

Amended and Restated
Bylaws
OF
Metro Professional Photographers Association

ARTICLE I GENERAL:

- 1.1 Name. The name of the corporation is Metro Professional Photographers Association (hereinafter referred to as "the Association").
- 1.2 Purpose. Purpose of the association is to promote good fellowship and provide education in superior photographic techniques as well as ethical and sound business practices; to inform the public and increase demand for services; and, to provide support for state, regional and national photographic organizations such as the Professional Photographers of Oklahoma, Southwest Professional Photographers Association and the Professional Photographers of America.
- 1.3 Tax Exempt Status. The Association shall operate as an entity described in Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Association may do all things and perform all acts permitted a not for profit corporation under the laws of Oklahoma in furtherance of the above purposes within the requirements set forth in Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE II LOCATION:

- 2.1 Principal Office. The Association shall locate its Principal Office within the state of Oklahoma. The Association may change said Principal Office from one location to

another, notifying the Internal Revenue Service and the Oklahoma Secretary of State of such change.

2.2 Registered Office. The registered office of the Association will be maintained in the state of Oklahoma and may be, but need not be, identical with the Principal Office. A change of the Registered Office shall be filed with the Oklahoma Secretary of State.

2.3 Other Offices. The Association may have offices within the state of Oklahoma at such other places as the Board may designate from time to time as the business of the Association may require.

ARTICLE III MEMBERSHIP:

3.1 Voting Membership Classifications: There shall be three (4) classes of Voting Membership entitled to voting rights which shall consist only of the following:

- a) Active Members: Photographers who are available for photographic assignment a significant number of hours each week or who derive income directly from photography.
- b) Life Members: Individuals who have volunteered or given significant time and effort to the organization as to deserve automatic continual Active Membership status in the Association for the duration of their lifetime. The Board of Directors shall recommend individual(s) for the position of Life Members to the Membership for a vote.
- c) Student Member: Students who are preparing for a career in photography in an accredited university, college, vocational or technical school.
- d) Joint Members: Individuals that have a paid, active membership with a sister PPA guild as well as a paid "joint" membership with MetroPPA

Active Members, Life Members, and Student Members shall hereinafter be referred to as "the Members."

3.2 Non-Voting Membership: Non-voting membership classifications, including but not limited to Member Spouses and/or Sponsors shall be determined by the Membership and

such individuals shall be subject to any and all requirements set forth by the Board either in these Bylaws or through policies.

3.3 Voting Rights. Only current dues paying Members which are specified in Article 3.1, shall be entitled to voting rights and/or benefits provided for in these Bylaws. Therefore, purposes of these Bylaws, "Membership" and/or "Members" refer only to the Active Members, Life Members, Joint Members and Student Members and not to any non-voting membership classifications. Each Member as set forth in Article 3.1 shall have one vote. Proxies may not be used.

3.4 Membership Term. The Membership Term shall be the same as the Calendar Year. Membership is not transferrable or assignable.

3.5 Quorum. A quorum of the Members, as defined in Article 3.1, at meetings of the Membership shall consist of the Members present and voting but shall in no circumstance be less than five (5) Members. Members must be present in person to be counted for quorum. Should the Members fail to meet at least one (1) time in any given year, the Board may act on behalf of the Membership and be entitled to all rights provided to the Members under these Bylaws. All business brought before the Membership shall be conducted by a quorum and a majority vote of the Members shall determine all matters, including elections, brought before the Membership.

However, the following actions must be approved by the Members by two-thirds (2/3) of the votes cast:

- a) Dissolution.
- b) Merger.

- c) Sale of assets other than in the regular course of activities.
- d) Bylaws amendments and/or changes.
- e) Certificate of Incorporation amendments and/or changes other than the registered service agent.

3.6 Meetings. The regular and special meetings of the Membership shall be held as determined by the Board. A meeting to elect Directors and Officers shall take place in the fourth quarter of the Calendar Year to allow Directors and Officers to begin their respective terms at the beginning of the following Calendar Year. In addition, regular and special meetings may be called by written petition of any five (5) Members or by the President. The President of the Association shall preside over meetings of the Membership unless determined otherwise by a vote of the Members.

