

Appendix "A"

This Appendix "A" documents all amendments adopted to date and ratified at subsequent Annual Meetings of the Westchester Photographic Society, Inc. ("WPS").

By inference, the WPS bylaws were likely first adopted and ratified around the time the organization was formally formed in January of 1978. Thereafter, amendments were adopted and ratified as follows:

1. May 2, 1990, the BOARD OF DIRECTORS substituted "corporation" for "club" in Article I. Ratified at the Annual Membership Meeting on April 24, 1992.
2. April 26, 1991, Annual Membership Meeting amended ARTICLE III, Section 2, Paragraph C, to reduce the Quorum Required from 35% to 25%.
3. February 11, 1992, the BOARD OF DIRECTORS moved to amend ARTICLE V, Section 1, deleting the last sentence "A President may not serve more than two consecutive one-year terms." Ratified at the Annual Membership Meeting on April 24, 1992.
4. April 14, 1993, The BOARD OF DIRECTORS inserted Paragraph a. PURPOSE into ARTICLE III, Section 2; The purpose of the Annual Membership Meeting is to elect a Board of Directors, hear reports from the Society's Officers and Committees and conduct any other business that the Board wishes to present; inserted as the second sentence of ARTICLE IV, Section 4, "The Board of Directors shall act to restore its membership to the minimum of nine within forty days of any event which reduces its membership below this minimum." and deleted the last sentence of ARTICLE IV, Section 4, "To be effective, such action by the Board of Directors shall be presented for ratification by the membership at a Special Membership Meeting, as required in ARTICLE III, Section 4 of these By-Laws." Ratified at the Membership Meeting on April 30, 1993.
5. April 11, 1995, The BOARD OF DIRECTORS moved to amend ARTICLE III, Section 1, Paragraph e to increase the allowable number of LIFE MEMBERS from five to ten. Ratified at the Annual Membership Meeting on April 24, 1992.
6. April 1996, The BOARD OF DIRECTORS moved to amend Article III, Section 1, Paragraph a thru g to read:
 - a. INDIVIDUAL. Any person not qualifying for another membership class.
 - b. SENIOR. Person over the age of 65.
 - c. FAMILY. One or two adults and any children under the age 18 at one household.
 - d. SENIOR FAMILY. Both adults over the age of 65.
 - e. STUDENT. Full-time student in any school, college, or university.
 - f. LIFE MEMBER. Conferred by a two-thirds vote of the total membership of the Board of Directors on persons who have provided devoted service to the Society for a period in excess of five years. Life Members are exempt from the payment of dues in perpetuity. The number of active Life Members shall not exceed ten.
7. April 22, 2005, The BOARD OF DIRECTORS moved to amend Article 1 to read:

The name of the Not-for-Profit Corporation shall be WESTCHESTER PHOTOGRAPHIC SOCIETY, INC. The principal office shall be in the County of Westchester, State of New York.

The business address of the SOCIETY shall be the mailing address of the Corporate Secretary.

and Article IV, Section 1 to read:

The Not-for-Profit Corporation shall be managed by a Board of Directors which shall consist of no less than nine Directors. Each Director shall be at least twenty-one years of age and shall have been a member of the SOCIETY in good standing for at least Eighteen Months prior to the date of his or her election. Should there be less than ten (10) candidates running for the Board, the nominating Committee, with Board approval, can accept members in good standing with 12 or more months' membership and who are at least 21 years of age, in order to bring the number of candidates to the required minimum of ten (10). It shall be the duty of the Board of Directors to set policy and program and to direct the Officers of the SOCIETY.

8. June 15, 2010, The BOARD OF DIRECTORS moved to add a Conflict-of-Interest Policy to the By-Laws. This amendment was ratified at a Special Members Meeting held on July 30, 2010.
9. Article IV, Section 2 of the By-laws were amended by the Board of Directors on April 13, 2016, and ratified by the membership on April 29, 2016, to say: When there are only enough nominees to fill the nine members of the Board, the election can be by acclamation.
10. On March 19, 2026, a more extensive set of amendments was adopted by the BOARD OF DIRECTORS and ratified at the Annual Membership Meeting on April 24, 2026, as follows:
 - 1) ARTICLE I - NAME AND OFFICES. ("WPS") replaced by "also referred to as "WPS", (hereinafter "SOCIETY")."
 - 2) ARTICLE III - MEMBERSHIP.
 - a. Section 1: Membership Qualifications and Classifications. The words "(see Article III - Section 10)" were added to the second paragraph.
 - b. The following membership classifications were deleted.
 - ▶ b. SENIOR. Person over the age of 65
 - ▶ d. SENIOR FAMILY. Both adults over the age of 65
 - ▶ e. STUDENT. Full-time student in any school, college, or university.
 - c. Section 2: Annual Membership Meeting.
 - ▶ a. PURPOSE. substituted "hear" for "present"
 - ▶ b. TIME AND DATE OF THE ANNUAL MEMBERSHIP MEETING. This section was substituted to read "The Annual Membership Meeting of the Corporation shall be held in April on a day to be determined by the Board. If unforeseen circumstances would prevent a meeting on the scheduled date, the Board of Directors shall set a new date for the Annual Membership Meeting. The new date shall be not more than four weeks from the originally scheduled date."
 - ▶ d. QUORUM REQUIRED. The sentence "A quorum shall be required at a rescheduled meeting." Deleted.
 - d. Section 3: Regular Meetings of the Society. This section was substituted to read "Regular meetings of the SOCIETY shall be held in a manner or place as the Board of Directors shall determine".
 - e. Section 4: Special Membership Meetings. The sentence "Special meetings shall be held on

