors of any of the following proposals, other than by unanimous approval by those directors entitled to vote, may be had only if the notice or written waiver of notice states the general nature of the proposal or proposals:

(1) Amending the Articles of Incorporation or these Bylaws;

(2) Approving 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.

(3) Electing to wind up and dissolve the Corporation; or

(4) Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes of membership as specified in the Articles of Incorporation or these Bylaws, when the Corporation is in the process of winding up.

(c) Manner of Giving Notice. Notice of any meeting of the directors of the Corporation shall be in writing and shall be given at least ten (10) days but no more than ninety (90) days prior to the meeting date, provided, however, that notice of any meeting in which will be considered a proposal to amend the Articles of Incorporation, or these Bylaws shall be given at least fifteen (15) days prior to the meeting date. The notice shall be given either personally or by first-class or certified mail, or by electronic communication, or by other means of written communication, charges prepaid, and shall be addressed to each director entitled to vote, at the address of that member appearing on the books of the Corporation, or at the e-mail address given by that member to the Corporation for purposes of notice. Notice shall be deemed to have been given if notice is sent to that member by electronic or other means of written communication to the address on file at the principal office of the Corporation.

(d) Affidavit of Mailing Notice.

An affidavit of the mailing of any notice of any meeting of the directors, or of the giving of such notice by other means, may be executed by the secretary or an assistant secretary of the Corporation, and, if so executed, shall be filed and maintained in the Corporation's minute book.

Section 4.05. Quorum and Chair.

(a) Percentage Required.

Thirty percent (30%) of the voting power of the directors of the Corporation shall constitute a quorum for the transaction of business at any meeting of the directors; provided, however, that if any regular or annual meeting is attended in person or by proxy by less than one-third (1/3) of the voting power of the directors, the only matters which may be voted on are those which notice of their general nature was given under Section 4.04 of these Bylaws.

(b) Loss of Quorum. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if other directors have withdrawn in a number so as to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of the voting power required to constitute a quorum.

(c) Chair. All meetings of the directors, whether regular or special, shall be chaired by the immediate past president of the Corporation. In the absence of the immediate past president, the president, or one of the vice presidents of the Corporation, or any past president shall chair such meetings.

Section 4.06. Adjournment and Notice of Adjourned Meeting.

Any meeting of the directors of the Corporation, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the voting power represented at the meeting. No meeting may be thus adjourned for more than forty-five (45) days. When a meeting of the directors is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned

meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business which might have been transacted at the original meeting.

Section 4.07. Voting.

(a) Eligibility to Vote. Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, members entitled to vote at any meeting of the directors of the Corporation shall be affiliate associations and officers, within the meanings of Section 3.02, subsections (a) and (b), of these Bylaws, in good standing as of the record date determined under Section 4.10 of these Bylaws.

(b) Manner of Casting Votes. Voting in a meeting of the directors of the Corporation may be by voice vote or by ballot.

(c) Voting by Affiliate Associations. In any meeting of the directors of the Corporation, each affiliate association shall have two (2) votes. Each affiliate association with more than twenty (20) paid professional members shall have one (1) additional vote for every ten (10), or portion thereof, paid professional members in excess of the initial twenty (20).

(d) Voting by Ex Officio Members. In any meeting of the directors of the Corporation, each ex- officio member, as defined in Section 3.02, subsection (b), of these Bylaws, shall have only one (1) vote.

(e) Approval by Majority Vote. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the directors, 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 4.08. Waiver of Notice or Consent.

(a) Written Waiver or Consent. The transactions of any meeting of the directors of the Corporation, however called or noticed and wherever held, shall be valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present and (2) either before or after the meeting, each member entitled to vote, who is not present, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of the directors, save and except that if any action is taken or proposed to be taken for approval of any of those matters specified in Section 4.04, subsection (b), of these 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 records of the Corporation or made part of its minutes.

(b) Waiver by Attendance. A director's attendance at a meeting of the directors shall also constitute a waiver of notice of, and presence at, such 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. Furthermore, attendance at a meeting of the directors 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 4.09. Action Without a Meeting.