3.7 Notice of Meetings. Notice of regular meetings shall be sent and/or provided to the Members not less than ten (10) days but with the most recent notice not more than sixty (60) days prior to the holding of the meeting. Notice of special meetings shall be sent and/or provided to Members not less than forty-eight (48) hours prior to the holding of the meeting.

All business brought before the Members may be acted upon at any regular meeting. However, only business set forth in the agenda provided with the notice of the special meeting may be acted upon by the Members. If a Member does not receive notice of a meeting, but attends the meeting, he/she shall be deemed to have waived notice of the meeting.

3.8 Member Duties. Duties of the Members are as follows:

- a) Maintain current dues, if applicable, to be entitled to voting rights.
- b) Elect the Directors and Officers of the Association.
- c) Vote on issues provided for in Article 3.5.
- d) Abide by the Bylaws and policies of the Association.
- e) Abide by the laws affecting the Association.

All other corporate powers necessary and incidental to taking action and conducting business of the Association shall be exercised by or under the authority of the Board.

- 3.9 Termination of Membership. Any Member may voluntarily terminate his/her Membership of the Association at any time. Any Member may be terminated with or without cause by a two-thirds (2/3) majority vote of a quorum of the Directors at any meeting of the Board. However, the Membership may reinstate a Member by a two thirds (2/3) majority vote of a quorum of the Members.
- 3.10 Dues and Terms of Membership. Membership Dues and terms may be established by the Board of Directors. At any time, the Board of Director may provide for fees or dues associated with Membership rights.
- 3.11 Membership List. No Member or individual shall use the membership list of the Association without prior approval of the Board.
- 3.12 Procedures. Membership meetings shall use a modified version of parliamentary procedure to foster open discussion. Conflicts in procedures shall be resolved in accordance with the current edition of Robert's Rules of Order unless determined otherwise by the Association's written policy or laws of Oklahoma.

ARTICLE IV BOARD OF DIRECTORS:

- 4.1 Number. The Board of Directors (hereinafter referred to as "the Board") will consist of not less than seven (7) and not more than seventeen (17) voting Directors. The Members may increase or decrease the number of Directors, in accordance with the range specified above, and are entitled to vote thereon at any regular or special meeting of the Members.
- 4.2 Duties. The Board of Directors the Association shall have all powers and authority which may be granted to a board of directors of a corporation under the laws of Oklahoma except for those

reserved for the Members in Article 3.5 and 3.8. The duties of the Directors include the following:

- a) Exercise a duty of obedience to the Association's central purpose in guiding all decisions.
- b) Exercise due care and act in good faith in all dealings and interests with the Association.
- c) Exercise a duty of loyalty to the Association by avoiding and/or managing conflicts of interest.
- d) Periodically review these Bylaws and make recommendations to the Membership concerning any amendments and/or changes.
- e) Develop and periodically review and/or amend organizational policies which may include duties in addition to those designated in these Bylaws and present to the Membership for approval.
- f) Maintain a board manual containing approved policies and contemporaneous minutes and records of all meetings.
- g) Ensure the Association is adequately funded.
- h) Submit an annual financial report to the Membership.
- i) Approve the annual budget and oversee the financial administration of the Association.
- j) Ensure the appropriate Form 990 is submitted to the IRS.
- k) Review and approve all contractual agreements or authorize a Director(s) to execute such agreements in accordance with the policies of the Association.
- l) Maintain annual Membership Dues, if applicable.
- m) Sit on a minimum of one committee unless excused from such duty by a vote of the Board.
- n) Perform such other duties as prescribed by the Board.

4.3 Composition. A majority of the Board shall work in or around the profession of photography. The Association shall strive to have Directors with areas of expertise relevant to the needs of

the Association. An individual with skill sets outside the profession of photography may serve as a Director. An employee (if any) of the Association may not serve as a voting or non-voting Director.

