

This document is the worksheet of the PPANE By-Laws committee approved by the PPANE Board on June 2, 2008. Many changes are simply housekeeping, to bring the wording in line with our recent changes (highlighted in blue). More significant changes, additions or deletions are highlighted in yellow.



# **Bylaws of the Professional Photographers Association of New England**

## **PPANE**

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**BY-LAWS**  
**OF THE PROFESSIONAL PHOTOGRAPHERS ASSOCIATION OF NEW ENGLAND**

**Article I**  
**Name of the Association**

**Section 1.** The name of the Association shall be the "Professional Photographers Association of New England", to be known as PPANE.

**Section 2.** The principal office of the Association shall be the designated address of the PPANE Executive Director.

**Article II**  
**Purpose of the Association**

**Section 1.** PPANE is a non-profit association dedicated to photographic education. The purpose of the Association is to promote and improve professional photography in New England through the education, publication, photographic competition, fellowship and the exchange of ideas among its members. The purpose is also to work toward the increased awareness of the public of the importance of professional photography.

**Section 2.** The Association shall establish a Code of Conduct.

**Article III**  
**Membership and Dues**

**Section 1.** Membership of the Association shall consist of the following classifications:

a. **Active Membership** - Shall be extended to any individual in the business of professional photography, such as studio owner, photographer, associate, retoucher or other photographic specialist. Dues include registration at the annual convention, eligibility for entering PPANE print competition, as well as voting privileges. An applicant must submit a properly filled out application agreeing to adhere to the Code of Conduct of PPANE.

b. **Sustaining Membership** - shall be extended to any photographic supplier or service organization with an interest in professional photography. The membership will be held in the name of the firm. Any one representative from that firm will be permitted to attend the annual convention for each paid membership. Sustaining Members do not have the right to vote or enter the PPANE print competition. An applicant must submit a properly filled out application agreeing to adhere to the Code of Conduct of PPANE.

c. **Student Membership** - shall be extended to any student in good standing of an accredited photographic school. Student Members do not have the right to vote but may enter the PPANE print competition.

d. **Life Membership** - Shall be extended by a 2/3 majority vote of the PPANE Board to any Active Member who has rendered outstanding service to the profession

of photography or to PPANE. All privileges of Active Membership will be extended to Life Members who shall not be required to pay dues. Life Membership shall be automatically extended to all PPANE Past Presidents and their spouses.

e. **Honorary Membership** - shall be extended by a 2/3 majority vote of the PPANE Board to any person not an Active Member of PPANE who has rendered outstanding service to the profession of photography or to PPANE, as well as to any non-member recipient of the President's Medal. Honorary Members shall be permitted to attend the Annual Convention and shall not be required to pay dues.

f. **Retired Membership** - may be extended to individuals who have retired and who have been members of the Association for 15 years or more and who are 60 years or older. They shall pay a reduced amount of dues. They shall retain voting privileges but are no longer eligible to serve on the Board of Directors. Members wishing to join in this category must so state on their renewal application.

**Section 2.** The fiscal year of the Association shall be November 1 to October 31.

**Section 3.** Annual dues for all members shall be payable in advance and shall be due on the first day of the fiscal year.

**Section 4.** The Board may terminate the membership of any member for any just cause. The Board shall resolve all complaints of unethical conduct quickly and provide due process for both sides of the complaint.

#### **Article IV Officers and Executive Committee**

**Section 1.** The officers of the Association shall be:

- a. The President
- b. The President-Elect
- c. The Vice President of Programs
- d. The Vice President of Communications
- e. The Vice President of Finance
- f. The Immediate Past President [this position was eliminated in 2006, but we feel it should be restored in order to take advantage of the experience and perspective of the immediate past president]
- g. ~~The Director of Education~~ The Education Liaison [Clarification: title change to avoid confusion with Directors of PPANE]

**Section 2.** The officers of the Association shall direct the formation of policy and the procedures of the Association. The Executive Committee shall have the power to take actions of an emergency nature, which do not allow time for the Board to meet and act in due course. All actions of the Executive Committee are subject to review by the Board.

