

Constitution and By-Laws
South Plains Professional Photographers
Association, Incorporated

rev. 2013

Article I Name

The name of this organization shall be the South Plains Professional Photographers Association, also known as South Plains PPA and SPPPA.

Article II Purpose

The purpose of the South Plains Professional Photographers Association shall be to advance photography in all its branches both as an art and a profession; to promote, foster and maintain cordial relations, cooperation and interchange of thought and opinion freely among its membership; to educate its general membership as to the many benefits to be derived from competitors helping each other improve their work; to oppose violations and other infringements of the rights of professional photographers as individuals; to raise the standing of the profession in the eyes of the public and to make the local public aware of the Texas Professional Photographers Association, our state association, the Southwest Professional Photographers Association, our regional association, and that we are a profession that has a national organization, Professional Photo-graphers Association of America, which sets the standards of excellence for the profession.

Article III Membership

Section 1: Membership in this organization shall be open to all persons who derive income from professional photography and allied services.

Section 2: Professional membership shall be extended to all individuals who devote more than 50 per cent of his or her income-producing time to professional photography and who must be available for assignment on a regular basis and who engage in business of professional photography. Professional membership has voting privileges.

Section 2A: Spouses or significant others of Professional members may attend regular events as a guest at no charge,

provided they are not actively employed by a photographer.

Section 3: Student memberships may be extended to bona fide students of photography at both the secondary and college level.

Section 4: Associate membership shall be extended to all persons that do not devote more than 50 percent of their income-producing time to professional photography. These members do not have voting privileges.

Section 5: Vendor membership shall be extended to all manufacturers of photographic supplies, equipment or products, photographic wholesalers or retailers.

Section 6: Privileges of holding office in this association shall be extended to professional members only. Privileges of participating in promotional exhibits shall be extended to professional members in good standing, which is defined as a professional member who attends a minimum of three SPPPA events per year, other than the Christmas party, and has paid dues by March 31.

Section 7: The board may bestow lifetime membership and relief from payment of dues to any member by majority vote. Honorary members have all privileges as Professional members.

Article IV Dues

Section 1: The board shall have the authority to establish the manner of paying and the amount of annual dues and association fees.

Section 2: Annual dues shall be payable in advance for a period of 12 months and shall run from January 1 to December 31 regardless of when paid.

Section 3: Any member failing to remit his/her dues by March 31 shall be deemed not in good standing. Failure to remit dues shall be cause for removal from the membership list and web site, and disqualified from any association events.

Article V Officers/Board

Section 1: The officers shall be professional members that have been members in good standing for one year. The President must be a member of Professional Photographers of America.

Section 2: The elected officers of this association shall be the president, president-elect, treasurer, and secretary, and three directors. President-elect will move into the office of the president at the next annual election.

Section 3: The immediate past-president, all officers shall make up the executive committee with the immediate past-president as committee chairman. In the event of a tie, the committee is able to cast a vote as the tie-breaker.

Section 4: The duties of the president shall be to preside at all special and regular meetings of the association and shall develop the program for association seminars. He/she shall confer with the secretary and treasurer in handling of their duties, shall be ex-officio member of all committees and shall endeavor to assume active leadership of the association at all times. The president shall review the Annual Treasury Report Audit.

Section 5: The president-elect shall be elected to take the chair in the event of a vacancy to the office of the president and is chairman of the membership committee. He/she shall also be available to serve in any capacity as needed.

Section 6: The treasurer shall aid the executive director in all financial matters if needed. The treasurer will audit the bank accounts of this association at the end of each year. He/she will also help collect money at the registration table of any events that there is a fee charged. The treasurer may also sign checks. The treasurer may assist the executive director as needed.

Section 7: The secretary shall keep minutes of all association events/meetings, and shall prepare for submission to the association at annual meetings, a full written report of the activities of the association.

Section 8: The office of treasurer and secretary may be held by the same person.

Section 9: The executive committee shall be able to plan for the overall function

and upgrading of the association; to supervise and approve financial matters of the association and to serve as official greeters for the program talent and guests.

Section 10: The executive committee shall be responsible to see that the association is run according to the constitution and bylaws.

Section 10a: The executive committee shall see that all officers of the association are performing their duties as specified in the constitution and that they are performing their duties in the best interest of the association.

Section 11: In the event of absence, resignation, incapacitation, death, or removal of the president, that office shall be filled for the unexpired term by the president-elect. If for any reason president-elect is unable to take over the term, the treasurer shall assume the presidency for the unexpired term and shall appoint a treasurer in his/her place, with this appointment to be ratified by the association. In the event that any other board member is unable to serve for reasons stated above or by Ethic Code of Conduct reasons, the president will appoint a qualified member into that position with board approval.

Section 12: The seven-member board of directors is created to conduct official business of the association. The board shall consist of 4 officers and 3 directors to be elected at the annual meeting.

Section 13: The executive committee shall be available to serve in any capacity as needed and will serve a one year term.

Section 14: The by-laws of this association may be reviewed annually.

Article VI Executive

Director

Section 1: The Executive Director will be a position that is appointed or reappointed by the Executive Committee on bi-annual basis.

