

BYLAWS OF Thousand Oaks Photo Group
A California Nonprofit Public Benefit Corporation

ARTICLE 1 - OFFICES

SECTION 1. NAME

The name of this Corporation is Thousand Oaks Photo Group, hereafter referred to as "TOPG."

SECTION 2. PRINCIPAL OFFICE OF THE CORPORATION

The principal office for the transaction of business of the Corporation may be established at any place or places within Ventura County, California by resolution of the Board. It was originally 632 Briar Cliff Road, Thousand Oaks, CA 90360 and is currently P. O. Box 941964, Simi Valley CA 93094

SECTION 3. CHANGE OF ADDRESS OF PRINCIPAL OFFICE

The Board of Directors (Board) shall have full power and authority to change said principal office from one location to another within the State of California. Any such change shall be noted by the Secretary in the minutes of the Board meeting in which the Board approved such a change and incorporated into these Bylaws at such time as they are updated in the future.

SECTION 4. OTHER OFFICES

The Board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

ARTICLE 2 - PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

This corporation is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

The Corporation shall:

- (a) Assist and educate members to (a) effectively use current and future photographic devices such as digital cameras, computers, computer accessories, smart phones, tablets, and, camera accessories; (b) effectively use software related to these devices; and (c) produce esthetically pleasing and impactful photography using the devices and software described in (a) and (b). These assistance and educational efforts shall be conducted via (a) speakers at group monthly meetings; (b) photo competitions; (c) group field trips; and (d) group workshops separate from group monthly meetings;
- (b) Facilitate the legal exchange of photo-related computer software and publications;
- (c) Acquire and maintain educational software and publication reference libraries;
- (d) Provide and maintain a computerized information system for use of the Group's members and general public; and
- (e) Render assistance to the general public and to other non-profit organizations on photography related issues.

SECTION 2. DEDICATION OF ASSETS

This Corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or Officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE 3 – MEMBERS

SECTION 1. MEMBERSHIP

Membership in TOPG is at will and voluntary. Members are honorary and their participation in any TOPG meeting, event, or activity is completely voluntary. Members may choose to leave membership at any time with or without notification. Members who choose to leave without notification will be removed from the active member rolls at the next dues cycle as defined by the Board.

- a) Member in Good Standing (Active Member): a Member who pays annual dues as established by the Board and executes a the Board approved hold harmless release/release of liability waiver for TOPG, its Directors, Members, and volunteers is a Member in good standing.
- b) Termination on Membership: The Board may remove and bar a disruptive Member from TOPG, through a documented Board action, for disrupting the normal operation of the organization or disruption of other Members. The Member terminated shall be given a full refund of that year's dues.
- c) Member voting Rights: Members have voting powers to select the Board from the pool of active members on a yearly basis.
 - i. TOPG Voting: Voting of Members for Members standing for election to the Board shall be held at a regular monthly membership meeting that Members are notified of at least two weeks in advance. Voting is by acclimation of the members who choose to attend the meeting.
 - ii. Other Voting: If the Board, at its discretion puts a question to the membership the voting shall be held at a regular monthly membership meeting that Members are notified of in advance. Voting is by acclimation of the Members who choose to addend the meeting.

SECTION 2. TOPG MEETINGS

All scheduled meetings, events, and activities of TOPG are public and open to all Members in good standing, including the Steering Committee meeting. Board meetings are only open to the Board and invited Members and guests.

SECTION 3. MEMBER COMPENSATION

No Member may receive monetary or material compensation for any TOPG activity from the Corporation except reasonable expenses approved in advance by the Board.

ARTICLE 4 – BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws of this Corporation, the activities and affairs of this Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors (Board).

SECTION 2. SPECIFIC POWERS

Without prejudice to the general powers set forth in Article 4, Section 1 of these bylaws, but subject to the same limitations, the Board shall have the power to do the following:

1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation or by these Bylaws.
2. Appoint and remove, at the pleasure of the Board, all corporate officers, agents and employees; prescribe power and duties for them as are consistent with the law, the Articles of Incorporation and these Bylaws; fix their compensation; supervise their performance; and require from them security for faithful service.
3. Change the principal office or the principal business office in California from one location to another.
4. The Board may not borrow money or incur debts for the corporation in excess of nominal credit card purchases of equipment, supplies, and services for everyday operation of TOPG.
5. Authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Except for

matters pertaining to the ordinary and necessary operation of the business of the corporation and as otherwise provided in Section 5214 of the California Corporations Code, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

6. Accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.
7. Adopt, use, and, at will, alter a corporate seal.

SECTION 3. NUMBER OF DIRECTORS

The Board shall consist of five (5) Directors unless changed by amendment to these Bylaws. These Directors are the President, the Vice President, the Secretary, the Treasurer and a Member at Large.

SECTION 4. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS

No persons serving on the Board may be "interested persons." An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

SECTION 5. NOMINATIONS OF DIRECTORS

Any current Member of TOPG may stand for election to the Board. Nominations occur at the meeting where the voting takes place.

