

Constitution of the Huntsville Professional Photographers Association

Article I

Name and Main Office

The name of this organization shall be the Huntsville Professional Photographers Association, hereafter referred to as the "Association". The main office is located in the City of Huntsville, Madison County, and State of Alabama.

Article II

Purposes

The purposes of the Association shall be to elevate the standards of professional photography and to promote fellowship among its members.

Article III

Membership

Section 1.

The membership of the Association shall be composed of six (6) classifications: Professional, Staff/Associate, Student, Service, Life and Honorary.

Section 1 a.

Professional members shall include individuals primarily engaged in photography, either self-employed or employed as a photographer. Professional members are not required to hold membership in the Professional Photographers of America. Professional members are required to maintain a valid Alabama Sales and Use Tax Permit, or to provide evidence of employment by an organization primarily or solely as a photographer. If an Alabama Sales and Use Permit is provided, that permit must remain in active status.

Section 1 b.

Staff/Associate members shall include business partners or employees of current Professional or Service members of the Association. Staff/Associate members are not required to hold membership in the Professional Photographers of America.

Section 1 c.

Student members shall include only persons preparing for a career in photography and enrolled on a full-time basis in a PPA International School of Photography approved or state accredited school in a photography program. Student members are not required to hold membership in the Professional Photographers of America. Student membership qualifications will be approved by the Board of Directors.

Section 1 d.

Service members shall include manufacturers and/or distributors of photographic equipment, laboratories, publishers, software vendors, or firms providing a service to photographers. Service members are not required to hold membership in the Professional Photographers of America.

Section 1 e.

Life Members are those individuals who have consistently given exceptional support to the Association over an extended period of years. Life Members shall include all past presidents of the Association. The Board of Directors shall nominate all Life Membership candidates and present them to the General Membership for approval, with the exception of past presidents, who automatically receive Life Membership. Life members shall enjoy all the privileges of Professional membership and shall not pay annual dues and shall attend monthly meetings without charge.

Section 1 f.

Honorary members are appointed by the Board of Directors at their discretion. Honorary members are not required to hold membership in the Professional Photographers of America. In the case of awarding Honorary Membership to a retired photographer, the retired photographer must have been a dues-paying member of the Association at least 15 years. The Board of Directors may at its discretion, waive the 15 year requirement. Honorary members do not pay dues.

Section 2.

Only *Professional* and *Life* Members in good standing are qualified to hold office and vote. However, the member must hold membership in Professional Photographers of America to serve as President of the Association. Only Professional members may enter and vote in print competition. Life members with an Active membership in the Professional

Photographers of America may also vote, hold office and enter in print competition. All members may attend business meetings. All Executive Board members must be PPA members in good standing.

Section 3.

Application for membership must be made through the appropriate form/mechanism on the website and must be accompanied by the first year's dues. Dues will be prorated to 50% starting July 1 of the year.

If application for membership is provided to the Board of Directors prior to the monthly General Meeting, the Board of Directors will vote and have membership approved or disapproved by the next Board of Directors meeting. If disapproved, an explanation will be provided. If approved, applicant will have full rights starting in that month based on their membership type.

Section 4.

A list of members current as of March 1st shall be available to each member at the March business meeting.

Section 5.

Each member, as a condition of membership, must sign and subscribe to the Association's "Code of Ethics" via the application form on the website.

Section 6.

Membership is not transferable.

Section 7.

A member of the Association may be stricken from the roll of membership, for cause, at any regular or special business meeting of the Association, by secret ballot of at least three-fourths (3/4) of the members present and voting.

Section 8.

All Board Members shall receive a scholarship to any one Association event during the calendar year of their term. This shall include monthly meetings, workshops, holiday party,

and any other events organized by and charged by the Association. This is subject to approval by President of the Association.

Article IV

Membership Dues

Section 1.

The Board of Directors shall have the authority to establish the amount of annual dues. Changes in dues for the coming year shall be made available to the general membership by September.

Section 2.

Membership dues are payable in advance for a calendar year (January 1 to December 31). Membership dues become due January 1 and are payable by February 1 unless a written extension is granted by the Treasurer.

Section 3.

Any member failing to remit their dues by February 1 shall be notified in writing, and shall be deemed to be not in good standing. Failure to remit dues by March 1 shall be considered cause for cancellation of membership and forfeiture of all rights and assets of the Association. The lapsed members shall be notified of their membership cancellation electronically or in writing, which shall include a demand for the return of any Association property and reproductions of the Association emblem, as provided for in Article X.

Section 4.

Any member dropped for non-payment of dues must reapply for membership in the manner prescribed in Article III, above. Payment for all delinquent dues must accompany the application.

Section 5.

