

# 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.

- 1a. Student Membership:** For first time, members only; valid ID of good standing at an accredited college or photography school. Includes admission to all seminars and the annual convention; eligible for image

competition along with any applicable fees; no voting privileges.

- 1b. Retired Membership:** Retired membership may be extended to individuals who have retired and who have been members of the association for 15 years or more and who are sixty (60) years or older. Retired means you no longer earn income through photography, no longer own a photographic studio, maintain a website or advertise photographic services. Retired members will receive all benefits available to active members which includes voting privileges.

- 2. Vendor Membership** - Shall be extended to any photographic supplier or service organization that has an interest in professional photography in Massachusetts. Acceptance of an applicant will be on a two-thirds vote of the PPAM Board. Vendor members will not have the right to vote or hold office in the Association. A representative of the vendor 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 Executive 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.

- 1a. Life Membership Rules and Qualifications:** Frequency of award; Every two years. There will be a minimum of one year between awards.

- 1b. Number of Awards:** One award given at a time. A couple if nominated is considered one award. Both must be qualified

under criteria rules. If only one is qualified, the award can be given only to the qualified member.

- 1c. Criteria:**

- Fifteen years of continuous membership in PPAM and seven years of accrued service time on the PPAM Board, or a Committee Chairperson, Committee Member or has received the PPAM Service Award.

**ARTICLE IV: DUES AND FEES** – 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: MEMBER 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. Educational events 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 location 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.

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## 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, Social Media Chairperson, Newsletter Design 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 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. The report of the Nominating Committee shall be presented to the PPAM Executive Board by October 31.

5. The membership shall be notified by July 31 of its right to nominate members for consideration for office. Those member nominations must be received by August 31. The report of the nominating committee shall be presented to the PPAM membership at least one month 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.

10a. A virtual meeting may be conducted as needed 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 notifications to Board members shall be by email. 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 members' 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 7, Section 4.

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 off 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.

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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), 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 REPONSIBILITIES 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. The President shall be an ex officio member of all association committees. The Vice Presidents shall be an ex officio member of their committees.

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 21 days after the previous Board meeting.
- c. Archive all Board meeting minutes on the PPAM web site.
- d. Reports: 14 days prior to the meeting a reminder is sent to Board to call for Agenda items and for Executive Officers to submit VP reports. VP reports to be sent to the Recording Secretary no later than 6 days prior to the Board meeting. Agenda and VP reports will be made available 5 days prior to the meeting.

### VICE PRESIDENT OF PROGRAMS

1. Responsible for arranging of all Association sponsored and co-sponsored 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.
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
  - b. Social Media Chairperson
  - c. Newsletter Design Chairperson

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## 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 off all programs 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 the supervision of the preparation for filing of all state and federal tax forms by PPAM Boar approved CPA.
8. Responsible for the Budget Committee consisting of the PPAM Executive Officers, Immediate Past President (as Chairperson), Hotel Chairperson and 2 qualified additional active PPAM members (to be nominated by the VP of Finance).

## 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 and 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

All proposed changes to the By-laws will be submitted to the PPAM Board for approval. Proposed amendments must be approved by two-thirds of the Board members attending said meeting.

## ARTICLE X: ORDER OF BUSINESS

1. Roll call
2. President's address
3. Approval of minutes and VP reports will be by Consent Agenda.
4. Unfinished business
5. New business
6. Adjournment