(a) Action by Unanimous Written Consent. Any action required or permitted to be taken by the directors of the Corporation may be taken without a meeting, if all directors consent in writing to the action. Such written consent or consents shall be filed with the minutes of the proceedings of the directors. The action by written consent shall have the same force and effect as the unanimous vote of the members.

(b) Action by Ballot Without a Meeting. Any action which may be taken at any meeting of the directors of the Corporation may be taken as follows:

(1) Solicitation of Written Ballots. The Corporation shall distribute one (1) written ballot to each director entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Section 4.04, subsection C, of this Article IV. All solicitation of votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirement, (2) state the percentage of approvals necessary to pass the measure or measures, and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action, and (2) provide the members an opportunity to specify approval or disapproval of each proposal, and (3) provide a reasonable time in which to return the ballot to the Corporation.

(c) Number of Votes and Approvals Required. Approval by written ballot shall be valid only when:

(1) The number of approvals equals or exceeds the number of votes which would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(2) Number of votes cast by ballot, including those ballots marked "withhold" or otherwise indicating that authority to vote is withheld, within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and

(3) Revocation. A written ballot may not be revoked.

(4) Filing. All written ballots shall be filed with the secretary of the Corporation and maintained in the corporate records for at least two (2) years.

Section 4.10. Record Date for Notice, Voting, Written Ballots, and Other Actions.

(a) Record Date for Notice or Voting. The record date for determining directors entitled (1) to receive notice of a meeting of the directors shall be the business day next preceding the day on which notice is given, or, if notice is waived, the business day next preceding the day on which the meeting is held, and (2) to vote at the meeting shall be the day on which the meeting is held.

(b) Record Date for Action by Written Ballot. The record date for determining directors entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

(c) Record Date for Other Actions. The record date for determining directors entitled to exercise any rights with respect to any other lawful action shall be the date on which the directors adopt the resolution relating to such action, or the sixtieth (60th) day before the date of such action, whichever is later.

(d) Directors of Record. For purposes of this Section 4.10, an affiliated association or ex-officio member within the meaning of Section 3.02, subsections (a) and (b), holding membership in the Corporation at the close of business on the record date shall be a director of record.

Section 4.11. Proxies.

With respect to any action required or permitted to be taken by the directors of the Corporation, a director may vote, whether in a meeting or by written ballot, or execute a written consent, by proxy; provided, however, that the proxy holder is a representative of a director and a member in good standing of the corporation.

Section 5.01. Officers of the Corporation. The Officers of the Corporation shall be the president, first vice president, second vice president, secretary, treasurer and the chairman of the board.

Section 5.02. Responsibilities.

(a) President. Subject to the control of the directors of the Corporation, the president shall supervise, direct, and control the activities, affairs, and officers of the Corporation. The president shall sign all contracts on the Corporation's behalf which have been approved by the directors and shall review all bills and accounts presented to the Corporation for payment, and satisfy him, or herself, that such bills and accounts are in accordance with the provisions of the Corporation's budget. The president shall be an ex officio member of all committees of the Corporation, save and except the audit committee. In the absence of the immediate past president of the Corporation, the president shall preside at all meetings of the directors.

(b) First Vice President. In the absence of the president, or during any period in which the president is unable to serve, the first vice president shall perform all the duties of the president, and shall have all powers of, and be subject to all restrictions on, the president. The first vice president shall have such powers, and perform such other duties, as the directors may prescribe.

(c) Second Vice President. In the absence of the president and the first vice president, or during any period in which the president and the first vice president are unable to serve, the second vice president shall perform the duties of the president, and shall have all powers of, and be subject to all restrictions on, the president. The second vice president shall have such other powers, and perform such other duties, as the directors may prescribe.

(d) Secretary.

(1) Book of Minutes. The secretary shall keep, or cause to be kept, at the Corporation's principal office or such other place as the directors may direct, a book of minutes of all

meetings, proceedings, and actions of the directors of the Corporation, as well as of all committees of the Corporation, including the board of directors of the West Coast School of Photography. The minutes of meetings shall include the time and place of holding, whether the meeting was regular or special, and, if special, how authorized, the notice given, the names of those present, and the number of directors present. The secretary shall keep, or cause to be kept, at the Corporation's principal office in the State of California, a copy of the Articles of Incorporation and these Bylaws, as amended to date.