Association members who are active Military shall have their annual dues suspended when they are absent for military reasons, regardless of whether prior notice of impending absence was given by the member.

Section 6.

A suspension of dues may be issued by the Board of Directors for any member suffering from physical calamity or impaired health.

Section 7.

Dues paid by a new member whose application for membership is approved after June 30 shall pay ½ of the annual dues as being paid through December 31 of the current Calendar year. This does not apply to re-application of individuals dropped for non-payment of dues.

Section 8.

All members of the Board of Directors of the Association, including elected and appointed Board Members, shall have their membership dues waived for the year of their term, for each year that they serve as a Member of the Board of Directors.

Article V

Officers

Section 1.

The elected officers of the Association shall consist of a President, Secretary, and Treasurer.

Section 2.

Election of officers shall be held at the October business meeting each year. The newly elected officers shall take office January 1 and continue in office for the calendar year or until successors are elected and installed.

Section 3.

The retiring Secretary shall advance to the office of President, subject to approval by a majority of voting members present.

Section 4.

The Secretary and Treasurer shall be elected by a majority of voting members present at the October business meeting.

Section 5.

Additional nominations for any office may be made, prior to the vote being taken, by any member in good standing.

Section 6.

When an officer vacates an office prior to the end of the normal term, the Board of Directors shall appoint a member to fill the vacancy, subject to approval by a majority of voting members present at the next business meeting.

Section 7. Duties of the Officers

Section 7a. President

The President presides over the Board of Directors and business meeting; designates the time and place for special Board of Director meetings; directs the activities of the Association in a manner prescribed by the Board of Directors; acts as a member ex-officio of all committees; submits monthly article for the website; responsible for liaison to Professional Photographers of America; and performs the duties generally imposed upon a like officer of similar organizations. The President shall have the power to appoint an executive secretary, subject to approval by the Board of Directors, to assist them in carrying out the responsibilities of the President. The President shall appoint one of the Directors as the Association Property Manager to be responsible for all Association equipment.

Section 7b. Secretary

The Secretary records the minutes of the Board of Directors and business meetings; submits the minutes to the Communications Liaison or directly uploads those minutes to the website; reviews the minutes at the next business meeting; accepts and files proposed changes to the Constitution and reads the proposals per Article XIII, distributes amended copies of the constitution; and submits monthly information for the Association's website or other written Association publication.

Section 7c. Treasurer

The Treasurer manages all Association funds; keeps accurate records of income and expenses; makes deposits to the Association bank account; disburses funds to pay charges incurred by the Association; submits the Treasurer's report to the Communications Liaison; reviews the Treasurer's report at Board of Directors and business meetings; makes

recommendations on proposed funds expenditures; presents an Annual Budget to the Board of Directors and Membership for approval; and coordinates required IRS filings. The treasury shall be audited yearly, after the November meeting and prior to the January General meeting of the following year. The President shall appoint a committee of three members to perform the audit. The Treasurer shall not serve for more than two consecutive terms.

Section 8.

Other duties may be assigned to Officers as determined by the President.

Section 9.

An officer not performing his or her duties in a satisfactory manner is subject to disciplinary action or impeachment.

Article VI

Board of Directors

Section 1.

There shall be a Board of Directors which shall be the governing body of the Association. All new business concerning the Association must be presented in writing to a member of the Board of Directors. The Board of Directors will at their next meeting discuss and approve or oppose said new business. Only after approval by the Board will the author be allowed to present to the General Membership. Author has the right to attend the Board of Directors meeting and present their position to the Board of Directors.

Section 2.

The Board of Directors shall consist of the Officers of the Association, the Immediate Past President, the Communications Liaison, and three appointed members.

Section 3.

The appointed members of the Board of Directors are appointed by the President.

Section 4.

The appointed Board of Directors members shall be appointed prior to January 1st of each year. They shall take office on January 1st and continue in office for the calendar year or until successors are appointed.

Section 5.

Duties of the appointed members of the Board of Directors.

Section 5a. Membership Director

The Membership Director maintains membership records; actively seeks new members; reviews applications of prospective members; presents applications for membership to the Board of Directors with any recommendations; and is responsible for membership information that is provided to new members via the website. The Membership Director is also responsible for keeping attendance records at general meetings and those records shall be the final authority on all questions or disputes concerning a member's attendances.

Section 5b. Photographic Competition Director

The Photographic Competition Director is responsible for photographic competition held at regular business meetings and in collaboration with the Secretary for the Annual Photographic Competition held in May; recommends changes to the competition rules for the approval of the membership; presents awards for photographic competition; maintains competition records; maintains award supplies.

