

By-Laws (amended December 18, 2005)
Arizona Professional Photographers Association

Article I

Name

Section 1. The name of this organization shall be the Arizona Professional Photographers Association.

Article II

Purposes

Section 1. To promote and safeguard the interests of professional photography by proposing and supporting legislation favorable to the interests of professional photography, and to oppose unfavorable legislation.

Section 2. To maintain and promote high professional standards and ethics in professional photography and to prevent and curtail unfair practices in the photographic profession.

Section 3. To cultivate friendship and mutual understanding among professional photographers.

Section 4. To promote professional photography through public education and to further the education of members of the association.

Article III

Code of Ethics

Section 1. This Code of Ethics of this organization must be signed and agreed to by every member upon joining the association:

1. We will endeavor to enhance and ennoble the status of the photographic profession by maintaining a dignity of manner in our behavior, in the presentation of our photography and photographic services, in the appearance of our studio or place of business, and in all other forms of public contact.
2. We will at all times endeavor to produce only those types of photographs and photographic services that will enhance the prestige of the profession, to apply our best efforts in behalf of

the public, and to play our part in raising the general standard of photographic craftsmanship.

3. We will observe the highest standard of honesty in all our transactions, avoiding the use of false titles, confusing or inaccurate technical terms or descriptions, and misleading terms or claims.
4. Customer service complaints must be dealt with honestly, fairly and swiftly. Every effort must be made by the photographer to deliver the services and products promised.
5. We will at all times avoid the use of unfair competitive practices. No untrue or misleading statements shall be made in any way, in any form of business promotion, or regarding our fellow photographers.
6. We will show a friendly spirit of cooperation with our fellow professional photographers and assist them whenever possible should they be in trouble or difficulty.
7. We will assist and give of our knowledge to the members of our profession, and will encourage them individually and collectively, so that the quality of photography may constantly be raised to higher standards.
8. In all matters relating to the interpretation of this Code we will recognize the authority of the Arizona Professional Photographers Association.

Article IV

Membership

- Section 1. The membership of the Association shall consist of such individuals, firms, partnerships, corporations, and institutions as are interested in the purposes of the association, under such regulations as may be approved by the governing body from time to time.
- Section 2. The classes of memberships are: Active Professional, Additional Active, Honorary, Vendor, Aspiring, Student and Retired Professional.
- Section 3. Active Professional membership shall be extended to professional photographers of good reputation who gain their livelihood from professional photography. Professional membership is only available to members who are at present operating photographic studios, businesses or providing photographic services; to members of photographic departments of private firms, studios or corporations and being gainfully employed by said firms, studios or corporations; to members of educational institutions, either public or private operating in the state of Arizona, and to members

of photographic departments of news gathering firms. Each individual, firm, partnership, studio, corporation or institution shall have only one vote in the Association. He/she may, however, transfer his/her vote by written proxy to any member of his/her organization or to another active member of the Association. In partnership, any one partner may use the partnership vote without such proxy.

Section 4. Additional Active Professional or Additional Aspiring memberships may be extended to employees, associates and partners of Active Professional members.

Additional active members may apply for membership after leaving the employ of Professional member if they continue in a photography related business.

Section 5. Honorary membership (The Crystal Apple) may be conferred upon an individual for outstanding services rendered the profession or for such other reason deemed appropriate and approved by the Board of Directors. Honorary members shall enjoy all the privileges of active professional members, and will not be assessed dues. Each year a committee appointed by the president will review any candidates for approval. This committee, where possible, should be comprised of past Crystal Apple recipients.

Section 6. Vendor Membership shall be extended to manufacturers selling to photographers, dealers in photographic supplies, and other firms, corporations, partnerships or institutions interested in the advancement and welfare of professional photography. Such memberships will not be carried on the rolls in the names of individuals. Vendor members shall have no vote or hold office.

Section 7. Aspiring photographer membership may be extended to persons engaged in a primary occupation other than photography, or a student of photography, but who desires to become a professional photographer. Aspiring Professional members shall have no vote and may not hold office.

Section 8. Student Membership may be extended to anyone who can provide verification full time student status. This membership may be extended until such time as their student status is terminated.

Section 9. Retired Professional membership may be extended to persons who were formally active professional members in the business of photography, but

have retired. Retired professionals shall enjoy all the privileges of active professional members except those of voting and holding office.