(2) Membership Records. The secretary shall keep, or cause to be kept, at the Corporation's principal office or such other place as the directors may direct, a record of the Corporation's members, showing each member's name, address, and class of membership.

(3) Notices and Other Duties. The secretary shall give, or cause to be given, notice of all meetings of the directors and of committees of the Corporation, including the board of directors of the West Coast School of Photography, required by these Bylaws to be given. The secretary shall countersign all contracts approved by the directors, and shall have such other powers, and perform such other duties, as the directors may direct.

(e) Treasurer. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the properties and transactions of the Corporation, and of the committees of the Corporation, including the board of directors of the West Coast School of Photography. The treasurer shall give, or cause to be given to the directors of the Corporation, such financial statements, and reports as are required by law, these Bylaws, or by the directors. The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the directors may designate and shall disburse the Corporation's funds as the directors may order, and shall render to the president, when requested, an account of all transactions as treasurer and of the financial condition of the Corporation. The treasurer shall sign, or cause to have signed, all checks drawn on the Corporation's accounts. The treasurer shall be a member of the Budget Committee of the Corporation, and shall have such other powers, and perform such other duties, as the directors may direct.

(f) Chairman of the Board. This position is to commence upon the conclusion of the duties as President of the Corporation, and would run for one year, or the remaining part of the original one-year service period. This position of Chairman of the Board will have full Board of Directors voting rights and duties. Duties will include, but not be limited to, the support of the directors and to chair all official PPC meetings, if the directors are required to attend said function. The outgoing president of the Corporation will automatically be nominated for the position of Chairman of the Board and their name will appear on the nomination ballot for officers of the board and shall be deemed elected as per Section 5.07 of this Article V if no other person is nominated. If an outgoing president is unable and/or unwilling to be nominated for the position of Chairman of the Board, then a Chairman of the Board will be nominated by the nominating committee, as per Section 5.06 Nomination Procedures, from any past PPC President(s) willing to serve as a candidate and submitted to the directors for a vote. If

more than one name for Chairman of the Board appears on the ballot, then a nominated past President must receive a majority of the actual votes cast to be elected.

Section 5.03. Terms of Office.

(a) President, Vice Presidents, and Secretary. The president, first vice president, second vice president and secretary shall serve each for a term of one (1) year, concurrently with the fiscal year of the Corporation, as specified in Section 7.05 of these Bylaws.

(b) Treasurer. The treasurer shall serve for a term of two (2) years, concurrently with the Corporation's fiscal years, as specified in Section 7.05 of these Bylaws.

Section 5.04. Qualifications for Nomination.

No individual shall be nominated to any of the offices specified in Section 5.01 of the Article V, unless he or she has been a professional member or a member-at-large of the Corporation for a period of at least twelve (12) calendar months preceding commencement of the Corporation's fiscal year, as specified in Section 7.05 of these Bylaws, in which such nomination be made.

Section 5.05. Qualifications for Office.

No individual shall hold any of the offices specified in Section 5.01 of this Article V, unless he or she be, and remain, a professional member of the Corporation during his or her term of office. Should any of the officers of the Corporation cease to be a professional member of the Corporation during his or her term of office, such officer shall be deemed automatically to have resigned the office held by him or her, effective immediately, and such office shall be deemed vacant.

Section 5.06. Nomination Procedures.

(a) Definitions. As used herein:

(1) Office. "Office" includes, with reference to nominations made each fiscal year of the Corporation, as specified in Section 7.05 of these Bylaws, chairman of the board, president, first vice president, second vice president, and secretary and with reference to nomination of the treasurer which will be made every two fiscal years.

(2) Nomination Materials. "Nomination materials" means a written communication or memorandum in which are set forth

(a) the name of an individual nominated to an office pursuant to this Section 5.06;

(b) the office to which such individual is nominated;

(c) his or her current business address;

(d) whether such individual is a member of an affiliate of the Corporation and the name of that affiliate or if such individual is a member at large.

