

Bylaws of Special Kids Photography of America
A California Public Benefit Corporation

**ARTICLE 1
OFFICES**

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Orange County, CA

SECTION 2. CHANGE OF ADDRESS

The county of the corporation’s principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment by these Bylaws:

125 S. Harwood St., Orange, CA 92866

Dated: November 20, 2002

_____ Dated: _____, _____

_____ Dated: _____, _____

SECTION 3. OTHER OFFICES

The corporation may also have offices at other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

**ARTICLE 2
PURPOSES**

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this corporation shall be:

- (a) to train professional photographers in methods of photography that will better serve families of children with disability or serious illness;
- (b) to influence policy change among the administrators of professional photography organizations to provide recognition and encourage improved services to children with disabilities;
- (c) to provide resources for parents who seek photographic services from professional photographers;
- (d) to facilitate recognition and awards to photographers who have specific expertise in photographing children with special needs through special category photo contests and other achievements while working with special needs children as the focus;
- (e) to network with photographic corporate merchandisers to provide support to and include recognition of children with special needs;
- (f) to provide awareness of special children to the public through exhibits;
- (g) to encourage production of books, videos and other products that will further the goals and objectives of *Special Kids Photography of America*;
- (h) to encourage the inclusion of children with disabilities in print and electronic media;
- (i) and to promote and enhance the self-worth of children with disabilities and life threatening illness.

ARTICLE 3 DIRECTORS

SECTION 1. NUMBER

The corporation shall have not less than three (3) nor more than eight (8) directors, with the exact number to be fixed within these limits by approval of the Board of Directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of the Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the directors to:

- (a) 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;
- (b) appoint and remove, employ and discharge, and except as otherwise provided by these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) request and set deadlines/timelines for submission of annual budget, marketing plan, programming strategies and special events, year-end analysis of activities, annual report etc.
- (e) review materials submitted to the Board of Directors and report findings at board meetings;
- (f) meet at such times and places as required by these Bylaws;
- (g) register their addresses with the Secretary of the corporation and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

SECTION 4. TERMS OF OFFICE

Each director shall hold office until the next annual meeting for election of the Board of Directors as specified in these Bylaws, and/or until his or her successor is elected and qualifies. A member of the board may be immediately removed from the board through emergency vote by majority of attending quorum of the board members.

SECTION 5. COMPENSATION

Directors shall serve without compensation except that they shall be allowed and paid travel expenses, if requested and if funding is available. In addition, if the organization's financial resources are sufficient, they shall be allowed reasonable reimbursement of expenses incurred in performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under provision of Section 6 of this Article. A yearly "disclosure" statement shall be provided to directors for disclosure of any potential related business ventures.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- (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 any such person.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the Secretary of the corporation or after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all directors participating in such meeting can directly communicate with one another in an immediate interactive manner.

SECTION 8. REGULAR AND ANNUAL MEETINGS

Regular meeting of Directors shall be held on the second Tuesday in February at 2 p.m., or otherwise agreed to by the Board of Directors.

If this corporation makes no provision for members, then, at the annual meeting of the directors held on the second Tuesday in February, directors shall be elected by the Board of Directors in accordance with this section. Cumulative voting by directors for the election of directors shall not be permitted. The candidates who receive the highest number of votes up to the number of directors to be elected shall be elected. Each director shall cast one vote, with voting being by ballot only.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairperson of the board, the President, the Vice President, the Secretary, or by any two directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

SECTION 10. NOTICE OF MEETINGS

Regular meetings of the board may be held without notice. Special meetings of the board shall be held upon four (4) days' notice by first class mail or forty-eight (48) hours' notice delivered personally, by telephone or email. If sent by mail, the notice shall be deemed to be delivered on its deposit in the mails. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 11. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

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 hereinafter defined, 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 any 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.

SECTION 13. QUORUM FOR MEETINGS

A quorum consists of three (3) Directors set and elected through disclosure of candidates, discussion and vote at each first annual meeting of the Board of Directors.

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, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of

the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Article of Incorporation or Bylaws of this corporation.

SECTION 14. MAJORITY ACTION AS BOARD ACTIONS

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provision relating to appointment of committees (Section 5212), approval of contracts or transaction in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 15. CONDUCT OF MEETINGS

Meetings of Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as a secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of the law.

SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such following adequate discussion where all parties wishing to comment may express an opinion with sufficient allocation for exchange of ideas and feedback. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. 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 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.

SECTION 17. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law. Inasmuch as this corporation has no members, directors may be removed without cause by a majority of the directors then in office.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except notice to the Attorney General.

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 this Article of these Bylaws, or (3) a sole remaining director.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 18. NON-LIABILITY OF DIRECTORS

The directors or officers shall not be personally liable for the debts, liabilities, or other obligation of the corporation unless such debt or expense was due to fraud or excessively irresponsible expenditure. All questionable behaviors and expenditures must be discussed and resolved in a timely meeting of the Board of Directors.

SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS.

To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense or any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, any agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed, by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation law.

SECTION 20. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 4 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The managing officers of the corporation shall be a President (designated as Executive Director), a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. These three positions must be filled and active at all times. If a vacancy should occur for any reason, immediate action must be taken to fill the position in a timely manner. Other officers may include Development Officer, Information Officer and Marketing Officer. The corporation may also have, as determined by the Board of Directors, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any person may serve as officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provision of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any officer other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her 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.

Specific duties may include, but not be limited to:

- (a) If the Chairperson of the Board of Directors is unable to conduct a board meeting, and if he or she does not appoint another person in his/her stead, the Chief Executive Officer (President) shall preside at one or all meetings of the Board of Directors;
- (b) Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she 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.
- (c) Supervision of staff and other officers.
- (d) Development of policies and procedures for staffing, events and program activities.
- (e) Budget preparation and strategies and oversight.
- (f) Preparation and assembly of material for annual reports.
- (g) Preparation or management over a yearly strategic plan.
- (h) Preparation or management over periodic or monthly reports.

SECTION 7. DUTIES OF SECRETARY

The Secretary shall provide oversight for the official records of the corporation, certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date,

Other duties may include but not limited to:

- (a) When requested, be a bank-certified signer of dual signature corporate checks.
- (b) Provide notice to board members and officers regarding meetings, events or other important occurrences.
- (c) Take minutes or if unable to attend a meeting, assign out the task of minute taking.

- (d) Keep the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- (e) See that all notices are duly given in accordance with the provision of these Bylaws or as required by law.
- (f) Be custodian of the records and 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 its seal is authorized by law or these Bylaws.
- (g) Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws and the minutes of the proceedings of the directors of the corporation.
- (h) In general, 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 him or her from time to time by the Board of Directors.

SECTION 8. DUTIES OF TREASURER

Subject to the provision of these Bylaws relating to the “Execution of Instruments, Deposits and Funds,” the Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and have supervision over deposits of 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.
- (b) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- (c) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- (d) 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.
- (e) 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 therefore.
- (f) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
- (g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (h) 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 of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation, provided, however, that such compensation paid a director for service as an officer of this corporation shall only be allowed if permitted under the provision of Article 3, Section 6 of these Bylaws. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purpose of this corporation.

ARTICLE 5 COMMITTEES AND/OR ADVISORY PANELS

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an Executive Committee and delegate to such Committee or panel, any of the powers and authority of the board in the management of the business and affairs of

the corporation, except with respect to:

- (a) The approval of any action which, under law or the provision of these Bylaws, requires the approval of the members or of a majority of all the members.
- (b) The filling of vacancies on the board or on any committee which has the authority of the board.
- (c) The fixing of compensation of the directors for serving on the board or on any committee.
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (e) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.
- (f) The appointment of committees of the board or the members thereof.
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (h) the approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease the number of its members, and fill vacancies therein from the members of the board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

SECTION 2. OTHER COMMITTEES AND/OR ADVISORY PANELS

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 or panels may consist of persons who may or may not also be members of the board, collectively or individually. Persons serving on such committees or panels shall not require board approval. These additional committees shall act in any advisory capacity to the board or a specific program within *Special Kids Photography of America* that reports to the board, and shall be clearly titled as “advisory committee” or “advisory panels.”

SECTION 3. MEETING AND ACTION OF COMMITTEES AND/OR ADVISORY PANELS

Meetings and action of committees and/or advisory panels shall be held and minutes taken in accordance with the provision of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or called as needed by the committee. If so determined by the majority vote of the committee, *Robert’s Rules of Order* may be waived as rules of governance over committee meetings. The time for special meetings of committees may also be fixed by the Board of Directors or by the officer in charge of the program with which the committee or panel is affiliated. Minutes must be taken at the committee or panel meetings and distributed to its members and upon request, to members of the general Board of Directors.

ARTICLE 6

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize an 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. Unless so authorized, 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 in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, offers for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation. If the check is

made out to a person who is usually a signer, it is advisable to obtain an alternate signature from the Secretary or other bank-authorized person.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors or officers may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purpose of this corporation.

ARTICLE 7 CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in California.

- (a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, 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,
- (b) Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE LOGO

The Board of Directors may adopt, use, and at will alter, a corporate logo. Failure to affix the logo to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provision of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 5. 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 and, if this corporation has members, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- (e) Any information required by law.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

If this corporation receives TWENTY-FIVE THOUSAND DOLLARD (\$25,000), or more, in gross revenues or receipts during the fiscal year, this corporation shall automatically send the above annual report to all members (if any) in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provision of this Section relating to the annual report.

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

ARTICLE 8 FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first day of January and end of the 31st day of December in each year.

ARTICLE 9 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporation, these Bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted as follows:

- (a) Subject to the power of members, if any, to change or repeal these Bylaws under Section 5150 of The Corporations Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of member if any, as to voting or transfer, changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or
- (b) By approval of the members, if any, of this corporation.

ARTICLE 10 AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

Before any members have been admitted to the corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After members, if any, have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors and by the approval of the members of this corporation.

SECTION 3. CERTAIN AMENDMENTS

Notwithstanding the above Sections 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, or the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California nonprofit Corporation Law.

**ARTICLE 11
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

SECTION 1. PROHIBITION AGAINST SHARING COLRPORATE PROFITS AND ASSETS

No member, 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 operation 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 of Directors; 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. All members, if any, 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 Article of Incorporation of this corporation and not otherwise.

**ARTICLE 12
MEMBERS**

SECTION 1. DERMINATION OF MEMBERS

If this corporation makes no provision of members, then pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation law of the State of California, any action which would otherwise, under law or the provision of the Articles of Incorporation or Bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors in the Articles of Incorporation of Special Kids Photography of America, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of eleven (11) pages, as the Bylaws of this corporation.

Dated: _____

Karen Dórame, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation.

Dated: _____

Sally Bright, Acting Secretary

Special Kids Photography of America

7125 W. La Senda Drive, Glendale, AZ 85310 . 623 572-0046

ARTICLES OF INCORPORATION

I

The name of this corporation is *Special Kids Photography of America*.

II

This corporation is a nonprofit **PUBLIC BENEFIT CORPORATION** and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

- A. The specific purpose of this corporation is to promote improved photographic services to families of children with disability or serious illness.

III

The primary name and address of this corporation's initial agent for service of process is:

Sally Bright, 125 S. Harwood St. Orange, CA 92866

IV

- A. This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statement) on behalf of, or in opposition to, any candidate for public office.

V

The property of this corporation is irrevocably dedicated to **charitable** purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for **charitable** purposes and which has established its tax exempt status under Section 501(c)(3), Internal Revenue Code.

Date: _____

Karen Dórame, Incorporator

EXPECTATIONS OF INCOME / PROPOSED BUDGET

Special Kids Photography of America

Projected income statement for period January 1, 2003 to December 31, 2003 (first year of operation). The first 6-12 months will mainly be organizational, spending time networking, writing grants, recruiting and setting up a teaching/training network. Overhead expenses will be absorbed through operation out of the home, initially.

Expenses	
Repayment of seed money	1,500
Salaries or other compensation for service	10,000
Fees and Licenses	1,000
Paper, office supplies, packaging	100
Telephone	850
Web hosting	500
Web development	1,000
Postage/shipping	500
Printing	300
Photographic supplies	200
Software	400
Equipment	1,500
Accounting	3,000
Miscellaneous	500
Travel	3,000
Total Expenditures	24,350

Receipts	
Private donations	500
Corporate and agency donations	10,000
Personal seed money for corporate set-up	1,500
Grants	11,000
Training/testing revenue	1,000
Book sales	500
Total Receipts	24,500

SPECIFIC PURPOSES (Mission)
of
Special Kids Photography of America

The specific purposes for which *Special Kids Photography of America* was formed are to facilitate improved photography for children with disability and/or serious illness and to encourage greater public acceptance of those children through photography.

More specifically:

- (a) to train professional photographers in methods of photography that will better serve families of children with disability or serious illness;
- (b) to influence policy change among the administrators of professional photography organizations to provide recognition and encourage improved services to children with disabilities;
- (c) to provide resources for parents who seek photographic services from professional photographers;
- (d) to facilitate recognition and awards to photographers who have specific expertise in photographing children with special needs through special category photo contests and other achievements while working with special needs children as the focus;
- (e) to network with photographic corporate merchandisers to provide support to and include recognition of children with special needs;
- (f) to provide awareness of special children to the public through exhibits;
- (g) to encourage production of books, videos and other products that will further the goals and objectives of *Special Kids Photography of America*;
- (h) to encourage the inclusion of children with disabilities in print and electronic media;
- (i) to promote and enhance the self-worth of children with disabilities and life threatening illness.

SPECIFIC PURPOSES (Programs and Activities)
of
Special Kids Photography of America

Training of Photographers

A training program for photographers will be established through encouragement extended to professional photography schools to include *Photographing Children with Special Needs* in their curriculum. Professional photographers will be trained and encouraged to go out into their own community to train others.

Accreditation of Photographers

An opportunity to become accredited will be made available to photographers through the *Special Kids Photography of America* accreditation process.

Photographic Exhibits

Grants will be sought that will fund photographic exhibits featuring children with special needs.

Photo Contents

Sponsors of photo contests will be encouraged to include a category for children with special needs. *Special Kids Photography of America* will seek sponsors for holding its own photo contests.

Resources and Networking Opportunities

Special Kids Photography of America will provide the names of qualified photographers to parents of children with special needs who seek such service, yet advising careful individual screening for all contracted services prior to acceptance.

Policy Changes and Advocacy in Corporate Recognition of Children with Special Needs

Professional photographic organizations will be encouraged to recognize the goals and objectives put forth by Special Kids Photography of America, i.e., to provide continuing training, presentations, awareness and recognition of special children in all their activities and interaction with photographers.

Website

Special Kids Photography of America will develop a website to make its goals and objectives known to the world wide community.

DESCRIPTION OF FUNDRAISING ACTIVITIES
for
Special Kids Photography of America

Book and Product Sales

Photo related books and other products will be sold for a profit. New products may be developed that will provide additional revenue.

Photographic Training and Accreditation

Fee-based photographic training will be provided to professional and other photographers who want to improve their services to children with special needs.

Photo Contests

Contests will be sponsored that feature children with disabilities. Where allowed, an entry fee will be charged for submission of photos to the contest.

Corporate Donations and Sponsorship

Corporations will be approached for partnering, donation and sponsorship opportunities with Special Kids Photography of America.

Website Donations

Persons may make donations through the Special Kids Photography of America website.

Donations at Events

Opportunities for donating will be provided at all events where Special Kids Photography of America makes presentations or has an exhibit.

Direct Mail

Donations may be sought through direct mail solicitation to interested parties.

Lease

Special Kids Photography of America has not entered into a lease, nor does it own an interest in property, and has not entered into any agreement with other parties for the development of property.

For Immediate Release

Contact Karen Dórame
623 572-0046

SPECIAL PHOTOGRAPHERS NEEDED FOR SPECIAL CHILDREN

Picture this. A photographer invites a butterfly into his studio and instructs it to sit down and smile for the camera. That's just not going to happen. It's almost as absurd to expect a child with autism to do the same. Photographing a child with special needs requires special skills. But what's a photographer to do if a child with unusual behavior walks into the studio for the first time (for both)?

At last there is help. Special Kids Photography of America provides instruction to photographers in improved methods of photographing children who may have one of the variety of disabilities that can affect children in today's society, with increased numbers included in the general population each year.

"There's no easy solution," says Karen Dórame, author of *Photographing Children with Special Needs* and president of Special Kids Photography of America. "There are many types of disabilities and severe illnesses that all require different approaches in order to get the best results." Dórame states that certain children tire easily, while others seem to have boundless energy that could endanger expensive photographic equipment and studio set-ups. Some children are soothed by sounds while others may be driven to distraction by certain noises, requiring the need for rescheduling if certain triggers are engaged.

Photographing Children with Special Needs addresses specific approaches useful in working with children who have Down syndrome, autism, ADHD, spina bifida, cancer or other severe medical condition. Guidance is provided for special lighting, background, and posing techniques.

Dórame has been invited to provide training all over the U.S. and as far away as Puerto Rico. "We only wish we had the means to travel and teach each and every person who is seeking instruction," she says. "We encourage photographers to gather in groups to make instruction worthwhile for the trip. In the meantime, we offer a limited amount of simple tips on our website, www.specialkidsphotography.com. Also, the book, an extremely valuable tool, is available through major bookstores and on bookstore websites such as Amazon.com."

And why is Dórame so interested in photographing special kids? Her daughter had difficulty finding a willing photographer to take her disabled son's first portraits. So Dórame quit a comfortable job to work on founding an organization that would make parents of disabled kids happier and the photographer's job easier.

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Pasted Item
(Amherst Media Card showing book cover)

Special Kids Photography of America

7125 W. La Senda Drive, Glendale, AZ 85310 . 623 572-0046

November 19, 2002

Secretary of State
Corporate Filing Division
1500 11th Street
Sacramento, CA 95814

Dear Secretary of State:

Enclosed is an original and four (4) copies of the proposed Articles of Incorporation of *Special Kids Photography of America*, a proposed California nonprofit public benefit corporation.

If this is still part of the procedure, please forward the exemption application to the Franchise Tax Board and, upon exemption approval, file the enclosed original Articles of Incorporation.

Enclosed is a SASE to facilitate the return to me of two copies of the Articles, compared and certified by your office. A check in the amount of \$30 for filing Articles for the above nonprofit corporation is enclosed.

Please note that the above corporate name has been reserved for use by the undersigned pursuant to Reservation No. R0751913, issued 10/29/02.

Sincerely,

Karen Dorame, Incorporator

Enclosure: Check for \$30 to CA Secretary of State