



BYLAWS
Of
ALL VALLEY PROFESSIONAL PHOTOGRAPHERS

INDEX

ARTICLE		PAGE
I	NAME	2
II	AFFILIATION	2
III	OBJECTIVES	2
IV	MEMBERSHIP CLASSIFICATIONS	3
V	CODE OF ETHICS	4
VI	REGISTRATION FEES AND DUES	5
VII	APPROVAL OF MEMBERSHIP APPLICATIONS & CLASSIFICATIONS	5
VIII	MEMBERSHIP OBLIGATIONS	6
IX	MEMBERSHIP MEETINGS	6
X	OFFICERS AND DIRECTORS	6
XI	ELECTION OF OFFICERS AND DIRECTORS	10
XII	INSTALLATION AND AWARDS BANQUET	11
XIII	CALENDAR YEAR	12
XIV	COMMITTEES	12
XV	EXPULSION OF MEMBERS	13
XVI	RESIGNATIONS	13
XVII	OFFICES	13
XVIII	USE OF THE CORPORATE NAME, EMBLEM & LOGOTYPE	13
XIX	LIABILITY & INDEMNIFICATION OF OFFICERS & DIRECTORS	14
XX	CORPORATE RECORDS AND REPORTS – INSPECTION	15
XXI	CORPORATE SEAL	16
XXII	AMENDMENTS	16
XXIII	DISSOLUTION	16
XXIV	PARLIAMENTARY AUTHORITY	17
	CERTIFICATION	17



BYLAWS
OF
ALL VALLEY PROFESSIONAL PHOTOGRAPHERS

ARTICLE I

NAME:

The name of this Nonprofit Corporation shall be ALL VALLEY PROFESSIONAL PHOTOGRAPHERS (also referred to as AVPP).

ARTICLE II

AFFILIATION:

SECTION 1. AVPP shall be a Chapter member of Professional Photographers of America, Inc. (also referred to as PPA).

SECTION 2. AVPP shall be an affiliate of Professional Photographers of California (also referred to as PPC).

ARTICLE III

OBJECTIVES:

SECTION 1. To establish and promote standards of ethical business conduct among professional photographers.

SECTION 2. To provide a working organization for any united effort in the common interest of professional photography and allied fields.

SECTION 3. To provide an organized program for the purpose of improving the artistic, business, technical, and educational needs of participating members.

SECTION 4. To promote unified good fellowship among members of the photographic profession.

SECTION 5. To plan and execute a continuing campaign designed to increase both the profit and prestige of professional photography.

SECTION 6. To furnish a medium of cooperation with PPA, PPC and other local PPC affiliates devoted to the betterment of professional photography.

SECTION 7. To engage in community involvement or activities where no substantial part of such involvements or activities conflict with the California Corporation Code for Nonprofit Corporations.

SECTION 8. To provide a scholarship fund for AVPP members, ~~with Professional Active privileges,~~ to attend a PPA approved one week school. The ~~member(s)~~ recipients shall be chosen by either a three fourths (3/4) vote of all members of the Board of Directors ~~and governed or by~~ the scholarship rules set fourth in the Standing Rules of AVPP.

Palumbo 11/10/09 9:06 AM

Formatted: Strikethrough

Palumbo 11/10/09 9:08 AM

Formatted: Strikethrough

Palumbo 11/10/09 9:07 AM

Formatted: Strikethrough

ARTICLE IV

MEMBERSHIP CLASSIFICATIONS:

SECTION 1. General:

The membership of AVPP shall consist of such individuals, firms and other organizations as may be eligible under the various classifications described in this article, and whose membership applications are approved by proper action of the Board of Directors.

Members shall be entitled to such services and privileges as shall from time to time be determined for their various classifications by proper action of the Board of Directors and shall be stated in the Standing Rules of AVPP.

SECTION 2. Classifications:

There shall be nine (9) classifications of membership.

A. Professional Active.

An individual engaged in the field of professional photography who conforms to applicable laws as pertains to a business establishment, or one who is employed in a professional photographic capacity.

B. Additional Active.

Same privileges as a Professional Active and is employed by a Professional Active member in good standing.

C. Affiliate Active.

An individual member of another PPC affiliate. An affiliate member has ~~limited~~ full membership privileges.