- 4.4 Nomination. The Board Governance Committee shall prepare a slate of potential candidates in accordance with Articles 4.1, 4.3 and 7.3 to present to the Members. Election of Directors and Officers shall take place at a regular meeting in the fourth quarter of the Calendar Year to allow Directors and Officers to begin their respective terms at the beginning of the following Calendar Year.
- 4.5 Election. Elections shall be determined by a majority of a quorum of the Membership. If the slate is not approved, a majority of the Members may call for a vote on each slated candidate. Each slated candidate receiving a majority of the votes cast shall become a Director. The Members may request the Governance Committee to provide an additional slate of candidates should a Director position(s) remain open. Elections may take place at any regularly called meeting of the Members.
- 4.6 Term of Office and Term Limits. A Director's term of office shall be for a period of two years. Any Director may serve three (3) consecutive terms. Any individual who has served three (3) consecutive terms, resigned or has been removed may be eligible for re election as a Director after a period of one (1) year. A Director shall serve no more than a total of six (6) terms. If the Board of Directors is at risk of falling below the minimum number of required directors, the 1 year waiting period may be waived as the executive board sees fit and then approved by a vote of the membership.

Upon resignation, removal or vacancy of a Director, the respective successor shall serve the remainder of the term whereby a partial term shall not be considered as a full term when determining term limits. Service of a Director prior to the adoption of these Bylaws shall not be counted toward term limits. Partial terms in the establishment of the originating Board shall not be considered as a full term when determining term limits.

- 4.7 Removal or Resignation. Any Director who misses three (3) consecutive Board meetings may be deemed to have resigned as a member of the Board and cease to be a member thereof on the date of the third absence. At a meeting following the resignation, the Director may be reinstated by a majority vote of a quorum of the Board at the Director's request. A two-thirds (2/3) majority vote of a quorum of Members may remove any Director at any time with or without cause at any regular or specially called meeting.

Any Director may resign at any time by giving written or verifiable electronic notice to the President or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The resignation shall be acknowledged by the President, verified by a second Officer, and recorded in the minutes. No Director may resign if the Association would then be left without a duly elected Director(s) in charge of its affairs, except upon notice to the Oklahoma Secretary of State and to the Internal Revenue Service.

- 4.8 Vacancies or Newly Created Directorships. The Governance Committee shall present to the Members candidates for vacancies resulting from term limits, resignation, removal or newly created Directorships in accordance with Article 4.4. A majority vote of a quorum of the Membership may elect Directors for such vacancies or newly created directorships at any regularly called meeting of the Membership.

If, due to such vacancies, the number of Directors is less than seven (7) as stated in Article 4.1, a majority vote of the total number of Directors may elect Directors to fill such vacancies at any meeting of the Board until a meeting of the Membership is called. Those elected by the Membership shall assume their positions for the duration of the unexpired term.

- 4.9 Compensation. Directors shall serve without compensation. Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their

duties with prior approval of the Board. Reimbursement of expenses shall be reported to the Membership at the next meeting of the Membership.

ARTICLE V MEETINGS OF THE BOARD:

5.1 Meetings. There shall be a minimum of four (4) meetings of the Board per year. Regular meetings of the Board may be held at such times as shall be determined by the Board. Meetings of the Board shall be held at any place within the state of Oklahoma which has been designated by a majority vote of a quorum of the Board. In the absence of such designation, meetings shall be held at the Principal Office of the Association.

Special meetings of the Board for any purpose(s) may be called at any time by the President of the Board, by any three (3) Directors or by any seven (7) Members. No business shall be considered at any special meeting other than the purpose(s) mentioned in the notice of the meeting given to each Director. Special meetings of the Board may be held either at a place so designated within the state of Oklahoma or at the Principal Office.

5.2 Quorum. A majority of the total number of Directors shall constitute a quorum. Directors present via any form of communication where all persons participating in the meeting can hear and speak to each other will be considered present at such meeting and shall be counted when determining a quorum.

In the absence of a quorum, a majority of the Directors present at any meeting may vote to adjourn the meeting to another place, date or time. Notice of any meeting adjourned and rescheduled in this manner shall be given as set forth in Article 5.3.

5.3 Notice. Any regular meeting of the Board will require no notice if the time, date and location of such meeting were previously determined by the Board and distributed to the Directors. Directors not in attendance at the meeting setting forth the dates shall be given the dates, time and location of such meetings within ten (10) business days following the meeting. For any

regular meeting where the date, time and location were not previously determined, notice shall be sent to the Directors as least ten (10) days but not more than thirty (30) days prior to the holding of the meeting. For any special meeting, notice shall be sent to the Directors not less than twenty-four (24) hours but with the most recent notice not more than thirty (30) days, prior to the holding of the meeting.