## **Article V**

### **The Board of Directors**

**Section 1.** Voting members of the Board of Directors of the Association shall consist of the following:

- a. The Officers of the Association
- b. Six State Directors, one from each of the New England States
- c. Six Representatives, one from each of the PPA Affiliated State Associations of New England
- d. The NEIPP Secretary / Treasurer Two representatives from the NEIPP Trustees
- e. The Executive Director of PPANE, an ex-officio, non-voting member
- f. The Executive Director of NEIPP, an ex-officio, non-voting member

**Section 2.** The PPANE Board may invite other PPA Affiliated Associations to be represented on the Board.

**Section 3.** The Board shall have full power to carry out all business of the Association between annual meetings.

**Section 4.** The Board shall hold at least three (3) meetings between annual meetings.

**Section 5.** The date and place of the next meeting shall be determined before the adjournment of a Board meeting. The PPANE Executive Director shall make all necessary arrangements for the physical requirements of the meeting in due course.

**Section 6.** The PPANE Executive Director when requested in writing by ten members of the Board shall call an emergency meeting of the Board. Any emergency meeting must be announced to all Board members at least fourteen (14) days before the date of the meeting.

**Section 7.** No member of the Board shall have more than one (1) vote.

**Section 8.** All meetings of the Board will be conducted according to Robert's Rules of Order, except where superseded by this Constitution.

**Section 9.** A quorum shall consist of ten (10) members of the Board.

**Section 10.** Each State ~~Vice President Director~~ and Representative must live or have their principal place of business in the state they represent, or be an active member of the state association that they represent.

**Section 11.** All members of the Board shall serve without compensation except where approved annually by the Board and provided for in the budget.

**Section 12.** Expenses made necessary in doing the business of the Association shall be reimbursed to authorized persons by the Association in accordance with established policy and as provided for in the annual budget. Authorized persons may include officers, committee members, and others by special authorization.

## Article VI Nominations and Elections

**Section 1.** The committee to nominate the officers (excluding the Immediate Past President) and the State Directors shall be elected by the Board at the first Board meeting of the fiscal year.

**Section 2.** The Nominating Committee shall consist of:

- a. The Immediate Past President, who shall serve as Chairman.
- b. Two Sustaining Members.
- c. Six (6) Active Members of the Association, one (1) from each state in New England.
- d. No voting member of the Board will serve on the nominating committee.

**Section 3.** The committee shall submit a slate of candidates ~~at~~ by the Board meeting prior to the annual meeting.

**Section 4.** The committee will evaluate candidates based on their willingness and ability to work for the Association, their ethical behavior, personal integrity and leadership ability. The committee will also consider evaluations submitted by the Executive Director and immediate Past President. All candidates for nominations must be Active Members of PPANE. The Education Liaison will be proposed by the nominating committee who will ask for and accept resumes from interested parties and recommendations from the NEIPP Trustees.

**Section 5.** A complete list of nominations shall be published in the PPANE publications at least 30 days prior to the Annual Meeting.

**Section 6.** Additional nominations may be made by the membership. These nominations must be in writing and signed by at least ten Active Members. The PPANE Executive Director must receive any additional nominations at least 48 hours before the Annual Meeting.

**Section 7.** The election of officers and other Board members (except voting NEIPP members and State Representatives) shall be held at the Annual Meeting. A majority vote shall elect. Voting will be by voice or show of hands and will be counted by the PPANE Executive Director. If requested, voting will be by secret ballot.

**Section 8.** In the event that more than two candidates are nominated for a single office, and no one candidate receives a majority of votes, the two candidates polling the most votes will then again be voted on immediately by the membership, and the candidate receiving the majority of votes shall be elected.

**Section 9.** If any office becomes vacant for any reason, the Board shall elect, by a 2/3 majority vote, a successor who shall hold office for the unexpired term.

**Section 10.** All officers and members of the Board except voting members of NEIPP shall be elected for one year. Term of office will commence at the first Board meeting following the convention.

**Section 11.** Order of Succession

- a. President
- b. President elect
- c. Vice President of Programs
- d. Vice President of Communications
- e. Vice President of Finance

~~[The Vice President of Education position is filled by the NEIPP Trustees and is not in line for succession [REMOVE]~~

## **Article VII**

### **The New England Institute of Professional Photography**

**Section 1.** PPANE will annually conduct a school of professional photography to be known as the New England Institute of Professional Photography (NEIPP).

**Section 2.** The committee (NEIPP) will be run by written policy approved by the PPANE Board. (Added)

**Section 3.** Members of the Executive Committee of PPANE may not simultaneously serve as NEIPP Trustees. (Added)

## **Article VIII**

### **Compensation and Personnel Issues**

**Section 1.** The PPANE Board at its discretion may create positions and hire staff and/or independent contractors.

**Section 2.** The duties, performances and compensation of the paid staff will be evaluated and approved by the Board on an annual basis.