D. Aspiring.

Individuals who aspire to be a professional photographer. An aspiring member has limited membership privileges. Each individual may be an aspiring member for no more than two years in their lifetime. The total number of aspiring members cannot

Palumbo 2/11/10 9:45 AM

Formatted: Strikethrough

exceed ~~ten (10%)~~ twenty (20%) percent of the total membership of AVPP.

Palumbo 11/12/09 6:36 AM
Formatted: Strikethrough

E. Student.

An individual preparing for a career in professional photography and enrolled on a full time basis in an accredited school. A copy of current school registration form must be enclosed with an application on a yearly basis. Students have limited membership privileges.

F. Colleague.

An individual engaged in a profession other than photography but having an interest in the field or provides professional services in other fields of interest to professional photography. This classification is not for photographers or individuals providing photographic services. Colleague members have limited membership privileges.

G. Sustaining.

A manufacturer or firm providing photographic equipment, materials, laboratories, publishers, supplies, or services to photographers (listed by company name). This classification includes an ad in each of AVPP's monthly newsletters and has limited membership privileges.

H. Honorary Member.

A AVPP Professional Active member, in good standing, who has performed outstanding service to AVPP and is nominated by two (2) board members and receives a three-fourths (3/4) vote of all members of the Board of Directors. The duration an individual as a Honorary Member shall be determined for each individual by the Board of Directors when nominated. Honorary Members who are members, in good standing, of PPA and PPC will have the same privileges as a Professional Active member.

~~I. Honorary Life Member.~~

~~All Presidents elected for two (2) consecutive full terms, in good standing, of AVPP will be nominated for Honorary Life Member at the end of their last full term in office and must receive a three-fourths (3/4) vote of all members of the Board of Directors. Honorary Life Members who are members in good standing of PPA and PPC will have the same privileges as a Professional Active member.~~

Palumbo 11/10/09 9:10 AM
Formatted: Strikethrough

ARTICLE V

MEMBERSHIP CODE OF ETHICS (from PPA):

All applications for membership must include a signed "Code of Ethics" as follows:

“I, as a requirement for admission to and retention of membership and participation in the All Valley Professional Photographers agree to strive at all times to upgrade and improve my knowledge and skill of professional photography, marketing and related areas.

In all my dealings with users of photography and the general public, I will:

1. Strive to present all photographic services in surroundings and in a manner which reflects the highest levels of professionalism.
2. Deal with all users of photography and the general public with honesty and integrity.
3. Not use any marketing or competitive practice which violates any Federal Trade Commission, or other Federal or State regulatory agency rule or regulation, or Federal or State statute or any decision of any Federal or State Court.
4. Strive at all times to produce photography and photographic services in accordance with the highest levels of professionalism.
5. In all dealings with fellow photographers, students and others who aspire to be professional photographers, I shall share the knowledge and skill of professional photography.
6. Support efforts for and assist in the education of all interested persons and the general public in the art and science of professional photography.

Signature:

My signature on the document attests that all statements made by me are true to the best of my knowledge and further attests that I have read and agree, without reservation, to abide by the Code of Ethics of All Valley Professional Photographers. I further understand that failure to do so may result in expulsion from the Corporation.”

ARTICLE VI

REGISTRATION FEES AND DUES:

SECTION 1. In all membership classifications, PPA and PPC membership is encouraged, but optional. ~~All statements and applications will show applicable PPC dues.~~

SECTION 2. The Board of Directors may establish schedules of initial registration fees and shall establish annual dues as required. These fees and dues shall be stated in the Standing Rules of AVPP.

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

ARTICLE VII

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 AVPP Bylaws and Standing Rules to be accepted as a member.

Palumbo 11/10/09 9:12 AM
Formatted: Strikethrough

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

ARTICLE VIII

MEMBERSHIP OBLIGATIONS:

SECTION 1. It shall be the responsibility of every member, regardless of their classification, to advise the AVPP 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 AVPP office promptly of any change in their name, business name, address, e-mail address or telephone number(s).

ARTICLE IX

MEMBERSHIP MEETINGS:

SECTION 1. Annual Membership Meetings.
An annual Membership Meeting must be held each year in the month of November for the elections of Officers and Directors, considering reports or the affairs of AVPP, 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.

SECTION 2. 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.~~

Palumbo 11/10/09 9:13 AM
Formatted: Strikethrough

SECTION 3. ~~Members shall be notified seven (7) calendar days in advance of each meeting. The Newsletter Editor shall publish all~~ **Members shall be given** notices of all meetings of the Membership and the Board of Directors as required by law or by the AVPP Bylaws.