Directors shall, in writing, provide to the Secretary of the Association instructions on how they wish to receive notice and any notice of meetings sent to them per their instructions shall be valid notices thereof. If a Director does not receive notice of a meeting, but attends the meeting, he/she shall be deemed to have waived notice of the meeting.

- 5.4 Procedures. Conflicts in procedures shall be resolved in accordance with the current edition of Robert's Rules of Order as a procedural guide unless determined otherwise in these Bylaws, written policy or state law.
- 5.5 Voting. Each Director shall have one vote. Routine business shall be transacted by a majority vote of a quorum of the Directors. Officers shall be elected pursuant to Articles 6.3 and 6.4. Proxies may not be used.
- 5.6 Physical Meetings. At any meeting of the Board, the Directors may vote by voice on all matters either in person, via electronic transmission, or via alternate means of communication where the Director can hear and be heard. The Association shall implement reasonable measures to verify that each person deemed present at the meeting and permitted to vote at a meeting by means of electronic transmission or alternate means of communication is a Director. However, upon demand by a Director, the Directors shall vote by ballot. In such event, each ballot shall state the name of the Director and such other information as the Board may require under the procedure established for the meeting. Directors present via electronic transmission or alternate means of communication may send their ballot to the Secretary, or designee, provided that the electronic transmission shall set forth or be submitted with information from which it can be determined that the electronic ballot was authorized by a voting Director. Ballots may be

distributed and returned via email. If proper authorization cannot be determined, the Director must mail or fax a signed ballot to the Secretary, or designee.

5.7 Virtual Meetings. Virtual meetings may take place via any form of alternate means of communication including email, video conferencing, on-line meeting, or other method of meeting where all participants have the ability to contemporaneously send and receive information discussed. The Board may vote by voice, email or other electronic medium during electronic meetings. However, the President or any two (2) Officers may call for an electronic vote by written ballot. For electronic ballot voting to represent an action of the Board, **all** of the following conditions must be met:

- a) All Directors must have access to a ballot.
- b) The ballot shall set forth each proposed action and provide for a vote for or against each proposed action.
- c) A majority of the total number of Directors must vote thereby ensuring a quorum of the Board has voted.
- d) The ballot must be received within the voting period established on the ballot which shall not be less than twenty-four (24) hours and not more than three (3) days.
- e) Receipt of a ballot shall be acknowledged by an Officer, or designee.
- f) A ballot must be submitted by a Director.
- g) All ballots shall be made public to the Board.
- h) All ballots shall be maintained with the corporate records.

The Association shall implement reasonable measures to verify that each ballot cast was from a Director. Virtual meetings shall not be used to amend the budget, create or amend the financial policies, or determine employment matters.

5.8 Action Taken Without Notice of a Meeting. Any action taken or approved at any meeting of the Board, whether physical or virtual, however called and noticed or wherever held, shall be valid if a quorum was present at such meeting and if either before or after the meeting, a majority of

the total number of Directors sign a written waiver of notice or a written consent to holding such meeting. All such waivers or consents shall be filed with the corporate records or made a part of the minutes of the meeting.

ARTICLE VI OFFICERS:

6.1 Officers. The Officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer.

6.2 Term of Office. An Officer shall serve for a one- (1) year term or until the next succeeding election of Officers. Officers may hold the same office for no more than three consecutive terms. However, Offices of Secretary and Treasurer may hold the same office for no more than five (5) consecutive terms. In addition, the Office of Executive Advisor may serve unlimited terms although the position must be slated by the Governance Committee each year. For unusual or extenuating circumstances, the Directors may, by a two-thirds (2/3) majority vote, request an Officer be slated for one (1) additional one- (1) year term. Upon resignation, removal or vacancy of an Officer, the respective successor shall serve the remainder of the term whereby a partial term shall not be considered as a full term when determining term limits.

The aforementioned terms of office will only be in effect when there are a minimum of 10 non-board members attending at least 50% of the regular membership meetings through the year. Otherwise, once one is on the Executive Board, one will advance yearly to the next position that is in the order of officers as outlined in subarticle 6.1.

6.3 Nomination. The Board Governance Committee shall prepare a slate of potential candidates in accordance with Article 7.3 to present to the Membership. Election of Officers shall take place at any regularly called meeting of the Membership in the fourth quarter of the Calendar Year to allow Officers to begin their respective terms at the beginning of the following Calendar Year.

6.4 Election. Elections of Officers shall be determined by a majority of a quorum of the Membership. If the slate is not approved, a majority of the Members may call for a vote on each slated candidate. Each slated candidate receiving a majority of the votes cast shall become an Officer. The Members may request the Governance Committee to provide an additional slate of candidates should an Officer position(s) remain open or may make nominations from the floor. Elections of Officers for vacancies may take place at any regular or special meeting of the Membership.

6.5 President. The President, or designee, shall have the following duties:

- a) Act as the principal Officer of the Association, subject to the control of the Board.
- b) Have general supervision and direction of the business and Officers of the Association.
- c) Set the Board and Membership meeting agendas unless determined otherwise by the Board or Members.
- d) Preside at all meetings of the Board and Membership unless determined otherwise by the Board or Members.
- e) Sign the minutes of the meetings over which he/she presided.
- f) Report on the operations of the Association's affairs at meetings of the Board and of the Membership.
- g) Report to the Board and Members all such matters coming to his/her attention and relating to the interest of the Board and Members.
- h) Have such other powers and duties as may be prescribed by the Board or these Bylaws.

6.6 Vice-President. The Vice-President shall have the following duties:

- a) In the absence or disability of the President, perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the President.
- b) Have such other powers and duties as may be prescribed by the Board or these Bylaws.

6.7 Secretary. The Secretary, or designee, shall have the following duties:

- a) Give notice of all meetings of the Board and Membership as required by these Bylaws or by law.
- b) Keep a book of minutes of all meetings of the Board and Membership with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at the meetings, the number present or represented at meetings, the proceedings thereof, and verification of those present via approved alternate means of communication;
- c) Sign the minutes of the meetings and ensure such minutes are available for approval at the following meeting of the Board or Membership.
- d) Exhibit at all reasonable times, upon the request of a Director or Member, these Bylaws, Board Book, and the minutes of the proceedings of the Board or Membership;
- e) Keep, or cause to be kept, at the principal office all documents required for public inspection by the Internal Revenue Service.
- f) Keep, or cause to be kept, a record of the names of Directors, Officers and Members with the addresses at which such individuals/entities are to receive notice.
- g) Have such other powers and duties as may be prescribed by the Board or these Bylaws.

6.8 Treasurer. The Treasurer, or designee, shall have the following duties:

- a) Keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association.
- b) Ensure the books of account are open to inspection by any Director or Member at all reasonable times.
- c) Ensure a financial statement is provided to the Board and Membership at their respective meetings.
- d) Provide a report of the Association's financial affairs at meetings of the Board and Members and/or when requested by a Director or Member.
- e) Ensure appropriate oversight and implementation of the financial policies and

procedures.

f) Have such other powers and duties as may be prescribed by the Board or these Bylaws.

6.9 Immediate Past President. The Immediate Past President shall be a member of the Board of Directors for one (1) year following his or her term of office. Should the Immediate Past President be unable to fulfill his/her duties, the Board may request a prior Past President fulfill the Office of Immediate Past President. Such individual shall have the following duties:

- a) Advise and provide counsel for the current President.
- b) Actively participate on the Board to ensure the smooth transition to the new presidency and to ensure the continuation of Board agenda items not completed the previous year.
- c) Chair the Board of Governance Committee, unless determined otherwise by the Board, and preside over any election processes

6.10 Executive Advisor. The Executive Advisor shall be a Past President nominated by the Board and elected by the Membership to serve in an advisory role to the President and Board of Directors for a time period as determined by the Members. The Executive Advisor shall not have voting rights as an Officer or as a Director. Such individual shall have the following duties:

- a) Provide advice, guidance, and counsel to the Officers and Board in running the organization.
- b) Assist in handling of sensitive issues that may arise.
- c) Assist the President in completing the paperwork regarding affiliation with the Professional Photographers of America.

6.11 Removal and Resignation. Any Officer may be removed, either with or without cause, by a vote of a majority of a quorum of the Members at any regular or special meeting.

Any Officer may resign at any time by giving written or verifiable electronic notice to the President or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A resignation shall be acknowledged by the President and recorded in the minutes.

- 6.12 Vacancies. A vacancy in the office of the President shall be filled temporarily by the Vice-President. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President. A vacancy in any office shall be filled by an election of a majority vote of a quorum of the Members after preparation of a slate by the Governance Committee. Vacancies occurring in offices appointed at the discretion of the Board may or may not be filled as the Board shall determine.
- 6.13 Delegation of Duties. In case of the absence or disability of any Officer of the Association or for any other reason that the Board may deem sufficient, the Board may by a vote, delegate the powers or duties of such Officer to any other Officer, Director or Member with such power of delegation valid for the remainder of the term or until the next election.

ARTICLE VII COMMITTEES OF THE BOARD:

- 7.1 Committees. The Board shall have the power to create, revoke or modify any committee deemed necessary. The Board shall elect Committee Chairs or give the President the power to appoint a Chair of any committee. Each committee shall have a minimum of two (2) members. Committee members serve at the approval of the Committee Chair.

All committees shall report to the Board as the Board may require. Should the Board delegate any of its powers to a committee, such committee shall keep contemporaneous minutes of such committee meetings, file such minutes with the corporate records and report all actions to the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. Each Director must sit on a minimum of one committee unless excused from

such duty by a vote of the Board.

7.2 Notice of Committee Meetings. Committees shall provide a minimum twenty-four (24) hour notice to the committee members. If a committee member does not receive notice of a committee meeting, but attends the committee meeting, he/she shall be deemed to have received notice of the committee meeting. Notice of such committee meetings may be given verbally or via electronic transmission. Committees with board delegated powers shall provide notice of committee meetings in accordance with Article 5.3.

7.3 Governance Committee. The Governance Committee shall be a standing committee of the Association. The Immediate Past President or another Past President as determined by the Board shall serve as the Chair of the Governance Committee. The Governance Chair shall ensure the Governance Committee fulfills its duties. The Committee shall include a minimum of two (2) Members as selected by the Board from the Membership. The Committee shall:

- a) Research candidates for Directors and Officers prior to placement on a slate for submission to the Members for a vote.
- b) Ensure all service hour requirements, as determined by the Board, are met prior to place on a slate.
- c) Structure the board to serve one-, two-, or three-year terms to allow for approximately one-third of the board to be slated for election each year.
- d) Develop and provide orientation and training for all Directors that addresses a Director's responsibilities; the organization's purpose, history, methods of operation, and organization activities; and, information concerning day-to-day operations.
- e) Take steps to recruit and prepare future Directors.
- f) Have such other duties as determined by the Board.

ARTICLE VIII AMENDMENTS AND CONSTRUCTION:

8.1 Amendments to Bylaws. These Bylaws may be amended, altered, changed or repealed by the affirmative vote of a two-thirds (2/3) majority of a quorum of the Membership at any annual,

regular or special meeting of the Members if notice of the proposed amendment, alteration, change or repeal was given at least ten (10) days prior to the meeting at which the amendment is acted upon. In addition, such proposed alteration, amendment or revision may be further amended at the meeting upon the affirmative vote of two-thirds (2/3) majority of a quorum of the Members. Only the Members may amend, alter, change or repeal Membership voting rights and duties set forth in and in accordance with Article 3.8; and, Members shall receive notice of such meeting(s) with notification of the intended amendment, alteration, change or removal of any part of these Bylaws in accordance with Article 3.6.

8.2 Construction and Terms.

- a) Should there be any conflict between the provisions of the Certificate of Incorporation and these Bylaws, the Certificate of Incorporation shall govern.
- b) Should there be any conflict between the provisions of these Bylaws and any prior Bylaws, the provision of these Bylaws shall govern.
- c) Should there be any conflict between the provisions of these Bylaws and any internal policies and procedures, the provisions of these Bylaws shall govern. However, internal policies and procedures approved by the Board may allow for additional or more stringent requirements to be placed on the Directors, Officers, Members and/or committee members.
- d) Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

THESE AMENDED AND RESTATED BYLAWS OF METRO PROFESSIONAL PHOTOGRAPHERS ASSOCIATION ARE ADOPTED THIS 5th DAY OF MAY 2021.

Vanessa Wells, President

Jamie Cobb, Secretary