Section 10. Termination of membership. Upon receipt of 1 major flagrant violation &/or 3 or more substantiated, documented, written, and unresolved complaints regarding any member failing to adhere to the code of ethics, membership may be terminated by a two third vote of the full Board following a process of due diligence. Membership and meeting fees are not refundable when memberships are terminated by the board for cause. The process of due diligence is:

1. The chair of the membership committee shall notify the board of directors regarding any substantiated and unresolved ethics violations.
2. The chair will attempt to discuss individual violations by phone or email with the member.
3. If 1 major flagrant violation &/or 3 or more unresolved ethics violations are accumulated by a member, the chair shall send a certified letter to that member, identifying the violations and the termination policy identified herein. The board of directors will be notified of the pending action.
4. The member shall have 30 days to respond in writing. In addition, the member may request a hearing with the board of directors, which must then occur at the next scheduled monthly board meeting.
5. The board will vote in closed session. The board vote will take place within 60 days of notification issued in item 3 above.
6. Acceptance of the code of ethics and membership in the association provides that board decisions are final, may not be contested and that the board may not be held liable for any loss related to the termination or any other sanctions of membership.

In addition, a member shall automatically be classed inactive when he/she fails to make dues payment by January 31st.

Section 11. The term professional photographer shall be deemed to mean any person who is available for assignment on a regular basis; who has a significant amount of earned income from photography, meets the criteria stated in section 3 above, and satisfies federal, state and local requirements for a business.

Only active professional, additional active professional members, and vendor members may use the logo of the AZPPA and their membership for purposes of self-promotion and advertising. Only professional or

vendor memberships will be displayed to the public on the AZPPA website.

Section 12. Application for membership shall be made to the Executive Director on the form provided by the Association. The application must be accompanied by payment of one year's dues. This payment will be returned to the applicant if his/her application is rejected. Each application shall be read at the next regular meeting of the Board of Directors following its receipt, and the application shall then be turned over to the Membership Committee for investigation. Pending such investigation, the fees shall be in custody of the Secretary/Treasurer for either subsequent placing in the general fund or returned to the applicant if rejected.

The Membership Committee shall report its recommendation on each application at the next regular Board of Directors meeting; the Board of Directors shall then act either favorably or unfavorably, or table for further investigation. The Membership Chair shall notify the applicant accordingly when the application is acted upon.

Section 13. When extraordinary circumstances arise, any member may apply to the Board of Directors for inactive status.

ARTICLE V

Dues and Fees

Section 1. The Board of Directors shall set annual membership dues, meeting fees, and special event fees. Dues shall be due and payable January 1st each year. Dues must be paid by the 31st of January of the current year to avoid termination of membership. If terminated, all of the requirements of the new member application will apply. Only new members will have pro-rated dues for the first year. Terminated members must pay a full-year's dues regardless of month of application. Monthly meeting fees are waived for members serving on the board of directors in recognition of their service.

Section 2. Special assessments may be levied only upon recommendation by the Board of Directors and approval by the membership.

ARTICLE VI

Meetings

- Section 1. The time and place of regular meetings is to be determined by the Board of Directors. The Board of Directors shall meet according to the Policies and Procedures Manual and perform the business of the Association.
- Section 2. Any number of Directors and Officers in good standing present at any proper publicized regular meeting shall constitute a quorum for the transaction of business following standard parliamentary procedure.
- Section 3. *Robert's Rules of Order*, shall govern the meetings of this Association in all instances to which they are applicable, and in which they are not inconsistent with the Bylaws or special rules of order of this Association.

ARTICLE VII

Officers and Duties

- Section 1. There shall be at all times an elected President, Vice-President, a Secretary/Treasurer, and 4 at large directors. Each shall be elected for a period of one year. Each must be an Active member of the Association. Each elected official will have one vote at association board meetings.

Elected officers shall be elected by a majority of the Active members in good standing present and voting at the Election Meeting.

The President must be a member in good standing of Professional Photographers of America. The president may not be elected to more than two consecutive 1-year terms. The president shall preside at all meetings, and will have the power to appoint committees, preside at all Board of Directors meetings, and shall be an ex officio member of all standing committees. The president shall fill all vacancies on the board by appointment.

The Vice President is responsible for the annual convention. In the absence of the President, he/she shall perform all the duties of the President.

The Secretary/Treasurer shall keep the minutes and records of all meetings, which shall be made available to members of the Board of Directors at scheduled meetings and upon request of the membership. The

Secretary/Treasurer shall publish all voted decisions by the board in the next published newsletter. The Secretary/Treasurer responsibilities shall include advising committee chairpersons of their financial position with regard to the committee's budget allocations. Along with one other qualified person appointed by the Board of Directors, the Secretary/Treasurer shall sit down with the Executive Director and audit the Association books at least once each year within 60 days following the election of the new officers. The Secretary/Treasurer is responsible for creating an annual association budget to be presented for approval by the board of directors at the October meeting. The Secretary/Treasurer is responsible for accounting for membership dues and meeting fees.

At large directors (4) shall be assigned duties at the discretion of the Executive Board. These responsibilities may include, but are not limited to establishing regularly scheduled monthly programs, procuring relevant speakers and meeting space as needed. They may also be asked to perform duties as assigned by the President and assist the vice president for monthly and special events, which include the Fall Fest, Holiday Party, Studio Tours and other special events as approved by the board of directors, procuring the relevant speakers and meeting spaces as needed.

