

# Bylaws for the Professional Photographers Association of Massachusetts

## ARTICLE I: NAME AND PURPOSE

1. The name of the Association shall be: THE PROFESSIONAL PHOTOGRAPHERS ASSOCIATION OF MASSACHUSETTS (hereafter abbreviated as PPAM).
2. The object and purpose of PPAM shall be to raise the standards of photography, both professionally and ethically; and to promote and maintain cordial relations and the exchange of knowledge among its members and to the public.
3. This Association shall be incorporated as a non-profit organization under the laws of the Commonwealth of Massachusetts

## ARTICLE II: CODE OF CONDUCT

1. The Code of Conduct of the Professional Photographers of America, Inc. (PP of A) is hereby adopted as the Code of Conduct of PPAM. This Association herewith becomes an affiliate of the national association so long as it maintains its dues in said national association.

## ARTICLE III: MEMBERSHIP

**1. Active Membership** – Shall be extended to any individual who is engaged in the business of professional photography. An applicant must submit a properly filled out application to the VP of Membership in which the applicant agrees to adhere to the Code of Conduct of the PPAM. Acceptance of the applicant will be on a two-thirds vote of approval of the PPAM Board. Active members shall have the right to vote and to hold office.

**2. Sustaining Membership** – Shall be extended to any photographic supplier or service organization who has an interest in professional photography in Massachusetts. Acceptance of an applicant will be on a two-thirds vote of the PPAM Board. Sustaining members will not have the right to vote or hold office in the Association. A representative of the sustaining firm will be allowed to attend all Association-sponsored programs and seminars, as well as the annual convention, without charge.

**3. Life Membership** - The Association by two thirds vote of the PPAM Board, may elect to Life Membership any

PPAM member who, in the opinion of the Board rendered outstanding services to photography or to the association. Life members shall not be required to pay dues.

## ARTICLE IV: DUES AND FEES

1. Association seminars, programs and the Annual Convention shall be open to members and non-members upon payment of appropriate convention or seminar fees; these fees shall be payable to the VP of Finance. Program and convention fees shall be proposed by the Executive Board and approved by the PPAM Board prior to November 15 of the preceding year. The proposed budget will be sent to Board members two weeks (14 days) before the next Board meeting.

## ARTICLE V: MEETINGS

1. The Annual Membership Meeting shall be held in conjunction with the Annual Convention of each year, and the election of officers shall be held at this time. Thirty-five active members shall constitute a quorum.
2. Program meetings shall be held at least four times per year.
3. There shall be an Annual Convention of the Association to be held prior to April 30. The locations to be approved by the PPAM Board
4. In all questions of parliamentary procedure, not covered by the By-Laws, Roberts Rules of Order shall prevail.
5. A virtual meeting may be conducted as needed virtually as long as the majority of the PPAM Board (51%) agrees that the venue is conducive to achieving the organizations goal.

- a. Virtual meetings can be called only when it's on an issue of critical importance. Meeting notification to Board Members shall be by e-mail. Board Members have 48 hours to respond.
- b. If a majority agreement of the virtual venue is not met, an in-person Board meeting shall be scheduled to address the issue to be discussed.

- c. Virtual meeting technology must support the Board member's ability to discuss and share ideas and information both verbally and through the use of video and document sharing.

- d. The recording Secretary shall exercise all the duties over a virtual meeting as described in Article VII, section 4.

## ARTICLE VI: PPAM BOARD AND EXECUTIVE OFFICERS

1. Executive Officers of PPAM shall be: President, Vice President of Programs, Vice President of Membership and Records, Vice President of Communications, Vice President of Finance, and Vice President of Technology. The PPAM Board shall consist of the six officers plus the Convention Chairperson, Image Competition Chairperson, Props Chairperson, Vendor Chairperson, Hotel Chairperson, Hospitality Chairperson, Recording Secretary, Scholarship Chairperson, Parliamentarian/By-Laws Chairperson, Photography Chairperson, Degree Program Chairperson, Security Chairperson, Volunteer Chairperson, Advertising Chairperson and six (6) Members-At-Large. In addition, the following members of PPAM shall be invited to serve as voting members of the PPAM Board: All elected members of the PPA Council from Massachusetts, the PPAM Representative to the Professional Photographers Association of New England (PPANE), and the President of the Professional Photographers Association of Cape Cod (PPOCC).