**Section 3.** Paid employees or independent contractors may serve as ex-officio, non-voting members of a committee

## **Article IX**

### **Convention and Annual Meeting**

**Section 1.** The site of the Convention will be researched and recommended by the Site Selection Committee, and approved by the Board of Directors.

**Section 2.** At the Annual Convention there will be an Annual Meeting open to the Active Membership. At the Annual Meeting elections are to be held, any changes in the Bylaws voted on, and any other business of concern to the Association is to be carried out. The President shall be the Chairman of the Annual Meeting.

**Section 3.** A quorum of the Annual Meeting will be 10% of the Active Members registered at the Convention.

**Section 4.** Notice of the date, time and place of the Annual Meeting must be published at least 30 days in advance in the PPANE Newsletter.

## **Article X The Advisory Board**

**Section 1.** The Advisory Board will be made up of the last three (3) Past Presidents willing to serve. The most recent Past President will serve as Chairman. ~~The Nominating Committee and the Budget and Finance Committee shall report to the Advisory Board. (Not deemed necessary)~~

**Section 2.** The expenses of the Advisory Board shall be held to a minimum and must be part of the Annual Budget approved by the Board.

**Section 3.** The Advisory Board shall meet ~~additionally~~ at the request of the President or of the PPANE Board.

## **Article XI Committees**

**Section 1.** The President, with the recommendations of the ~~First and Second Vice Presidents~~ ~~President Elect and Vice President of Programs~~, shall appoint all committees necessary to carry out the business of the Association, all appointments being subject to the approval of the Board. All committee appointments are to be for one year, except where specified otherwise in this Constitution. All assignments are to be made at the first Board meeting of the fiscal year. If a committee position becomes vacant during the year, the President, with recommendations from the ~~First and Second Vice Presidents~~ ~~President Elect and Vice President of Programs~~, shall appoint a replacement to fill the vacancy. The President is an ex-officio member of all committees.

**Section 2.** The Vice President of Programs shall be responsible for all committees directly involved in the Annual Convention.

**Section 3.** The Vice President of Communications shall be responsible for all committees dealing with internal affairs, educational activities, and external communications of the Association.

~~**Section 4.** — Each State Director must serve as Chairman of at least one major standing committee.~~

~~**Section 5.** — Each State Representative must be assigned as Vice Chairman of at least one major standing committee.~~

**Section 4.** Each State Director and Representative will serve on at least one standing committee. (In real life these assignments need to be more fluid)

## **Article XII Duties of Concern**

**Section 1.** The President shall appoint all committees not defined in the Constitution, and shall charge them with their specific duties. The President shall designate the time and place of all meetings of the Board and of the Executive Committee, and shall act as

Chairman of the Board and of the Executive Committee. The President shall attend all New England State Association Conventions to represent the Association and to establish communications with the States. The President is authorized to award the President's Medal to a deserving individual. The President must sign all checks over \$2000 in value issued to disburse Association funds.

**Section 2.** The ~~Vice President of Programs~~ President Elect shall perform the duties of President in the absence of the President.

**Section 3.** The ~~Vice President of Communications Programs~~ shall perform the duties of President in the absence of the President and the President-Elect.

**Section 4.** Duties of the PPANE ~~Secretary/ Treasurer~~ Executive Director:

- a. Responsible for the proper recording of the minutes of the Association.
- b. Responsible for maintenance of membership records.
- c. Responsible for the day to day financial affairs of the association.

~~d. Responsible for overseeing the duties of the PPANE Executive Director, and in the event there is no PPANE Executive Director, responsible for those duties until the hiring of a new PPANE Executive Director.~~

d. The PPANE Executive Committee is responsible for overseeing the duties of the PPANE Executive Director, and in the event there is no PPANE Executive Director, responsible for those duties until the hiring of a new PPANE Executive Director. (Clarification)

**Section 5.** The Immediate Past President shall act as Chairman of the Nominating Committee and as Chairman of the Budget and Finance Committee.

**Section 6.** The ~~Vice President~~ Director to each state is responsible for activities of the Association in his state.

**Section 7.** The President shall appoint the following persons to serve the Association. These persons shall report periodically to the President and the Board.

- a. Quartermaster: To record and maintain all capital equipment owned by the Association.
- b. Historian: To collect, organize, and file any memorabilia of interest to the Association, and to periodically write historical articles in the Newsletter.
- c. Parliamentarian: To interpret the Constitution and Rules of Order and enforce proper parliamentary procedure during all Association meetings.