SECTION 6. ELECTION OF DIRECTORS

Directors shall be elected at a regular monthly membership meeting. Members must be notified of the intent to conduct such a vote at least two weeks in advance. Voting is by

acclimation of the members who choose to attend the meeting. Directors serve for one (1) year and shall hold office until the expiration of the term for which elected.

SECTION 7. COMPENSATION

Directors shall serve without compensation, but may receive such reimbursement of expenses as the Board may establish by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

SECTION 8. RESIGNATION OF DIRECTORS

Any Director may resign by giving written notice to the President, the Secretary of the Board, or the Board collectively. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

Except upon notice to the California Attorney General, no Director may resign if the corporation would be left without a duly elected Director or Directors in charge of its affairs.

SECTION 9. INTENTIONALLY DELETED

SECTION 10. VACANCIES

A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death, or resignation of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; or (c) the increase of the authorized number of Directors via an Amendment to these Bylaws.

Vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with Corporations Code Section 5211; or (3) a sole remaining Director.

SECTION 11. NO REMOVAL FOR REDUCTION OF NUMBER OF DIRECTORS

Any reduction of the authorized number of Directors shall not result in any Director's being removed before his or her term of office expires.

SECTION 12. LIMITED LIABILITY OF DIRECTORS

Subject to their fiduciary responsibilities and standards of conduct for directors including, but not limited to, the duty of care, the duty of loyalty, the duty of inquiry and other duties imposed by law, the Directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

SECTION 13. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The **President** shall be the chief executive officer of the corporation and shall supervise and control the affairs of the Corporation and the activities of the Board. They shall perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. They shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, They shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board Of Directors.

In the absence of the President, or in the event of their inability or refusal to act, the **Vice President** shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

The **Secretary** shall:

1. Certify and keep or cause to be kept the Articles of Incorporation and the original or a copy of these Bylaws as amended or otherwise altered to date.
2. Keep or cause to be kept at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings and actions of the Board and of committees of the Board. The minutes of meetings

shall include the time and place that the meeting was held; whether the meeting was annual, general or special and, if special, how authorized; the notice given and the names of persons present at Board and committee meetings.

3. Give or cause to be given notice of all meetings of the Board and of committees of the Board that these bylaws require to be given.
4. Be custodian of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under seal is authorized by law or these bylaws. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.
5. Exhibit or cause to be exhibited at all reasonable times to any director of the corporation, or to their agent or attorney on request thereof, the bylaws and the minutes of the proceedings of the directors of the corporation.
6. Perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these bylaws, or which may be assigned to them from time to time by the Board of Directors.

The **Treasurer** shall:

1. Have charge and custody of, and be responsible for, all funds and securities of the corporation and deposit, or cause to be deposited, all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
2. Disburse, or cause to be disbursed by the President, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements as the Board may order. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the President, another Board member, or by such individuals as are authorized by the Board of Directors.
3. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

4. Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request thereof.
5. Render to the Chair and directors, whenever requested, an account of any or all transactions and of the financial condition of the corporation.
6. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
7. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to them from time to time by the Board of Directors.

The **Member at Large** has no specific responsibilities.

ARTICLE 5 – MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1. PLACE OF BOARD MEETINGS

Meetings of the Board shall be held at the principal office of the corporation unless another location is designated in the notice of the meeting.

SECTION 2. MEETINGS BY TELEPHONE OR OTHER TELECOMMUNICATIONS EQUIPMENT

Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

1. Each Director participating in the meeting can communicate concurrently with all other Directors;
2. Each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation;
3. The Board has adopted and implemented a means of verifying both of the following:

- a. A person participating in the meeting is a Director or other person entitled to participate in the Board meeting;
- b. All actions of or votes by the Board are taken or cast only by the Directors and not by persons who are not Directors.

SECTION 3. ANNUAL MEETING

The annual meeting of the Board shall be defined as the first regularly scheduled TOPG Steering Committee meeting / Board of Directors meeting of the new fiscal year.

SECTION 4. REGULAR MEETINGS

The Board by resolution may establish a schedule of regular meetings of the Board.

SECTION 5. SPECIAL MEETINGS

Special meetings of the Board may be called by any Director(s), and such meetings shall be held at the place designated by the person or persons calling the meeting.

SECTION 6. NOTICE OF SPECIAL MEETINGS

Notice of the time and place of special meetings shall be given to each Director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the corporation's records.

Notices sent by first-class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, respectively, at least forty-eight (48) hours before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The purpose of the special meeting must be specified in the notice.

SECTION 7. QUORUM

A majority of the duly elected Directors constitutes a quorum of the Board of Directors for the transaction of business except as hereinafter provided.

Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to: (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of Directors.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Except as otherwise provided in these bylaws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 8. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETING

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as above described, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such

Waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

SECTION 9. ADJOURNMENT

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

SECTION 10. ACTION WITHOUT A MEETING

Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an “interested director” as defined in Corporations Code Section 5233 shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board. Email shall be considered “consent in writing” for Approval of actions.

Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of disinterested directors of the Board of Directors without a meeting and that the bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

ARTICLE 6 – COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The TOPG Board of Directors is the Executive Committee for the Corporation.

SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution or, if none, by resolution of the committee.

Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Board has not adopted rules, the committee may do so.

ARTICLE 7 – OFFICERS

The Directors act as the Corporation's Officers

ARTICLE 8 – EXECUTIVE DIRECTOR

TOPG does not have an Executive Director.

ARTICLE 9 – CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS

SECTION 1. CONTRACTS WITH DIRECTORS AND OFFICERS

No Director of this Corporation nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Corporation, unless (a) the material facts regarding that Director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of

the Board by a vote sufficient for that purpose without counting the votes of the interested directors; (c) before authorizing or approving the transaction, the Board considers and in good faith decides that after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

SECTION 2. LOANS WITH DIRECTORS AND OFFICERS

Loans with TOPG Directors and Officers or any other Active or Inactive Member are prohibited.

ARTICLE 10 – INDEMNIFICATION AND INSURANCE

SECTION 1. INDEMNIFICATION

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding”, as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. “Expenses”, as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board by any person seeking indemnification under Corporations Code Section 5238(b) or Section 5238(c), the Board shall promptly decide under Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in Corporations Code Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Article 10, Section 1 of these bylaws in defending any proceeding covered by this Section shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

SECTION 2. INSURANCE

This Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising from the officer's, director's, employee's or agent's status as such.

ARTICLE 11 – CORPORATE RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office in the State of California:

1. Minutes of all meetings of Directors and Committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
2. Adequate and correct books and records of account including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
3. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors of the corporation at all reasonable times.

SECTION 2. DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

SECTION 3. ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all Directors of the corporation, which report shall contain the following information in appropriate detail:

1. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
2. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
3. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes for the fiscal year;
4. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;
5. Any information required by Section 4 of this Article;
6. An independent accountants' report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

SECTION 4. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS AND INDEMNIFICATIONS

As part of the annual report, this corporation shall furnish to its Directors a statement of any transaction of indemnification of a kind described in Section 6322, subdivision (d) or (e) of the California Nonprofit Public Benefit Corporation Code:

(A) Any transaction (i) in which the Corporation was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$5 or was one of several transactions with the same interested person involving, in the aggregate, more than \$5. For this purpose, an "interested person" is either:

- a. Any Director or Officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
- b. Any holder of more than ten (10) percent of the voting power of the corporation.

The statement shall include a brief description of the transaction, the names of the interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(B) Any indemnifications or advances aggregating more than \$100 paid during the fiscal year to any Officer or Director of the Corporation under Article 10, Section 1 of these bylaws, unless that

indemnification has already been approved by the Board under Corporations Code Section 5238(e)(2).

ARTICLE 12– FISCAL YEAR

SECTION 1. FISCAL YEAR

The fiscal year of the corporation shall begin on the first of July and end on the thirtieth of June of each year.

ARTICLE 13 – AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted at a regular monthly membership meeting. Members must be notified of the intent to conduct such a vote on an Amendment to these Bylaws at least two weeks in advance. Voting is by acclamation of the Members who choose to attend the meeting..

These bylaws may not be amended to include any provision that conflicts with law or with the Corporation's Articles of Incorporation.

ARTICLE 14 – AMENDMENT OF ARTICLES OF INCORPORATION

SECTION 1. AMENDMENT OF ARTICLES

Subject to limitations placed by Corporations Code Section 5810(a) and any other provision of law applicable to the amendment of Articles of Incorporation of public benefit nonprofit corporations, the Articles of Incorporation may be altered, amended, or repealed and new Articles adopted at a regular monthly membership meeting. Members must be notified of the intent to conduct such a vote on an amendment to the TOPG Articles of Incorporation at least two weeks in advance. Voting is by acclamation of the Members who choose to attend the meeting.

SECTION 2. LIMITATIONS ON AMENDMENTS

Notwithstanding the above section of this Article, this Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this Corporation, nor the name and address of its initial agent, except to correct an error in such statement.

ARTICLE 15 – PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No Director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the

corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the Board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation.

The Board of Directors of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

CERTIFICATE OF THE SECRETARY

I certify that I am the duly elected and acting Secretary of Thousand Oaks Photo Group, a California nonprofit public benefit corporation; that these bylaws, consisting of 18 pages, are the bylaws of this corporation as adopted by the Board of Directors on ORIGINAL BYLAWS DATE MAY 13, 1997 amended or modified since that date.

Executed on ___ / ___ in _____ California; and that these bylaws have not be altered by myself or anyone else.

_____ Signature

_____TYPE NAME_____, Secretary

Corporate Bylaws, Thousand Oaks Photo Group

A California Nonprofit Public Benefit Corporation