2. Additional voting privileges may be assigned by an affirmative vote of three-quarters of the PPAM Board.
3. No individual shall have more than one vote on the PPAM Board.
4. The Executive Board shall nominate, and elect by secret ballot prior to June 30 each year, five active members of the Association, plus an alternate to serve as the nominating committee. No officer shall serve on the nominating committee. The nominating committee has the on-going responsibility of reviewing the progress of all officers and

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Chairpersons. The nominating committee selects interviews and nominates a new slate of officers. Their decision should be based on the individuals' willingness to serve and his or her ability to discharge the duties of the office to the benefit of the association. The nominating committee shall select its own chairperson.

5. The report of the nominating committee shall be presented to the membership at least one month prior to the Annual Meeting. The membership shall at the same time, be reminded of its rights to nominate other members for office. Any PPAM member may have his or her name placed in nomination by submitting a nomination petition signed by 20 or more PPAM members to the Chairperson of the nominating committee at least two weeks prior to the annual meeting.

6. Election of officers will take place at the annual meeting.

7. All officers serve without compensation. Officers and PPAM Board members may be reimbursed for authorized out-of-pocket expenditures upon presentation of bills of expenses to the PPAM Board.

8. In the absence of the President, his or her duties shall be performed in the following order: Vice President of Programs, Vice President of Communications.

9. The PPAM Board shall have charge of all affairs, and act for, and in the name of, the Association. The PPAM Board shall have the responsibility of approving all programs, talent and meeting locations.

10. The PPAM Board shall meet at least five times per year. A quorum will consist of at least 51 percent of the Board. PPAM regularly scheduled Board meetings shall be open to the active general membership, as non-voting, non-participating observers.

11. The PPAM Board shall have the power to remove from office by two-thirds vote of the PPAM Board, any officer or other PPAM Board member for neglect of duty. Missing three consecutive PPAM Board meetings may constitute neglect of duty. Likewise any officer or other PPAM Board member may be removed if charged with conduct which endangers

welfare, interest or character of the Association. A notice will be sent to all Board members ten days prior to a meeting called to consider such charges and to vote on any action to be taken.

12. The PPAM Board shall have the power to fill vacancies in the roll of officers to serve until the next annual election.

13. The PPAM Board shall have the power to appoint any committee necessary to the proper functioning of the Association.

14. The fiscal year of PPAM shall run from May 1 to April 30. The VP of Finance shall be bonded and the books shall be audited annually by an accountant approved by the PPAM Board.

15. Newly elected officers will be installed at the Annual Convention and take office on May 1.

16. The representative from PPAM to PPANE shall be nominated by the PPAM Board to serve on a yearly basis. This term shall run concurrently with the fiscal year of PPANE.

17. At-Large PPAM Board membership: Consists of six (6) rank and file PPAM members. At-large board members must be an active PPAM MEMBER. At-large Board members may not be current or past Executive Officers. At-large Board members' responsibilities include attending PPAM board meetings (with voting authority), act as liaisons to PPAM members, and fill open positions on the board as needed, i.e., Chairpersons. At-large members are voted on at the annual meeting along with PPAM officers. The nominating committee will be responsible for nominating the slate of At-Large Board Members.

## ARTICLE VII: DUTIES AND RESPONSIBILITIES OF OFFICERS

### PRESIDENT

1. Call and preside at all meetings of the PPAM Board.
2. Preside at the Annual Meeting.
3. Responsible for overseeing that the duties of the Vice

Presidents, Members At Large and Recording Secretary are carried out.