Palumbo 11/10/09 9:14 AM
Formatted: Strikethrough

ARTICLE X

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 AVPP with Professional Active membership privileges, in good standing, with each having one vote.

SECTION 2. Officers.

The Officers of AVPP shall be: President, 1st Vice President/President Elect, 2nd Vice President, Secretary, and Treasurer.

SECTION 3. Directors.

There shall be not less than ~~four (4)~~ two (2) and not more than eight (8) directors.

Palumbo 11/10/09 9:15 AM
Formatted: Strikethrough

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 chief executive officer of AVPP 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 AVPP. The President shall preside at all meetings of the Board of Directors and at all meetings of the membership, and attend all PPC 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. 1st Vice President/President-Elect.

The 1st Vice President/President-Elect shall, in the absence, death, disability or refusal of the President or his designate to act, perform all of the duties and have all of the President's powers. 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. ~~2nd Vice President~~

~~The 2nd 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.~~

Palumbo 11/10/09 9:16 AM
Formatted: Strikethrough

D. Treasurer.

The treasurer shall be responsible for keeping correct accounts of the properties and business transactions of AVPP. The Treasurer shall supervise the deposit of all monies and valuables in the name and to the credit of AVPP in such depository as may be designated by the Board of Directors. Shall disburse the funds of AVPP as

may be directed by the Board of Directors. 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 AVPP. In addition, the Treasurer shall have such other duties as may from time to time be prescribed by the Board of Directors. Furthermore, if required by the Board of Directors, shall post bond, at the expense of AVPP.

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 AVPP Minutes book(s). Shall provide copies of all minutes to members of the Board of Directors prior to the next regularly scheduled board meeting. Shall have such other duties and powers as may from time to time be prescribed by the Board of Directors.

F. Parliamentarian.

The Parliamentarian maintains order at all AVPP Board of Directors and Annual Membership meetings. Rules on "points of order" when needed using the Bylaws and Standing Rules of AVPP or when applicable, the rules contained in ~~"Robert's Rules of Order."~~ generally accepted parliamentary rules.

Palumbo 11/10/09 9:16 AM
Formatted: Strikethrough

SECTION 8. Powers of Officers and Directors:

Subject to any limitation in the Articles of Incorporation or in the general non-profit corporation law of the State of California, the Officers and Directors of AVPP shall exercise all corporate powers. Without limitation thereon, it is hereby expressly declared that they have the following specific powers, among others, to wit:

- A. To select, hire or remove any of the subordinate officers, agents and employees, (if any) of AVPP, 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 AVPP, 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 AVPP and to make such rules and regulations thereof not inconsistent with the laws of California, the Articles of Incorporation, the Bylaws of AVPP, the Bylaws of PPA or the Bylaws of PPC, as they deem best.
- C. To change the principal offices of the corporation from one location to another within the County of Los Angeles; 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, the Bylaws of AVPP, the Bylaws of PPA or the Bylaws of PPC.

SECTION 9. Regular Meeting of the Board of Directors:

A. Regular meeting of the Board of Directors shall be ~~held at least once monthly~~, from time to time at such places and time as may be designated by the President or the Board of Directors. A notice will be given to Officers and Directors seven (7) days in advance, giving the time and place of the regular or special meetings of 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 absence, disability or refusal to act, by any three (3) ~~Officers~~ Board of Directors.

Palumbo 11/10/09 9:20 AM
Formatted: Strikethrough

B. All members of AVPP 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.

Palumbo 11/10/09 9:21 AM
Formatted: Strikethrough

SECTION 10. Quorum.

Over fifty (50%) percent of the voting members of the Board of Directors shall constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act of a majority vote of the Board of Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors. (Except where the AVPP bylaws state otherwise.)

SECTION 11. Adjournment.

Meetings of the Board of Directors' can be adjourned when the quorum no longer exists by a majority of members left in attendance.

SECTION 12. Resignation.

Any member of the Board of Directors may tender their 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, shall be considered as having tendered his/her resigned resignation from the Board of Directors. The Board of Directors may or may not accept the resignation at its next scheduled Board of Directors meeting.

Palumbo 11/10/09 9:25 AM
Formatted: Strikethrough

SECTION 13. Removal of Officers and Directors.

Any Officer or Director may be removed from office by a two-thirds 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 AVPP and/or the AVPP 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 only.

SECTION 14. Removal of appointed positions.

Any member that 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 AVPP and/or the AVPP Code of Ethics.

ARTICLE XI

SECTION 1. Procedure.

The ~~Nominating Committee~~ Board of Directors and/or any member shall submit the names of candidates for all vacancies at the meeting of the Board of Directors prior to the October general meeting. Said candidates shall be AVPP members, with Professional Active 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 and nominations from the floor of qualified members will be accepted. Final approval of the ballot of Officers and Directors will be made at the meeting of the Board of Directors prior to the November general meeting.

Palumbo 11/10/09 9:26 AM
Formatted: Strikethrough

SECTION 2. Provision for Written Balloting.

The election of Officers and Directors shall be by written ballot at the November Annual Membership Meeting by AVPP members, with Professional Active privileges, in good standing. 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 AVPP member, with Professional Active privileges, in good standing. Ballots must be received 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. All candidates must have a majority vote of the ballots cast to take office. A second ballot to determine a majority vote for an Officer where there is more than one candidate on the ballot for that office may be taken at the annual meeting. Candidate for Directors not receiving a majority vote will not be on the Board of Directors. The tally shall become the official results and must be published in the Newsletter or on the AVPP website within thirty (30) days. All ballots must be kept in the possession of the

Secretary for sixty (60) calendar days and be made available to any AVPP member.

SECTION 3. Filling a Vacancy.

In the event of the death, resignation or expulsion of any Officer or Director, the Nominating Committee shall present a nominee, who has Professional Active 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 4. Qualification for Voting.

Voting under Article X, Section 2 shall be limited to AVPP members with Professional Active privileges, in good standing.

SECTION 5. Tenure and Limitations.

- A. Officers shall be elected annually to serve a one year term or until their successors are elected.
- B. The President ~~shall have been an elected officer 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. Officers shall ~~have been an elected Director at least one full year prior to taking office.~~ be elected for a one (1) year term.
- D. Directors shall be elected for a ~~two~~ one (1) year term.
- E. Directors shall have been members of AVPP at least one year prior to taking office.
- F. There shall not be more than one member of a studio or company/organization serving on the Board of Directors at any one time.
- G. The immediate Past President or another Past President shall be appointed as Parliamentarian for a one year term by the Nominating Committee, subject to the approval of the Board of Directors.
- H. Exception to these provisions of Article XI, Section 5 shall require three-fourths (3/4) vote of all members of the Board of Directors.

Palumbo 11/10/09 9:30 AM
Formatted: Strikethrough

Palumbo 11/10/09 9:30 AM
Formatted: Strikethrough

Palumbo 11/10/09 9:31 AM
Deleted: two

Palumbo 11/10/09 9:31 AM
Formatted: Strikethrough

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 preceding their official installation and will be responsible for the administration, direction and control of all functions for their term of office.

ARTICLE XII

INSTALLATION AND AWARDS BANQUET: MEETING:

The new Officers and Directors each year will be presented to the membership and officially installed at the Installation and Awards Banquet Meeting which will be held in January or February. ~~At this time, the annual print competition awards will be made by the Chairperson of the Print Competition Committee, and the outgoing President will award such citations and Honorary membership as had been approved by the Board of Directors during the previous year.~~

Palumbo 11/10/09 9:32 AM
Formatted: Strikethrough

Palumbo 11/10/09 9:33 AM
Formatted: Strikethrough

Palumbo 11/10/09 9:33 AM
Formatted: Strikethrough

ARTICLE XIII

CALENDAR YEAR:

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

ARTICLE XIV

COMMITTEES:

SECTION 1. Committees.

- A. The President shall, at the first board meeting after taking office, appoint all committees and Committee Chairpersons subject to the approval of the Board of Directors. The President shall be ex officio member of all committees.
- B. Standing Committees shall be appointed by the Board of Directors as required by the needs of the organization.
 - ~~1. Banquet Committee.~~
 - ~~2. Budget Committee (Treasurer to be Chairperson)~~
 - ~~3. Bulletin Editor and Committee.~~
 - ~~4. Membership Committee.~~
 - ~~5. Nomination Committee (Five (5) members).~~
 - ~~6. Public Relations Committee.~~
 - ~~7. Print Competition Committee.~~
 - ~~8. Program Committee.~~
 - ~~9. Door Prize Committee.~~
 - ~~10. Seminar Committee.~~
 - ~~11. Studio Visitation Committee.~~
 - ~~12. Telephone Committee.~~
 - ~~13. Video Tape Library Committee.~~