Section 5c. Directors-at-Large

The Directors-at-Large/Print Competition Director/Historian share responsibility for photographically documenting the activities of the Association; submit prints/images to the Communications Liaison; assist or perform other Board members' duties when required; assist guest speakers in setting up and taking down their equipment and displays.

Directors-at-Large are responsible for providing images made throughout the year to the persons creating an end of year slideshow.

Section 5d. Historian

The Historian coordinates the preservation of all historical documents involving the Association. This includes but is not limited to all minutes of meetings; membership roster; and Treasurer's reports from all previous years.

Section 5e. Program Director

The Program Director coordinates with the Secretary with regard to monthly meetings; arranges other programs including workshops, seminars, and any other educational and informative offerings for the membership.

Section 5f. Mentor & Recruitment Program Director

The Mentor & Recruitment Program Director arranges mentors and mentees; tracks requirements for mentors and mentees; communicates to participants in the Hunstville PPA Mentor Program; organizes events to raise visibility and attract potential members; communicates with members about recruitment events and activities.

Section 6.

The Communications Liaison's duties oversee design and composition of the website; maintaining domain registration, IP addresses and search engine registration; and establishing a due date for all regular and voluntary contributions for monthly submittals. The Communications Liaison edits the content of articles submitted by members.

Section 7.

Other duties may be assigned to board members as determined by the President.

Section 8.

The Board of Directors shall have all powers specifically delegated herein, including setting policies, planning programs, investigating prospective members, approving or disapproving membership applications, establishing advertising rates for the Website and conducting routine business of the Association, subject only to specific direction by vote of the membership of the Association.

Section 9.

The Board of Directors shall act as a nominating committee, preparing at least a single slate of nominees for each office and members of the Board of Directors. This slate shall be submitted in writing at the October business meeting. Additional nominations for any office or Board position may be made by any member in good standing.

Section 10.

The Board of Directors shall meet at least four (4) times per calendar year.

Section 11.

Any member of the Board of Directors not performing his or her duties in a satisfactory manner is subject to disciplinary action or impeachment.

Section 12.

Any member may attend a Board of Directors meeting.

Section 13.

Board of Directors have the right to vote electronically.

Article VII

Meetings

Section 1.

Regular business meetings shall be held monthly on a date determined by the membership. The time and place shall be determined by the Board of Directors, subject to approval by the membership. There will be no meeting during the months of May and December. The May meeting will be replaced by the Annual Photographic Competition. The December meeting will be replaced by the Annual Holiday Party.

Section 2.

A minimum of one-quarter (1/4) of all Association members in good standing shall be present at a business meeting in order to constitute a quorum for conduction of official business.

Section 3.

Special business meetings may be called by the President or by any three (3) members of the Board of Directors. Notice of any special meeting shall be made available to the general membership whether in writing, via email or posted on the Association website. The call for the meeting shall state the business to be transacted therein, and only business specified in the call shall be transacted at the meeting.

Section 4.

Members in good standing of any other Association may attend unlimited meetings at the regular member meeting fee.

Section 5.

Spouses, family, and friends of members who do not qualify in any classification listed in Article III and who do not on a regular basis perform a function in a business related to photography may attend dinner and business meetings, paying only the monthly meeting fee.

Article VIII

Treasury Funds

Section 1.

Proposals for the expenditure of treasury funds, other than normal operating expenses, shall be presented to the Board of Directors.

Section 2.

The Board of Directors shall have the power to authorize expenditures not in excess of seven hundred fifty dollars (\$750).

Section 3.

The proposal to expend funds in excess of seven hundred fifty dollars (\$750) shall require membership approval, except in the case where the net cost to the Association for an event or expenditure is zero in which case the Board may proceed without membership approval. The proposal, along with Board recommendations, shall be presented and a vote taken at the next business meeting.

Article IX

Complaints

Section 1.

Ethics complaints against the Association, a member, or group of members may be filed by anyone regardless of membership.

Section 2.

An ethics complaint must be filed in writing with the Secretary who shall include the complaint in the agenda for the next Board of Directors meeting. The complaint must be stated completely and clearly. The complainant shall be afforded the opportunity to attend the Board meeting to represent the complaint and to answer any questions the Board may have.

Section 3.

If any investigation into the complaint is warranted, the President shall appoint three (3) Board members to conduct the investigation known as the Board Review of Ethics (BRE). The investigation shall include a meeting with the alleged offender(s).

Section 4.

The President shall call a special meeting of the Board of Directors to consider the complaint and review the results of the investigation prior to the next business meeting.

Section 5.

The Board of Directors may make a decision regarding the complaint and notify the complainant and alleged offender(s) of their decision, or they may present the question to the membership of the Association, together with any recommendations, at the next business meeting.

Section 6.