The immediate past president will serve on the board of directors, but will have no vote at board meetings.

Section 2. Additional Committee Chairs may be appointed for each of the following committees: library, newsletter, membership and ethics, competition and judging, vendor and public relations, mentor program, website, state convention, and international/cultural relations.

The President may establish additional committees that he/she deems necessary upon 2/3 approval of those present at the board meeting. The chairperson of any regular or special committee shall be an active member of the association and appointed by the President.

Section 3. The annual meeting shall be held at a time appointed in the Policies and Procedures Manual, at which time the election of Officers and the annual report is presented.

Section 4. The President shall appoint a nominating committee three (3) months prior to the annual elections. The nominating committee shall nominate a slate of candidates no later than two (2) months after their appointment.

Additional nominations may be made from the floor and must be seconded. The nominating committee will publish the slate of candidates in the newsletter immediately preceding the annual elections, distribute ballots to eligible members, and conduct the election at the annual meeting.

- Section 5. Elections at the annual meeting will be held by secret ballot. Candidates for each office receiving the greatest number of votes shall be deemed elected.
- Section 6. Officers elected shall be installed at the meeting immediately after the election results are announced. The term of office begins immediately and continues until the next annual elections are held.
- Section 7. Executive Director: The Executive Director shall be an appointee of the association. He/she shall be paid a stipend from Association funds, in an amount approved by the Board of Directors. The Executive Director shall be reimbursed for reasonable expenses incurred in the execution of his/her required duties and having the Board of Directors approval. Duties of the Executive Director shall be:
- a) To maintain corporate records and correspondence.
 - b) To handle association correspondence with PPA in conjunction with elected PPA councilors.
 - c) To provide continuity with the elected Secretary/Treasurer in maintaining association books and provide to the board a written financial report, which shall be presented to the association annually.
 - d) To provide continuity with the Secretary/Treasurer in order to implement all mailings.
 - e) To perform such duties deemed necessary to comply with Fed/State and Local reporting regulations.
 - f) To perform reasonable duties as directed by the board.
- Section 8. Attendance: Board members are required to attend regularly scheduled monthly board meetings. Any board member who misses three meetings may be replaced by a 2/3 vote of the remaining board present at the meeting.

Article VIII

Amendments

- Section 1. These by-laws may be amended at a regular board meeting with a quorum present, by a 2/3 vote of all board members present, provided notice of

such proposed amendments have been provided to every member at least two weeks prior to such meeting, and provided that such amendment is in harmony with the purposes of the corporation.

Article IX

Financial Matters

- Section 1. The Secretary/Treasurer and Executive Director shall draw up a budget for the association for the following year. The Secretary/Treasurer may appoint a committee to assist. This budget shall be presented to the board at the October meeting.
- Section 2. No member or employee of the association is authorized to enter into any agreement or obligation, financial or otherwise, involving this association or to expend any association funds in excess of the adopted budget without prior approval of the Board of Directors.
- Section 3. Expenses incurred by officers, appointees or committee members in the performance of duties related to association business will be defrayed or reimbursed upon approval of submitted appropriate vouchers. Expenditures must be in accordance with approved budget allowances or have specific authorization of the Board of Directors.
- Section 4. All monies received by the association shall be deposited in the association's named bank account. This account information shall be on file with the current Executive Director and Secretary/Treasurer.

Article X

Dissolution

In case of dissolution of the Association, none of its assets shall ever revert to or be distributed to its members either directly or indirectly, but shall be distributed to an organized charity, hospital or educational institution to be chosen by vote of the remaining members.

Article XI

Indemnification

- Section 1. The Corporation may indemnify any person who was or is a party or is threatened to be made a party of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as director, officer, employee, or agent of another corporation in which this Corporation at such time owned share of stock or of which it was a creditor, and their respective heirs administrators, successors and assigns, against expenses (including attorneys fees), judgments, fines and amounts paid in settlements actually and reasonably incurred by him in such action, suit or proceeding if he/she acted in good faith and in a manner or reason believed to be in the best interest of the Corporation, and with respect to any criminal action or proceeding, at no reasonable cause to believe his/her conduct was unlawful.
- Section 2. To the extent that director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys fees) actually and reasonably incurred by him/her in connection therewith. Such indemnification shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding or by the members of the corporation.
- Section 3. Such indemnification shall be in addition to any other rights to which the indemnified person may be entitled under any law, bylaw, agreement, vote of the members of the corporation disinterested or otherwise.
- Section 4. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation as a director, officer, employee or agent of another corporation in which the Corporation at which time owned shares of stock which it was a creditor, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under applicable provisions of law.