4. Recording Secretary to assist the President and assume the following duties. (This is a one-year nominated position).

- a. Notify all PPAM Board Members of meetings.
- b. Record the minutes of PPAM Board and PPAM Executive Board meetings and distribute to the PPAM Board 14 days prior to following Board meeting.
- c. Archive all Board meeting minutes on the PPAM web site.
- d. E-mail agenda of the next meeting to the Board 7 days prior to that meeting.

### VICE PRESIDENT OF PROGRAMS

1. Responsible for the arranging of all Association-sponsored and cosponsored programs, conventions and other events.
2. Responsible for all solicitations to suppliers for sponsorships.
3. Must submit a written quarterly progress report plus an annual report of all programs to the PPAM Board.

4. Responsible for the nomination and administration of the following:

- a. Convention Chairperson
- b. Image Competition Chairperson
- c. Props Chairperson
- d. Hotel Chairperson
- e. Hospitality Chairperson
- f. Vendor Chairperson
- g. Photography Chairperson

### VICE PRESIDENT OF MEMBERSHIP AND RECORDS

1. Maintain an accurate membership list and mailing list.
2. Maintain all records of the Association, reports of all officers and financial reports, and keep up-to-date the By-Laws of the Association.
3. Issue membership certificates, cards and ID badges to qualified members.

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4. Administer an accurate scholarship eligibility and selection program.
5. Submit a written quarterly report, plus an annual report to the PPAM Board.
6. Responsible for the selection and administration of the following:
  - a. Scholarship Chairperson
  - b. By-Laws & Parliamentary Procedures Chairperson.
  - c. Security Chairperson
  - d. Degree Program Chairperson
  - e. Volunteer Chairperson

## VICE PRESIDENT OF COMMUNICATIONS

1. Responsible for publishing a newsletter for the Association, and an Annual Convention program and advertising booklet.
2. Secure the revenue necessary to make the newsletter and the convention booklet self-sustaining.
3. Responsible for all solicitations to suppliers for advertising.
4. Submit a written quarterly report, plus an annual report to Board.
5. Responsible for the selection and administration of the following:
  - a. Advertising Chairperson.

## VICE PRESIDENT OF FINANCE

1. Responsible for the payment of all accounts payable and expenses approved by the PPAM Board.
2. Responsible for the billing and collection of membership dues.
3. Responsible for the collection of all program admission fees and the prices of all meal tickets.
4. Provide the Vice President of Membership and Records a monthly report of paid members.
5. Submit a written quarterly report, plus an annual financial report to the PPAM Board.
6. Responsible for the administration of all bank accounts.
7. Responsible for supervision of the preparation for filing of all state and federal tax forms by PPAM Board approved CPA.

8. Responsible for the Budget committee consisting of the PPAM Executive Officers, Immediate Past President (as Chairperson), and 3 additional active PPAM members (to be nominated by the VP of Finance) for approval by the PPAM Board

## VICE PRESIDENT OF TECHNOLOGY

1. Responsible for managing the Technology for PPAM and related services that ensures PPAM's mission statement is continually supported by the technology solutions.
2. Submit a written quarterly report plus an annual report to the PPAM Board.
3. Responsible for overseeing the maintenance of existing technologies and selection and management of vendors providing those technology services to the organization.
4. Website maintenance and development.
5. Procuring hosting services for website, domain name and associated databases.
6. Responsible for reviewing new technology vendor proposals and negotiating service/product contracts and submit for approval by the PPAM Board.
7. Responsible for ensuring the technology infrastructure supports PPAM's mission statement.

## ARTICLE VIII: Duties of Chairpersons

1. Shall preside over their respective Committees
2. Responsible for the selection and administration of their committees
3. Responsible for overseeing and managing all committee activities.

## ARTICLE IX: AMENDMENTS

Proposed Amendments must be published in the Association notices 21 days prior to the meeting at which they are to be voted upon.  
Proposed Amendments must be approved by two-thirds of the Association members attending said meeting.

## ARTICLE X: ORDER OF BUSINESS

1. Roll call
2. President's address

3. Reading of the minutes of the previous meeting
4. Vice President's Reports
5. Unfinished business
6. New business
7. Adjournment