**Section 8.** The PPANE Board will create and maintain a policy manual. (Added)

### Article XIII

#### The Budget and Finance Committee

**Section 1.** ~~The President shall appoint a Budget and Finance Committee which shall act as the financial overseer of Association funds. The Chairman of the Budget and Finance Committee shall be the Immediate Past President. There shall be 10 additional members, consisting of the First and Second Vice Presidents, the PPANE Secretary/Treasurer, the NEIPP Secretary/Treasurer, the Editor of PPANE Publications, the voting member of the NEIPP Trustees, plus 4 Active Members, appointed with~~

consideration given to past experience in PPANE financial affairs. The duties of the Budget and Finance Committee shall include: (This is to comply with our by-laws which state that members who are compensated by PPANE may not vote on committees)

**Section 1.** The President shall appoint a Budget and Finance Committee to act as the financial overseer of Association funds. The Chairman of the Budget and Finance Committee shall be the Immediate Past President. There shall be ten (10) additional members, consisting of the President, President Elect, Vice President of Programs, Vice President of Communications, Vice President of Finance, one voting member of the NEIPP committee, one Sustaining member, and three (3) other Active Members appointed with consideration given to past experience in PPANE financial affairs. The NEIPP Executive Director, the Education Liaison and the Editor of PPANE Publications will attend the B&F meetings and provide financial reports and act in an advisory capacity. ~~The duties of the Budget and Finance Committee shall include:~~

**Section 2.** ~~The Budget & Finance Committee will~~ prepare a budget for the coming year for the Association to be presented at the second Board meeting of the fiscal year. This budget is subject to approval ~~of by~~ the Board.

**Section 3.** ~~The Budget & Finance Committee will~~ prepare and submit all operating budgets for approval by the Board.

**Section 4.** ~~The Budget & Finance Committee will~~ prepare a tentative budget for the second year following the current year to act as a guide in planning future programs. These tentative budgets shall be for general accounts, NEIPP, and PPANE Publications.

**Section 5.** ~~The Budget & Finance Committee will~~ conduct an annual audit of all PPANE accounts and to prepare a proper financial statement at the end of the fiscal year.

**Section 6.** ~~The Budget & Finance Committee will~~ prepare quarterly financial statements for presentation to the Board.

**Section 7.** ~~The Budget & Finance Committee will~~ engage a Certified Public Accountant to perform the annual audit and to prepare and submit the IRS tax forms and returns as required by law.

**Section 8.** ~~The Budget & Finance Committee will~~ appoint, with Board approval, an Investments Subcommittee, composed of ~~three (3)~~ Active Members with ~~broad~~ experience in financial matters, to determine where and in what manner PPANE funds are to be invested. Care for the growth and safety of PPANE funds are to be the major consideration of the subcommittee.

**Section 9.** ~~The Budget & Finance Committee shall~~ be responsible for advertising the position of PPANE Executive Director and NEIPP Executive Director and for interviewing candidates for PPANE Executive Director.

- a. ~~The Budget & Finance Committee~~ shall recommend to the Board the best available candidate for approval.
- b. ~~The Budget & Finance Committee~~ shall contract for the services of the PPANE Executive Director and shall periodically evaluate the performance, duties, and ~~salary compensation~~ of the PPANE Executive Director.
- c. ~~The Budget & Finance Committee~~ shall recommend to the PPANE Board any changes in his/her duties thought necessary.

**Article XIV**  
**Antitrust Policy**

**Section 1.** It is the policy of this Association to comply with all federal, state, and local trade regulations and antitrust laws. Any activities of the Association or Association related actions of its staff, officers, directors, or members which violate these regulations and laws are detrimental to the interests of the Association and are contrary to Association policy.

**Section 2.** Officers, directors, members, or employees who participate in conduct which the Board, by a 2/3 majority vote, determines to be contrary to the Association's antitrust compliance policy shall be subject to disciplinary measures, up to and including termination of membership or employment.

**Article XV**  
**Amending these Bylaws**

**Section 1.** Any changes in the constitution of PPANE must fill the following requirements.

- a. The exact wording must be approved by a 2/3 majority vote of the Board, and then;
- b. The exact wording must be published in the PPANE publications at least 30 days before the Annual Meeting, and then;
- c. Be approved by a 3/4 majority vote of the Active Members present at the Annual Meeting.

Revisions: June 2, 2008

Approved by Board: June 2, 2008

Approved by Membership: