

By-Laws of the Ft. Worth Professional Photographers Association

Article I Organization Title

This organization shall be named Ft. Worth Professional Photographers Association (FWPPA).

Article II Purpose of the Organization

The purposes of this organization shall be:

1. The promotion of good fellowship.
2. Education in superior photographic techniques, as well as, ethical and sound business practices.
3. To inform the public and increase the demand for our services.
4. To provide support for State, Regional, and National photographic organizations.

Article III Membership of the Organization

The membership of the Ft. Worth Professional Photographers Association shall consist of the following classifications:

ACTIVE

1. Photographers holding a Limited Sales Tax Permit, and who are available for assignment a minimum of 20 hours per week.
2. Employees of photographers qualifying for membership under ACTIVE number 1, and whose primary job is photography.
3. Industrial or in-plant photographers whose job is primarily photography, and are employed by a firm whose main business is not selling photographs.

ASSOCIATE

1. Individuals with a professional interest in photography, who hold a Limited Sales Tax Permit for their photography, and who may or may not be engaged in an occupation other than photography.
2. Employees of photographers qualifying for membership under ACTIVE number 1, and who do not qualify for, or desire Active membership.
3. Teachers of photographic courses in accredited educational institutions.
4. Persons qualifying under Associate numbers 2 and 3 of this article are not required to have a sales tax permit.

Associate memberships are transferable within a studio, provided the following conditions are met:

- A. The studio must have at least one Active membership.

- B. The original Associate member is no longer employed by the studio.
- C. The studio owner makes written notification to the Board of his/her request to transfer the membership to another member of his/her staff.
- D. The Board of Directors will act on the request.

LIFE

The Board of Directors may bestow Life Membership for cause, with the concurrence of a majority vote of Active members present and voting at a regular meeting. Life members so selected are exempt from paying annual dues for their lifetime.

RECIPROCAL

Reciprocal members shall be members in good standing of any other local professional photography organization which has agreed to extend attendance privileges.

SERVICE

Manufacturers, suppliers, laboratories, and businesses who supply goods and/or services to photographers.

SPOUSES

Spouses of members are exempt from dues unless they elect to become, and are accepted, as members.

Article IV

Membership Dues

Section 1. The annual dues and budget shall be prepared during a joint meeting of the incoming and outgoing Board of Directors.

Section 2. Annual dues shall be paid in advance for the period of 12 months, from January 1 to December 31. New members joining the association during the year will pay dues pro-rated quarterly.

Section 3. Annual dues are to be paid in full by January 1. Dues paid after that deadline will be considered delinquent. Members whose dues are not paid by the January meeting shall be notified by the Vice President of Finance of their delinquency. If payment is not made within 15 days after notification, they shall be removed from the rolls. Members so removed will be reinstated by paying past dues.

Section 4. Active members' dues shall be established as stated in Section 1. Dues for other classifications shall be in the following percentages of Active dues rounded to the nearest dollar.

Active 100%
Associate 75%
Service 100%

Section 5. A suspension of dues may be issued by the Board of Directors for the benefit of any member.

Article V

Application for Membership

Section 1. Individuals applying for membership must complete and sign the official membership application form. A check for the appropriate membership dues should accompany the application. Active membership applicants must also include (at the Board's request) a **personal portfolio of photographs representative of their work.** All applications will be submitted to the Vice President of Membership. The Vice President of Membership, after cursory review of the application, will submit the applicants name to the Board of Directors. The Board of Directors will approve/disapprove, by majority vote, the application for membership. The names of the new members will be announced at the next general membership meeting and be included in the next monthly publication.

Section 2. Objections to applications will be reviewed with the applicant so that he/she may either withdraw his/her application or answer these objections. If requested, the application will again be considered by the Board.)

Section 3. A change in a membership status shall require the submission of a new application.

Article VI

Conditions of Membership

Section 1. All Members must comply with the Associations Code of Conduct.

Section 2. Any members name may be stricken from the roll for cause, such as, but not limited to drunkenness or abusive behavior.

- A. Complaints of cause must be filed with the President at least 10 days before a Board meeting, stating clearly the grounds for such action.
- B. An Ethics committee as selected by the President shall investigate the complaint and report their findings to the Board at the next Board meeting.
 - a. Reject the complaint, or
 - b. Ask the offending member to resign.

Either the complainant or member whose offense is alleged in such complaint may have the right to appeal any decision of the Board by bringing the question before the Active membership within 60 days after the decision. In any case, the majority vote of the Active members present at the general membership meeting will be the final authority. It is further provided that any member expelled for cause shall thereafter have no privileges or benefits of this association.

Section 3. All reproductions of the emblems which are supplied to members shall remain at all times the property of the Ft. Worth Professional Photographers Association and shall be considered as having been supplied under loan with the privilege of use solely while the member remains in good standing.

Article VII

Officers and Elected Positions & Duties & Responsibilities

Section 1. The elected officers of this organization shall be President, and one Vice President of each of the following: Communications, Competition, Education, Finance, Membership, Studio Projects, Newsletter Editor, Webmaster. These nine officers, each of which must be an Active member in good standing, shall constitute the Board of Directors of the Ft. Worth Professional Photographers Association.

Section 2. Other elected positions shall be Representative(s) to the Texas PPA Board of Directors as designated in the Texas PPA By-Laws and a three member Nominating Committee. Representatives to the Texas PPA Board of Directors may also concurrently hold another office on the Ft. Worth PPA Board of Directors. These other elected positions are non-voting representatives to the Ft. Worth PPA Board of Directors.

Section 3. The FWPPA Board of Directors shall have the authority to conduct routine business, set policy, and carry out the objectives of this organization.

Section 4. To be eligible to serve as a Vice President, one must have been an Active member in good standing for at least one year. To be eligible to serve as President, one must have been an Active member in good standing for at least two years, one of which must have previously been served on the Board of Directors.

Section 5. PRESIDENT

The President shall preside at all meetings of the general membership and the Board of Directors.

The President shall manage and coordinate all operations of the organization. He shall oversee all Vice Presidents in the conduct of their duties. He shall determine the time and place for Board meetings, and with Board approval, the time and place of the general membership meetings.

In the absence of the President at a general membership meeting or Board meeting, the President may designate in advance a Board member to assume the chair.

The President shall be an ex-officio member of all committees except the Nominating Committee. He shall appoint a sergeant at arms and other positions or ad hoc committees as deemed necessary.

The President shall perform all other duties generally imposed on a like office which are not specified in these by-laws.

The President of this association must be a member of the Professional Photographers of America.

Section 6. VICE PRESIDENTS - general duties

Vice Presidents shall be responsible for the specific areas assigned to them in other sections of this Article and any other duties as assigned to them by the President. Each Vice President may appoint members to the committees they chair.

Section 7. VICE PRESIDENT, COMMUNICATIONS

The Vice President, Communications shall be responsible to coordinate the activities necessary to take and maintain accurate records of the proceedings at all Board meetings and business matters handled at the Board and general membership meetings.

The Vice President, Communications shall conduct official correspondence for the organization as directed by the President.

The Vice President, Communications shall be responsible to preserve all minutes of meetings, letters of value, and other historical records, and pass them to his successor.

The Vice President, Communications shall conduct opinion polls of the membership at least once per year to provide input to officers from the general membership.

The Vice President, Communications shall appoint an editor and see that a monthly newsletter is published and sent to members in good standing. The newsletter shall contain a calendar of upcoming events.

Section 8. VICE PRESIDENT, COMPETITION

The Vice President, Competition shall coordinate the activities of print competition activities during the year. This includes, but is not limited to, monthly print competitions, print judging, and critiques.

In addition, the Vice President, Competition should work closely with the Vice President, Education to procure speakers for general membership meetings and seminars that would include topics that would be of benefit in improving members photographic and business skills.

Section 9. VICE PRESIDENT, EDUCATION

The Vice President, Education shall be responsible to coordinate educational activities of the organization. Duties shall include, but are not limited to, securing program talent for monthly meetings and seminars, hospitality for speakers, and providing props for the speakers as needed.

The Vice President, Education shall coordinate field trips for professional

enhancement. He shall see that members are notified of educational opportunities that are available to them.

Section 10. VICE PRESIDENT, FINANCE

The Vice President, Finance shall perform the duties customarily the responsibility of a Treasurer. He shall keep a record of income and expenses and be responsible to see that accurate financial records of the organization are kept.

The Vice President, Finance shall be the custodian of all organization owned property. He shall see that all bills are paid in a timely manner. Non-budgeted items of more than \$100 must be approved by a majority vote of the Board present and voting at a regularly scheduled Board meeting.

The Vice President, Finance shall make written reports of the financial condition and projected expenses of the organization at the monthly Board meeting. He shall provide assistance, as needed, for other officers and committees in compiling budget requests. He shall also maintain correct accounting procedures various activities for which these groups may be responsible.

Section 11. VICE PRESIDENT, MEMBERSHIP

The Vice President, Membership shall actively seek new members on a regular basis and see that all applicants are reviewed per Article V of these by-laws.

The Vice President, Membership shall be responsible to see that name tags are available for the membership at meetings and that someone is present to act as a greeter at membership meetings. He shall also be responsible to see that someone is assigned to introduce visitors at each membership meeting.

The Vice President, Membership shall keep a list of all members in good standing to include both studio and residence phone numbers.

The Vice President, Membership shall create a Membership Directory and cause it to be distributed to the membership within 60 days of the start of the fiscal year. Membership lists shall be made available to other organizations only after Board approval.

The Vice President, Membership shall ensure new members receive application form, via email or DVD for requesting Fellowship Points and explain procedure and tracking.

Section 12. VICE PRESIDENT, STUDIO PROJECTS

The Vice President, Studio Projects shall be responsible to coordinate projects of special interest for studios and the general membership. Such projects shall include, but are not limited to, sales/auctions, obtaining discounts for members, trade shows, parties and other social events, special educational needs of photographic business owners, and other projects at the discretion of the President. Special meetings for such educational needs may be called at the discretion of the Vice President, Studio Projects or the Board

of Directors.

Section 13. Vice President, Newsletter Editor

The Vice President, Newsletter Editor shall design the monthly newsletter.

The Vice President, Newsletter Editor shall verify receipt of articles from the President, Education, Competition, Membership, TPPA rep, Studio Projects by the 15th of the month.

The Vice President, Newsletter Editor shall send the newsletter to the President by the 25th of the month for approval.

The Vice President, Newsletter Editor shall, upon approval by the President, send on the final newsletter for distribution by the 27th of the month.

Section 14. Vice President, Webmaster

The Vice President, Webmaster shall maintain and update information on the website as, needed.

The Vice President, Webmaster shall update website with upcoming speaker information.

The Vice President, Webmaster shall add new members from Membership.

The Vice President, Webmaster shall review website fees and options and present them to the board in both January & September.

Section 15. Vacancy in the office of President shall be filled by a called election of the membership within 30 days of the date the office is vacated. Vacancies in any other elected position shall be filled by the President with Board of Directors approval. The Board shall draw from the general membership with special consideration given to members of the committee chaired by that Vice Presidential position.

Section 16. Special meetings of the Board may be called by the President or by any three Board members. All members of the Board must be contacted at least three days prior to the meeting.

Section 17. Removal from office

Any officer may be removed from office for cause, such as but not limited to, misconduct, incompetence or inability to fulfill the duties of the office. Should any officer be required to leave the geographical area for a period of more than 60 days, he shall also be removed from office. The Board shall ask said officer to resign and should he fail to resign, he shall be removed by a three quarters vote of the Active members in good standing present and voting at a general membership meeting. The membership shall be notified in writing of such a planned vote at least prior to the meeting.