(e) the period or periods of time during which such individual has been a professional member of the Corporation.

(f) the office or offices in the Corporation which such individual holds or has held, if any, and the period or periods of time during which he or she has held them.

(g) the committee or committees of the Corporation on which such individual has served, if any, and the period or periods of time during which he or she has served thereon; and

(h) any other information concerning such individual which the committee, body, or group of members of the Corporation nominating him or her pursuant to this Section 5.06 deems useful or appropriate.

(3) Qualified Individual. "Qualified individual" means an individual possessing the qualifications for nomination to the office set forth in Section 5.05, of this Article V.

(b) Nomination by Nominating Committee. Within thirty (30) days following the adjournment of the first regular meeting of the directors of the Corporation in each of the Corporation's fiscal years, as specified in Section 7.05 of these Bylaws, the nominating committee of the Corporation shall nominate a qualified individual to each office. Immediately thereafter, the chairperson of the nominating committee shall furnish the secretary of the Corporation with nomination materials concerning each individual so nominated, and the secretary shall enclose copies of all such nomination materials with the notice of the second regular meeting of the directors of the Corporation in each of the Corporation's fiscal years.

(c) Nomination by Directors. In the second regular meeting of the directors of the Corporation in each of the Corporation's fiscal years, any of the directors or members of the Corporation may nominate to any office a qualified individual other than, and in addition to, the individual nominated to such office pursuant to subsection (b) of this Section 5.06. If any such nomination be so made by such directors or members of the Corporation, such directors, or members, immediately thereafter, shall furnish the secretary of the Corporation with nomination materials concerning each individual so nominated.

(d) Nomination by Other Members.

Notice. Within ten (10) days following the adjournment of the second regular meeting of the directors of the Corporation in each of the Corporation's fiscal years, as specified in Section 7.05 of these Bylaws, the secretary of this Corporation shall give all professional members and vendor members of all classes written notice of nominations made, together with copies of all nomination materials received, pursuant to subsections (b) and (c) of this Section 5.06. Such notice shall specify, with respect to each such nomination, whether it has been made by the nominating committee or by the directors of the Corporation. Such notice also shall specify the date by which professional members and vendor members of all classes may submit additional nominations, which date shall be set by the secretary, not less than forty (40) days after the date of such notice, nor less than five (5) days prior to the date set for the next, or third, regular meeting of the directors of the Corporation.

(1) Nomination Petitions. Professional members and vendor members of all classes of the Corporation may nominate to any office a qualified individual other than, and in addition to, the individual or individuals nominated to such office pursuant to

subsections (b) and (c) of this Section 5.06, by delivering or causing to be delivered a petition or petitions to the Corporation at its principal office, on or before the date set by the secretary for the submission of such nominations pursuant to subsection (d) (1) of this Section 5.06. Such petition or petitions shall set forth the name or names of the individual or individuals so nominated and the office or offices to which nomination is so made and shall bear the names and addresses in written form of at least five (5) members joining therein, together with their signatures. Such petition or petitions shall be accompanied by nomination materials concerning each individual so nominated.

Section 5.07. Election of Officers.

(a) Single Nomination. Should no more than one (1) qualified individual be nominated to any office pursuant to the procedures set forth in Section 5.06 of this Article V, such individual shall be deemed elected to such office.

(b) Multiple Nominations.

(1) Form of Ballot. Voting shall be by secure electronic voting via members e-mail addresses, as deemed needed by the current board of directors. Any ballot required by this subsection (b) to be prepared by the secretary and distributed to members of the Corporation shall be in writing and shall bear the date set by the secretary, pursuant to subsection (b) (2) of this Section 5.06, for the return of such ballot. In the case of a ballot for use by an affiliate association, such ballot shall provide a space for identification of the affiliate association casting the ballot and for the signature of the officer or agent of the affiliate association authorized to execute the ballot on its behalf.