the same day of the week at regular club meetings", deleted.

- f. Section 5: Action by the Members Without a Meeting. This section was substituted to read "Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken. To carry out any such action, it shall require not less than twenty-five per cent (25%) of total members in good standing on the record date responding, and the affirmative consent of two-thirds of the respondents".
 - g. Section 6: Fixing the Record Date for Special Membership Meetings or to Express Consent. The words "fifty nor less than ten days before" were substituted with "six weeks and one day nor less than four weeks prior than ten days before"
 - h. Section 8: Membership Dues. The sentence "The dues schedule shall be published annually in the appropriate issue of the SOCIETY'S Newsletter". Deleted.
 - i. Section 9: Notices. The word "or" was substituted with "and".
- 3) ARTICLE IV - DIRECTORS.

- a. Section 1: Management of the SOCIETY. This section was substituted to read: "The Not-for-Profit Corporation shall be managed by a Board of Directors which shall consist of no less than nine Directors. Each Director shall be at least twenty-one years of age and shall have been a member of the SOCIETY in good standing for at least Twelve Months prior to the date of his or her election. It shall be the duty of the Board of Directors to set policy and program and to direct the Officers of the SOCIETY".
- b. Section 2: Election and Term of Directors. The following sentence was added: "When there are only enough nominees to fill the current Board positions, the election can be by acclamation".
- c. Section 4: Vacancies and Newly Created Directorships. The words "even if less than a quorum exists, unless otherwise provided in the Certificate of Incorporation. The Board of Directors shall act to restore its membership to the minimum of nine within forty days of any event which reduces its membership below this minimum". Deleted.
- d. Section 8: Action of the Board. The words "The order of business for all meetings of the Board of Directors shall be as specified in ARTICLE III, Section 7 of these By-Laws. Rules for meetings of the Board of Directors shall be as specified in ARTICLE III, Section 11 of these By-Laws". Deleted.
- e. Section 9: Place and Time of Board Meetings. The words "time, and place" were substituted to read "time, place or manner".
- f. Section 11: Notice of Meetings of the Board, Adjournment. The words "wire, or mail" were substituted to read "phone, email or electronic text".
- g. Section 15: Election Procedure for Directors. In first paragraph the word "February" was substituted with "January" and "Friday" was substituted with "meeting". In second paragraph, the words "by at least two members in good standing" and "at least one greater than the number of expiring Directorships" were deleted and substituted with "identified after the close of the nominations period". The remaining paragraphs in this section were deleted and substituted with "Elections, including those conducted virtually, shall be carried out in accordance with these Bylaws and the New York Not-for-Profit Corporation Law".

4) ARTICLE V – OFFICERS

- a. Section 1: Officers, Election, Term. The words "who do not have to be Directors" and the words "or appointed", deleted.
- b. Section 2: Removal, Resignation, Compensation. Duplicate word "in the", deleted.
- c. Section 3: President. The words "who shall be a Director," and the words "or his deputy", deleted.
- d. Section 4: Executive Vice-President and Vice-Presidents. The words "who shall be a Director," deleted.
- e. Section 5: Treasurer. The following sentences "...and orders for payment of money, which shall be duly authorized by the Board of Directors and shall be countersigned by either the President, the Executive Vice-President or the Corporate Secretary;" and "specifying all receipts and disbursements in the preceding period and giving a detailed report for the fiscal year which shall appear annually in the issue of the SOCIETY'S newsletter published in October." deleted.
- f. Section 6: Assistant Treasurer. Deleted.
- g. Section 7: Corporate Secretary. The words "or an Assistant Secretary" deleted. The words "The Corporate Secretary shall keep an alphabetically arranged database of all persons who are members of the SOCIETY, showing their places of residence, telephone number, class of membership and time when they became members. He or she shall maintain a By-Laws Action Calendar in order to inform the Board of Directors of deadlines mandated by these By-Laws." were substituted to read: " The Corporate Secretary shall keep a roster of names, contact information and membership data of members of the SOCIETY. He or she shall maintain an Action Calendar in order to inform the Board of Directors of deadlines mandated by these By-Laws".
- h. Section 8: Assistant Secretary. Deleted.

5) ARTICLE VI - STANDING COMMITTEES. Deleted.