Section 18. A quorum for a Board meeting shall be a simple majority of the Board members. A Quorum for a general membership meeting will be 20 Active members in

good standing. A member of the Board may be automatically replaced if absent from three consecutive meetings without a plausible cause.

Article VIII

Special Expenditures

Section 1. All services of officers, directors, and committee posts and assignments are to be volunteer and unpaid. No part of the assets or earnings of this organization shall be payable for the benefit of any member without membership approval. If any member is assigned to a project or is required to give a program involving expenses, then the Board may authorize payments to cover such expenses.

Section 2. Proposals for the expenditures of treasury funds must be submitted to the Board for their final approval in advance of payment. All checks must be signed by the Vice President, Finance, or his designated official.

Section 3. Non-budgeted items over \$100 must be approved by a majority of the Board present and voting at a regularly scheduled Board meeting.

Article IX

Election of Officers

Section 1. At the August meeting, a three member Nominating Committee shall be elected from the Active membership. The two most immediate Past Presidents willing to serve will also be on that committee with the second Past President being the Chairman. Persons holding office at that time will not be eligible to serve on the Nominating Committee.

Section 2. The Nominating Committee shall publish their nominations in the September newsletter. Nominations will be accepted from the floor at the September general membership meeting. Each nomination must be accompanied by a signed letter of acceptance of duties if accepted and elected. If there is only one nominee for any specific office, and the nominating process is closed, then those unopposed may be elected by acclamation. Individuals so elected will be left off the ballot, or there will be no need for balloting at all if the entire slate is elected by acclamation. Those so elected will take office as prescribed in Section 9 of this Article.

Section 3. At the September meeting, nominees and their spokesman will have the opportunity to present a brief campaign speech should they desire.

Section 4. Ballots shall be included in the October newsletter at least 10 days prior to the October meeting. Nominees for each office will appear in alphabetical order.

Section 5. Ballots must be signed on the back and received either through the mail, by carrier, or in person at or before the beginning of the October general membership meeting. Ballots received after the deadline or returned unsigned shall be invalid. Ballots cast by other than Active members in good standing shall be invalid.

Section 6. The President shall be responsible for obtaining an election judge from outside the organization to verify the ballots and count the votes. An up-to-date list of Active members in good standing will be placed in the hands of the election judge by the Vice President, Communications.

Section 7. If no candidate for an office received over 50% of the vote, a runoff election by ballot shall be held at the October meeting between the top two contenders. Only ballots cast by Active members present at the October meeting will be counted in the run-off election.

Section 8. The annual dues and itemized budget of estimated income and expenditures shall be prepared by joint meetings of incoming and outgoing Board members. The Incoming Board will determine the dues needed for the next fiscal year.

Section 9. Formal installation of officers shall take place at the January general membership meeting.

Section 10. Should any of the above dates cause a conflict, they may be changed by one month by a majority vote of the Active members at any regular meeting provided the revised schedule is published 10 days before the changed event(s) take place.

Article X

Changes to the By-Laws

Section 1. These By-Laws may be altered or amended at a general membership meeting, providing such alterations have been:

- A. Submitted to the Board in writing,
- B. Reviewed by the Board and passed on to the Vice President, Communications with recommendations,
- C. Submitted in writing to the members at a general membership meeting, and
- D. Approved by a three-fourths vote of Active members in good standing present and voting at the next regular general membership meeting.

Section 2. The By-Laws of this organization cannot be suspended either temporarily or permanently in any manner other than specified in Section 1 of this Article.

Section 3. All questions of order not covered by these By-Laws will be governed by the current issue of Roberts Rules of Order. A copy shall be kept by the Vice President, Communications.

Section 4. The Vice President, Communications shall maintain a record separate from the regular minutes of all revisions to these By-Laws. A copy of the latest By-Laws shall be available to any member upon request.

Article XI

Statement of Exemption

Said organization is organized for charitable, religious, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article XII Limits of Exemption

No part of net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered to and to make payments and distributions in furtherance of the purposes set forth in Article XI hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf

of any candidate for public office. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article XIII Distribution of Exempt Assets

Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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