

# **Southwest Professional Photographers Association, Inc. Constitution and By-Laws**

## **Article I – Name and Area**

- Section 1. The name of this 501.c.6 non-profit organization shall be “Southwest Professional Photographers Association, Inc.”
- Section 2. The maximum territorial limits of this organization shall be the eight states of Arizona, Arkansas, Colorado, Louisiana, New Mexico, Oklahoma, Texas and Utah or as defined by the Photographic Exhibition Committee (PEC) of the Professional Photographers of America. (PPA)

## **Article II – Mission & Objectives**

- Section 1. The mission statement of the Southwest Professional Photographers Association is to “Unite, Support and Educate” the PPA members in the Southwest District. (Acronym - U.S.E.)
- Section 2. The main objectives of this Association will be to create, promote and improve the professional, technical and social relations between individual members, district state associations and other professional photographic groups. Also to furnish organized educational programs, professional exhibits and social functions for members.
- Section 3. To support and host the affiliated Southwest PPA District print competition, under the guidelines as set forth by the Print Exhibition Committee (PEC) for the Professional Photographers of America.
- Section 4. To attempt at all times to raise the ethical and professional standards of the photographic industry for the benefit of members of this Association and the industry in general.

## **Article III – Members**

- Section 1. Membership of the Association shall be automatically provided when an individual is a current paid PPA member from a state within the Southwest District or a current paid or life member of a Southwest District state.
- Section 2. A Southwest District state shall be defined as an individual state association, within the territorial limits of Southwest PPA.

Section 3. Past Presidents of the Association and their spouse shall automatically be made Life members and shall pay no convention registration fee.

Section 4. Honorary Life members may be named by the Board of Directors for exemplary service to the Association by a three-fourths vote. They shall pay no convention registration.

## **Article IV – Officers**

Section 1. The current officers, as duly elected, shall make up the Executive Committee of the Association, i.e. President, Vice-President, Treasurer, Secretary and the Chairman of the Board (immediate Past President). If a Southwest district state is comprised of more than 50% of the entire district membership, that state shall always have one representative on the Executive Committee.

Section 2. The Board of Directors will consist of one director from and elected or appointed by each district state, to take office January 1 and to serve for a five year term or until replaced. Service is limited to a maximum of two consecutive terms.

Section 3. Each state within the territorial limits of this organizational district shall also be permitted to elect or appoint one (1) alternate member to the Board of Directors. All expenses of such board member shall be the responsibility of the individual or state where they are located and representing. Each alternate member is invited to attend the annual board meeting and can serve as a proxy voting member, in the event that the primary board member cannot attend such meeting. They may be considered for compensation from SWPPA when attending in such capacity.

Section 4. The Board of Directors may elect up to two (2) non-voting members to the board to serve as a “Vendor Liason” to the association. These liasons shall be invited to attend the annual meeting and provide industry perspectives and ideas that may impact the direction and/or future plans of the association. .

Section 5. The Board of Directors shall be empowered to hire a firm or individual on a contract basis to serve the association as Executive Director, for a period of time or until the position is vacated. The contract sum paid the Executive Director shall be set by the Executive Committee, subject to approval of the board. The Executive Director shall be under the direction of the President and shall be responsible, through the Treasurer, for keeping all records of the association; collecting all monies due the association; paying all legitimate invoices rendered to the association; maintaining records and correspondence relating to the affiliation with PPA, Inc. and other associations, firms, individuals, or others as directed by the officers. The Treasurer and the Executive Director shall be

responsible for the annual financial statement of the association. The Association may require the Executive Director to be bonded at the expense of the Association. The Executive Director shall be paid for registration fees, travel and lodging expenses when on Association business as directed by the president and/or the Board of Directors.

Section 6. The Board of Directors shall elect the officers of the Association at the regular annual meeting of the Board of Directors or via a conference call or electronic vote following the annual meeting. The election shall take place no less than three months prior to the end of the fiscal year. Their term shall be for a period of one year or until replaced. Only members currently serving on the Board of Directors, representing a district state, are eligible to be nominated and elected as an officer. Vacancies shall be filled at the next meeting of the Board or Directors or by the Executive Committee, subject to the approval of the Board.

Section 7. All officers of the Association shall perform their duties as defined within the guidelines of the SOG. Provisions for duties not otherwise provided shall be designated by the President and/or the Board of Directors.

Section 8. (a) There shall be an Executive Committee, composed of the President, Vice-President, Treasurer, Secretary and Chairman of the Board. The duties of the Executive Committee shall be to execute the normal and routine business of the Association and other duties assigned by the Board of Directors. The Executive Director shall always attend all meetings called by the Executive Committee or Board of Directors of the association. The Executive Director is an Ex-Officio member of the Executive Committee and the Board of Directors but does not have a vote.