Palumbo 11/10/09 9:36 AM
Formatted: Strikethrough

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

EXPULSION OF MEMBERS:

Any member may be expelled from AVPP by a two-thirds vote of the Board of Directors for such cause as may be determined by the Board of Directors, for any violation of the Code of Ethics, or for any behavior contrary to the best interest of the Corporation: provided that written charges alleging such cause shall be filed with the Board of Directors; and a copy thereof furnished to the member at least ten (10) calendar days prior to the meeting of the Board of Directors at which time such charges are to be considered; and that the member so charged shall be granted the opportunity to be heard fully before such action be taken.

ARTICLE XVI

RESIGNATIONS:

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

ARTICLE XVII

OFFICES:

The principal offices for the transaction of business of AVPP shall be at such place or places within Los Angeles County as may be from time to time designated by resolution of the Board of Directors.

ARTICLE XVIII

USE OF THE CORPORATION NAME AND EMBLEM OR LOGOTYPE:

- SECTION 1. Use of the Corporation Name.
- A. Officers, directors, committee chairpersons, bulletin editor, employees and members, with Professional Active privileges, only may use AVPP name, stationery, or logo to identify themselves as members in good standing with their AVPP office or title.
 - B. Officers, directors, committee chairperson, bulletin editor, employees and members may not publish or distribute any statement, article, letter, advertising or promotion using a AVPP 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. Also, such unlawful actions may make the individual concerned 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 AVPP shall be prescribed and approved by the Board of Directors.

SECTION 3. Display:
AVPP members, with Professional Active privileges, in good standing shall have the privilege of displaying the AVPP insignia, emblems and logotype in or upon their premises, equipment, stationary, 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 AVPP shall remain at all times the property of AVPP, 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 AVPP 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 AVPP shall be personally liable for any of its debts, obligations and/or acts.

SECTION 2. Indemnification.

Each member of the Board of Directors and each Officer of AVPP whether or not then in office, (and his/her heirs, executors) shall be and hereby is indemnified by AVPP against any and all cost and expense (including, but not limited to, council fees) responsibility incurred by or imposed upon him 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 AVPP, 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 of AVPP against liability to AVPP 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.

ARTICLE XX

CORPORATE RECORDS AND REPORTS - INSPECTION

SECTION 1. Records.

AVPP shall maintain adequate and correct accounts, books and records of its business and properties. All of such books, records and accounts shall be kept at its principal place of business in the County of Los Angeles, 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 AVPP Bylaws.

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

SECTION 4. Checks, Drafts, Etcetera.

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 All Valley Professional Photographers shall be signed or endorsed by two (2) officers in such manner as shall be determined from time to time by resolution of the Board of Directors. These shall be kept as a record for a minimum of five (5) years.

SECTION 5. Contracts, Etcetera – 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 AVPP. 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 AVPP 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 five (5) 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".~~

Palumbo 11/10/09 11:24 AM
Formatted: Strikethrough

ARTICLE XXII

AMENDMENTS:

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 bulletin 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 a AVPP member, with Professional Active privileges in good standing. Ballots must be received no later than two (2) calendar days prior to the general meeting the amendment(s) are voted on.

ARTICLE XXIII

DISSOLUTION:

SECTION 1. Vote Necessary.

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

SECTION 2. 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 a nonprofit institution, school, or corporation in the field of photography. The final Board of Directors of AVPP shall select and approve the institution to which said disbursement is to be made.

ARTICLE XXIV

PARLIAMENTARY AUTHORITY:

The rules contained in ~~the current edition of Robert's Rules of Order~~ any generally accepted parliamentary rules, newly revised, shall govern AVPP in all cases in which they are applicable and in which they are not inconsistent with the Bylaws and Standing Rules or orders that AVPP may adopt.

Palumbo 11/10/09 9:38 AM
Formatted: Strikethrough

CERTIFICATION

These Bylaws were approved at the June 27th, 2007 meeting of the Board of Directors of All Valley Professional Photographers. These bylaws were voted upon and approved to become effective on November 1st, 2007 at the regular monthly meeting held July 11th, 2007 in the County of Los Angeles, State of California by the Membership at Large of All Valley Professional Photographers.

Certified _____ Date _____
Paula Hollowell
Secretary, All Valley Professional Photographers