(2) Distribution and Return of Ballots. Should more than one (1) qualified individual be nominated to any office pursuant to the procedures set forth in Section 5.06 of this Article V, the secretary of the corporation shall prepare ballots setting forth the name of such individual and the office to which he or she has been nominated. Within ten (10) days following adjournment of the third regular meeting of the directors of the Corporation in each of the Corporation's fiscal years, as specified in Section 7.05 of these Bylaws, the secretary shall send such ballots to all affiliate associations, professional members and vendor members of all classes of the Corporation, together with all nomination materials received pursuant to Section 5.05 of this Article V, and any other matter required by subsection (b) (1) of this Section 5.06. The secretary shall set a date for the return of such ballots, which shall not be less than thirty (30) days after the date of their electronic notification, nor less than ten (10) days prior to the date set for the next, or fourth, regular meeting of the directors of the Corporation. A ballot shall be deemed to have been duly returned to, and received by, the Corporation if delivered to the Corporation's principal office electronically dated on or before such date.

(c) Counting of Ballots; Notice. All ballots returned to, and received by, the Corporation pursuant to subsection (b) (2) of this Section 5.07, shall be counted in the fourth regular meeting of the directors of the Corporation in each of the Corporation's fiscal years, as specified in Section 7.05 of these Bylaws. In the case of ballots returned by professional members and vendor members of all classes of the Corporation, the names and signatures shall be verified by the secretary. In counting ballots cast by affiliate associations, each affiliate association shall be accorded as many votes for each office

to be elected as it exercises in meetings of the directors of the Corporation, pursuant to Section 4.07, subsection (c), of these Bylaws. No affiliate association shall be permitted to allocate its votes between two (2) or more nominees for the same office, and any attempt by an affiliate association thus to allocate its votes shall render its ballot void as to such office. In counting ballots cast by professional members and vendor members of all classes, each such member shall be accorded one (1) vote for each office to be elected. Proxies shall not be permitted. The nominee receiving the highest number of votes shall be deemed elected to the office to which he or she was nominated. Within ten (10) days following adjournment of the fourth regular meeting of the directors of the Corporation in each of the Corporation's fiscal years, as specified in Section 7.05 of these Bylaws, the secretary shall give to all members of the Corporation written notice of the names of all individuals elected pursuant to this Section 5.07 and the office to which they have been elected.

Section 5.08. Vacancies.

(a) President and Vice Presidents. In the event the president of the Corporation dies or resigns from office, or the office otherwise becomes vacant, the first vice president of the Corporation shall become president. In the event the first vice president of the Corporation dies or resigns from office, or the office otherwise becomes vacant, the second vice president of the Corporation shall become first vice president.

(b) Second Vice President, Secretary and Treasurer. In the event either the second vice president, the secretary or the treasurer of the Corporation dies or resigns from office, or either office otherwise becomes vacant, the president shall appoint an acting s e c o n d v i c e president, acting secretary or an acting treasurer, as the case may be, to serve until the next regular meeting of the directors of the Corporation. In their next regular meeting, the directors shall elect a second vice president, a secretary or a treasurer, as the case may be, to serve during the unexpired term of office of his or her predecessor.

ARTICLE VI COMMITTEES

Section 6.01. Standing Committees.

The Corporation shall have the following standing committees: Affiliates, Membership, Audit, Awards, Budget, Bylaws, Standing Rules, Education, Nominating, Past Presidents' Advisory, Scholarship, West Coast School of Photography, Photographic Business & Arts Degree, Benefits, Ethics, Publications, Executive, and PPC History.

Section 6.02. Other Committees.

The Corporation may have such other committees as the directors of the Corporation may from time to time establish by resolution.

Section 6.03. Composition.

(a) Budget Committee. The officers of the Corporation, specified in Section 5.01 of these Bylaws, shall be members of the budget committee. The Treasurer of the Corporation shall be chairperson of the budget committee. The budget committee shall have such additional members, not exceeding two (2), as the president of the Corporation may appoint, with the consent of the directors of the Corporation.

(b) Nominating Committee. The nominating committee shall have a chairperson and four (4) members, who shall be appointed by the president of the Corporation, and who shall include two (2) past presidents of the Corporation and three (3) Professional members, and no two (2) such Professional members shall be members of the same affiliate association.