Section 2: The executive director shall send out notices for dues and acknowledge receipt of payments; act as custodian of all funds of the association. Checks may be signed by the treasurer or executive director. The executive director

shall keep a current list of all members. The executive director will prepare for submission to the association at annual meeting, a full written financial report. The executive director will file all state and federal reports which concern non-profit status, taxes, and incorporation reports in a timely manner. He/she will also file all paperwork before December 31st, maintain association membership with the Professional Photographers of America. If at any time the executive director is unavailable, duties and responsibilities of the executive director shall revert to the treasurer, secretary or various executive board members.

Section 3: Executive Director will be compensated with a complementary membership and complementary seminar fees.

Article VII Meetings

Section 1: A minimum of four regular meetings shall be held each year. Dates will be selected by the executive committee.

Section 2: Special meetings may be called at the discretion of the president.

Section 3: At every scheduled meeting of the association there may be a print judging and critique.

Section 4: All prints receiving honors at any state, regional or national competition may not be used during association competitions.

Section 5: October's meeting shall be designated the annual meeting at which time reports of the officers and committee chairmen shall be heard, and election of new officers shall be announced.

Article VIII

This organization shall be self-governing, self-supporting, non-sectarian, and non-partisan.

Article IX Amendments

This constitution may be amended at any regular meeting by two-thirds vote of the members present (if a legal quorum has been declared present), providing the amendments to be voted on has been submitted in writing to the membership at least 10 days prior to

the date of such meetings or has been read at the last regular meeting.

Article X Parliamentary Procedure

Robert's Rule of Order Revised shall govern the proceedings of this organization, subject to the special rules the association may adopt.

By-Laws

Article I Election of Officers and Voting Procedures

Section 1: Election of officers shall be held before the October meeting of every year. Newly elected officers take office January 1st.

Section 2: No elected officer shall hold the same office for more than one consecutive year, unless approved by a two-thirds vote .

Section 3: The president shall name a nomination committee of three professional members who shall present a list of candidates for the respective officers. The chairman of the committee shall present the list for a vote of acceptance by a quorum of members.

Section 4: Nominations may also be made from the floor.

Section 5: Each professional member in good standing shall be allowed one vote

Section 6: The election shall be by show of hands or by electronic vote. Votes may be counted on the floor by three members appointed by the president. Electronic votes will be counted by the executive director and verified by the secretary.

Article II Committees

Section 1: The president should be able to appoint a committee of at least one executive board member and at least one member in good standing. Committees will be appointed as needed.

Article III Quorums

Section 1: A one-third paid up professional membership shall constitute a

quorum. A two-thirds vote of a quorum shall carry.

Article IV Amendments

Section 1: These by-laws may be adopted, amended or repealed at any regular business meeting by a two-thirds vote of a quorum of members present.

Code of Ethics

Article I Intent

Section 1: The intent of the Ethics Committee is to administer and implement the South Plains PPA Ethics Agreement covering ethics and standards created by the Board of Directors.

It is South Plains PPA's policy to support and uphold the highest professional imaging and ethical standards. This policy extends to each member and encompasses that member's dealings with the Association, its members, and competitions. This policy also encompasses each member's dealings with their vendors, suppliers, clientele and the public.

South Plains PPA is committed to upholding its reputation and that of its members by enforcing this policy against any member's action, whether ethically, civilly or criminally questionable, that may portray the Association or its members in a negative way.

Article II Ethics Agreement

Section 1: As a requirement of retention of membership and participation in this Association, each member and participant shall agree to the following:

Section 1A: Strive at all times to upgrade and improve his/her knowledge and skill of professional image making, marketing and related areas.

Section 1B: Use the highest levels of honesty, professionalism and integrity when dealing with clients, students, photographers, and vendors of the photography industry. Also including individuals and property involved in South Plains PPA activities (i.e. models, property rented or borrowed).

Section 1C: No use of any marketing or competitive practice which violates any Federal Trade Commission, or other Federal or State regulatory agency rule or regulation, or Federal or State statute or any decision of any Federal or State Court or contractual agreement.

Section 2: In all dealings with fellow professional image makers, each member and participant of this Association shall share the knowledge and skill of professional image making.

Use the highest level of professionalism, honesty and integrity.

Article III Ethics Committee

Section 1: South Plains PPA Bylaws Rules and Ethics Committee (BRE) stands ready to receive and investigate unethical behavior of all categories of South Plains PPA members.

Section 2: The Ethics Committee is a standing committee and shall consist of two past presidents and three active members in good standing of the Guild. These committee members must have been active members in good standing of the Guild for no less than two years prior to serving on this committee.

Section 3: Three members of the Committee shall constitute a quorum to transact business. The term of office for each position on the Committee shall be one year but committee members may be chosen or appointed to serve for more than one year but not than two consecutive years.

Section 4: Annually, upon confirmation of its members, the Committee shall elect one of its members to serve as chairperson who will preside at all meetings. The Committee shall also elect another of its

members to serve as vice-chairperson who shall preside at meetings in the absence of the chairperson.

Section 5: The Committee shall have the duty and power to review and investigate allegations of impropriety, and decide on recourse, on the part of the members and Board of Directors.

Article IV Filing Ethics Complaint

Section 2: The type of issues that BRE Committee will consider will be deceptive business practices, unethical, inappropriate and/or unprofessional behavior, slander or libel. The type of issues that BRE will not consider include conflicts of personality, hearsay, pricing issues, or perception of quality.

Section 3: An individual or individuals can make an ethics complaint about a member. Complainants do not need to be a South Plains PPA member.