The Board of Directors may impose a number of penalties in cases where an ethics violation is found. Those penalties include:

- A. No Action
- B. Discipline. The Subject may be publicly reprimanded for specified conduct for violation of the Code of Ethics or for other just cause.
- C. Suspension. The Subject may maintain his membership, keeping existing merits and degrees, but may not participate in competitions, speak at PPA merited events, or hold leadership positions. A specific time period should be attached to suspension.

Section 7.

In a case where the Board of Directors renders a decision, the complainant or alleged offender(s) in the complaint has the right to appeal the decision of the Board of Directors by bringing the question before the membership of the Association, in person, or by counsel within sixty (60) days of announcement of the decision. In any case, the vote of the membership shall be final. It is further provided that a member expelled for cause shall thereafter have no right to, or interest in the records or assets of the Association, or the Association Emblem.

Section 8.

Appeal Process: The Subject may ask to appeal the committee's decision and recommendation by making that request in a signed writing to the President within 14 days of receipt of notification. The President will schedule a hearing to occur during the next regularly-scheduled meeting of the Board of Directors.

During the appeal hearing, the Board of Directors will review the written proceedings of the hearing as well as any written or recorded responses from the Subject. The Subject may choose to appear in person at his own expense, or to appear via telephone conference call.

The Board is given the opportunity to discuss the case. After sufficient deliberation, the President may entertain a motion.

The Board may decide:

- A. To reverse the findings of the BRE
- B. To uphold the findings of the BRE
- C. To alter the penalty recommended by the BRE

The President is responsible for notifying the Subject via certified mail and the BRE Chairman of the Board's decision, which shall be final. The certified return mail stub becomes part of the official case file.

Article X

The Association Emblem

Section 1.

A legally registered device shall be known as the Association Emblem and no alterations thereto shall be made without approval of the Board of Directors. The Association shall maintain sole ownership of the Emblem.

Section 2.

Members in good standing shall have the privilege of displaying the Association Emblem subject to the following regulations:

Section 2a.

The Emblem shall be used only in sizes authorized by the Board of Directors.

Section 2b.

For legitimate purposes of special display, the Board of Directors may, at its discretion, grant permission to use the Emblem in sizes other than normally authorized.

Section 2c.

The Emblem may be used only by members in or upon the premises of their studio(s) or other business establishment(s) and upon stationery or advertising matter of the studio(s) or business establishment(s) and upon any vehicles(s) serving such studio(s) or business establishment(s).

Section 3.

In case of expulsion where the expelled member continues, after his expulsion, to use the Emblem in any manner, the Board of Directors shall be empowered, if necessary, to take legal action in the name of the Association to insure the discontinuance of such use.

Article XI

Committees

The President shall have the power to appoint committees as needed.

Article XII

Other Provisions

Section 1.

The Association shall be affiliated with the Professional Photographers of America and shall lend its full support.

Section 2.

The official publication of the Association shall be maintained in accordance with current standards and practices. Anyone may submit information or an article to the Association's publication for consideration by the Board of Directors for inclusion.

Section 3.

In all matters of parliamentary procedure not otherwise directed in these articles, "Robert's Rules of Order" shall apply. The Secretary shall maintain a copy of the rules.

Section 4.

Copies of the Constitution, as amended, shall be distributed to the membership upon request and shall be maintained in electronic form on the Association's website.

Section 5.

Impeachment of officers and / or Board of Directors members shall be conducted by secret ballot and requires a two-thirds (2/3) vote of all Association members in good standing.

Article XIII

Amendments

Section 1.

Proposed amendments to this Constitution shall be presented in writing, including in electronic form, to the Secretary. Any member in good standing may propose amendments to the Constitution. The Secretary shall present the proposal(s) to the Board of Directors for their recommendations at the next regular business meeting. A vote on the proposal(s) shall be taken at the following business meeting.

Section 2.

A favorable vote of three-fourths (3/4) of all members in good standing present at the meeting is necessary for the adoption of any amendment.

CODE OF ETHICS

In my relationship with other photographic professionals, the photographic industry and the general public, I will strive to present all photographic services in a manner that reflects the highest levels of professionalism with honesty and integrity. I will refrain from the use of any marketing or competitive practice which violates any Federal Trade Commission, federal or state regulatory agency rules or regulations, federal or state statutes, and any decision of the federal or state courts in the jurisdiction where I conduct my business. I will abide by local and state codes and restrictions in any and all of my business practices and support the efforts of Huntsville Professional Photography Association.

The officers names and signature below hereby accept The Constitution of Huntsville Professional Photographers Association on this date, October 9, 2020.

Pamela Devine, President



Cindy Shaver, Secretary



Raymond Glenn, Treasurer



(1) Adopted October 9, 2020.