(c) Awards Committee. The awards committee shall have a chairperson and four members who shall be appointed by the president and sanctioned by the directors of the Corporation. Each member shall be a past president of the Corporation.

(d) The Executive Committee. The Executive Committee shall be chaired by the Chairman of the Board and the members of the committee shall be the elected officers of the corporation.

(e) Other Committees. All other committees of the Corporation shall have a chairperson and at least two (2) members, who shall be appointed by the president with the consent of the directors of the Corporation. The exact number of members of each committee shall be set by resolution of the directors of the Corporation.

Section 6.04. Term.

All chairpersons and members of committees listed in Section 6.01 of the Corporation shall serve for terms of one (1) year, concurrently with the term of the president of the Corporation, or until their successors be appointed.

Section 6.05. Qualifications.

No individual may serve on any committee of the Corporation unless such person is a member in good standing of the Corporation.

Section 6.06. Authority.

The directors of the Corporation, by resolution, may confer on the various committees of the Corporation such authority and responsibilities as the directors deem necessary or proper.

However, notwithstanding the generality of the foregoing, no committee may:

(a) Take any final action on any matter which, under the California Nonprofit Mutual Benefit Corporation Law also requires approval by a board of directors, the directors, or a majority of all directors.

(b) Fill vacancies on any committee of the Corporation.

(c) Amend or repeal these Bylaws or adopt new bylaws.

(d) Amend or repeal any resolution of the directors which by its express terms is not so amendable or repealable;

(e) Create any other committees of the Corporation or appoint members thereof.

(f) Expend corporate funds to support a nominee for corporate office.

(g) Bind the Corporation to any contract or other obligation, or make any expenditure of the Corporation's funds, without the prior approval of the directors of the Corporation.

ARTICLE VII

RECORDS, REPORT, AND BUDGET

Section 7.01. Maintenance of Corporate Records.

The Corporation shall keep adequate and correct books and records of account; written minutes of the proceedings of its directors and committees; and a record of each member's name, address, and class of membership.

Section 7.02. Members' Inspection Rights.

(a) Membership Records. Subject to Division 2, Part 3, Article 3 (commencing at Section 8330) of the California Corporations Code, and unless the Corporation provides a reasonable alternative as described below, any member of the Corporation may do either or both of the following for a purpose reasonably related to the member's interest as a member:

(1) Inspect and copy the records of members' names, addresses, and voting rights during usual business hours on five (5) days' prior written demand on the Corporation, which demand must state the purpose for which the inspection rights are requested; or

(2) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of the members of the Corporation as of the most recent record date for which such list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which such list is requested. The Secretary shall make such list available to such member on or before the later of ten (10) days after (i) the demand is received or (ii) the date specified in the demand as the date as of which such list is to be compiled. The Corporation may, within ten (10) business days after receiving a demand under this subsection.

(b) The rights set forth in subdivision (a) may be exercised by:

(1) Any member, for a purpose reasonably related to such person's interest as a member. Where the corporation reasonably believes that the information will be used for another purpose, or where it provides a reasonable alternative pursuant to subdivision (c), it may deny the member access to the list. In any subsequent action brought by the member under Section 8336, the court shall enforce the rights set forth in subdivision (a) unless the corporation proves that the member will allow use of the information for purposes unrelated to the person's interest as a member or that the alternative method offered reasonably achieves the proper purpose set forth in the demand.

(2) The authorized number of members for a purpose reasonably related to the members' interest as members.

(c) The corporation may, within ten business days after receiving a demand under subdivision (a), deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. An alternative method which

reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made under subdivision (a) shall be deemed a reasonable alternative, unless within a reasonable time after acceptance of the offer the corporation fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the corporation does not meet the proper purpose of the demand made pursuant to subdivision (a).

(b) Accounting Records and Minutes. On written demand on the Corporation, any member may inspect, copy, and make extracts of the accounting books and records, and the minutes of the proceedings of the directors and committees of the Corporation, at any reasonable time and for a purpose reasonably related to the member's interest as a member of the Corporation. Any such inspection and copying may be made in person or by the member's agent or attorney.

Section 7.03. Maintenance and Inspection of Articles and Bylaws.

The Corporation shall keep at its principal office the original or a copy of its Articles of Incorporation and its Bylaws, as amended to date, which shall be open to inspection by the members of the Corporation at all reasonable times during office hours.

Section 7.04. Inspection by Directors.

Each director of the Corporation shall have the absolute right at any reasonable time to inspect the Corporation's books, records, and documents of whatsoever kind or description, physical properties, and the records of each of its committees. Such inspection may be made in person or by the directors' agent or attorney.

Section 7.05. Fiscal Year.

The fiscal year of the Corporation shall commence on January 1 and shall conclude on December 31.

Section 7.06. Budget.

At least thirty (30) days prior to the date set for the Budget Committee meeting of the of the Corporation in each of the Corporation's fiscal years, each committee of the Corporation, including the board of directors of the West Coast School of Photography, which expects or proposes to receive or expend any funds whatsoever during the next fiscal years, shall submit to the budget committee a statement of such expected income or proposed expenditures. The budget committee shall present a proposed budget for the Corporation for the next fiscal year and the directors shall enact an annual budget for the Corporation in their last regular meeting of the fiscal year preceding that for which such budget is enacted. In such budget, separate provision shall be made for each committee of the Corporation, including the board of directors of the West Coast School of Photography, which will make expenditures of any funds whatsoever during the fiscal year for which such budget is enacted.

Section 7.07. Annual Report.

(a) Contents. An annual report shall be prepared within one hundred twenty (120) days following the end of the Corporation's fiscal year. Such report shall contain the following information in appropriate detail: **(1)** A balance sheet as of the end

of, and an income statement and a statement of changes in financial position for, the fiscal year, accompanied by any report on the same by independent accountants, or, if there is no such report, by the certificate of the treasurer of the Corporation that the same were prepared without audit from the books and records of the Corporation; **(2)** A statement of the place where the names and addresses of the current members of the Corporation are located; and **(3)** Any other information required by the California Nonprofit Mutual Benefit Corporation Law.

(b) Notice. The Corporation shall notify each of its members annually of the member's right to receive a financial report under this Section 7.07. Except as provided in subsection (c) of this Section 7.07, upon written request by member, the Corporation shall promptly send the most recent annual report to be sent to such member.

(c) (c) Inapplicability. The provisions of this Section 7.07 shall not apply if the Corporation receives less than ten thousand dollars (\$10,000) in gross revenues or receipts during the fiscal year.

Section 7.08. Amendments to Bylaws.

Notwithstanding any other provision contained in these Bylaws, including the provisions regarding written waiver or consent, or waiver by attendance, set forth in Section 4.08, these Bylaws may be amended or repealed, or new bylaws may be adopted by approval of the directors of the Corporation upon at least fifteen (15) day notice of such proposed amendment, repeal, or adoption; provided, however, that these Bylaws be amended or repealed, or bylaws may be adopted at a meeting however called or noticed and whenever held, if the provisions regarding waiver set forth in Section 4.08 have been observed and if two-thirds (2/3) of the voting power present at such meeting approves of such amendment or repeal of these Bylaws, or such adoption of new bylaws. By unanimous vote without previous notice of amendments of these Bylaws when the changes are to correct errors and omissions and do not change any principle established in the bylaws.

(a) Materially and adversely affect the rights, preferences, privileges, restrictions, or conditions of such class as to voting, dissolution, redemption, or transfer in any manner different, that such action affects another class.

(b) Increase or decrease the number of memberships authorized for each class.

(c) Increase the number of memberships authorized for another class.

(d) Effect an exchange, reclassification, or cancellation of all or part of the memberships of each class; or **(a)**. Authorize a new class of memberships. (Note: Definition of

"member" as used in the Bylaws derived from Section 5056 of the California Corporations Code)

ARTICLE VIII PARLIAMENTARY AUTHORITY

Section 8.01. Parliamentary Authority

In all questions of Parliamentary authority not covered by these bylaws, the latest edition of Sturgis Standard Code of Parliamentary Procedure shall prevail.