(b) The President shall be the chairman of the Executive Committee and shall call meetings of the committee as necessary to transact the business of the Association. The Secretary shall keep minutes of all meetings and shall prepare written copies to be distributed to the Board of Directors immediately following any meeting of the Executive Committee.

(c) The Executive Committee shall report and be accountable to the Board of Directors. The Board of Directors will determine what expenses shall be allowed the Executive Committee while acting on official business of the Association. All expenses allowed Executive Committee members shall be reported to the Executive Director and Treasurer for payment or reimbursement and all requests for payment or reimbursement must be accompanied by a Expense Form with copies of statements, receipts or vouchers. All expenses created by the Executive Committee shall be reflected in a separate summary which will be included in the annual financial report.

(d) A quorum will be necessary at any meeting of the Executive Committee in order to transact business. All members of the Executive Committee will be notified of the agenda prior to any meeting.

Section 9. The President, upon completion of the term in office, and unless reelected President, shall automatically assume the office of Chairman of the Board.

## **Article V – Meetings**

Section 1. The Southwest Professional Photographers Association, Inc. shall hold a convention and trade show every year. The President to be for a specific year, shall have the power to make arrangements as necessary to arrange this convention and programs within the budgetary limitations. Travel expenses for the President shall be approved by the Board of Directors. The Board of Directors shall be empowered to employ a firm or individual (Executive Director) on a contract basis to handle all sales of trade show booths and to negotiate with decorator for setting up a trade show. The amount to be paid the contractor will be determined by the Executive Committee, subject to the approval of the Board of Directors, who will set all terms, length of contract and any other terms necessary.

Section 2. Special meetings of the Board of Directors may be called by the President. All members of the Board must be notified of such special meetings at least thirty (30) days prior to the date of such meeting. By unanimous consent of the members of the Board, a meeting may be held without prior notice. Meetings may be called and conducted via a conference call or online. Also issues requiring immediate attention can be voted upon by means of electronic media. If the President should refuse to call a meeting when requested by members of the Board, any five (5) Board members may agree to call a meeting in place of the President.

Section 3. A quorum is required in order to conduct business at any called meeting of the association. A quorum shall consist of 2/3 of the called meeting members.

Section 4. A digest of the Board actions shall be published in the magazine in the earliest possible issue.

## **Article VI – Financial**

Section 1. The Executive Director, with the input of the Executive Committee, shall determine the amount and manner of payment of convention registration, sustaining registration and trade show fees and other such charges as may arise.

- Section 2. The fiscal year of the corporation shall run concurrently with the calender year each year.
- Section 3. The Executive Director shall have supervision of the corporate funds and securities and he shall keep full and accurate accounts of receipts and disbursements belonging to the Corporation. All monies and such other valuable effects shall be deposited in the name and to the credit of the Corporation in such depositories as may be determined by the Board of Directors.
- Section 4. Expenses of Board members traveling on official business of the Association may be paid wholly or in part, provided however, that the approval for such expenses be approved by the Board of Directors.
- Section 5. Limitations on expenditures shall be made by the Board of Directors.
- Section 6. The President and Vice-President will be budgeted each year for his/her expenses pertaining to the duties of the office. This shall cover travel, lodging, meals, etc. and shall be paid by the Executive Director on receipt of expenses paid for the same.
- Section 7. Expenditures which are not regularly a part of the budget for operating expense and convention expense, may not be made without prior approval of the Executive Committee or Board of Directors.

## **Article VII – Exhibit**

- Section 1. SWPPA will host the Southwest PPA District Affiliated print judging, under the direction of the Vice-President, at its annual convention. The Executive Director will be the contact person for the district and file the necessary application and communication required with the PEC Administrator, Chairman or Committee of PPA.

## **Article VIII – Committees**

- Section 1. The President may appoint the Chairman and Vice-Chairman to any standing or new committee.
- Section 2. The President shall be an ex-officio member of all committees.

## **Article IX – Rules of Order**

- Section 1. In all questions of parliamentary practice not covered by these By-Laws, Sturgis Standard Code of Parliamentary Procedure shall prevail.

## **Article X – Official Publication**

- Section 1. The Board of Directors shall be empowered to publish a magazine for the Association and may set the frequency, name, budget and have complete control over the publication.
- Section 2. The Board of Directors shall be empowered to employ a firm or individual on a contract basis to serve as editor of the official publication, and to set terms of payment for editorial services, and/or commissions from the sale of advertising in the publication. The Editor will be under the direction of the President and the Executive Director.

## **Article XI**

- Section 1. These By-Laws may be amended, revised or repealed in whole or in part by a three-fourths majority vote of the Board of Directors at any meeting. Proposals for such a change must have been published to the Board at least thirty (30) days prior to any meeting.

Amended July 2015