

BYLAWS
PROFESSIONAL PHOTOGRAPHERS OF COLORADO, INC.

ARTICLE I

MEMBERSHIP

Section 1. Qualifications of Membership:

A. Active Membership:

- 1) Active Membership shall be extended to individuals who:
 - a. are residents of Colorado;
 - b. are employed in the state of Colorado;
 - c. are actively engaged in the profession of photography;
 - d. derive a significant portion of their income from such photographic activities;
 - e. are at least 18 years of age.
- 2) Active Members shall have the right to hold office in the Association and vote with respect to its affairs. An applicant for Active Membership must submit a completed application form which shall include:
 - a. Their signature on the Code of Conduct, and
 - b. a photocopy of their Colorado Sales Tax Certificate of the applicant's business, or proof of membership in PPA.

B. Photographic Artisan Membership:

- 1) Persons who are employed full- or part-time in support of the art of photography in the areas of print and negative retouching, print enhancement, oil coloring, and/or print restoration. These members can be employed by a professional photographer or self-employed; the employer need not be a member.
- 2) Photographic Artisans are entitled to all rights and privileges of the Association.

C. Photographic Associate Membership

- 1) Associate Membership shall be limited to individuals who are:
 - a. Residents of Colorado;
 - b. employed in the state of Colorado;
 - c. employed by corporations, partnerships or individuals engaged in the photography profession.
- 2) Associate Members have no voting rights and may not hold office in the Association, but are entitled to all the other activities and benefits of the Association. An applicant for Photographic

Associate Membership must submit a completed application form which shall include his/her signature on the Code of Conduct.

D. Apprentice Photographer

- 1) The Apprentice Photographer must:
 - a. be a resident of the state of Colorado;
 - b. be employed in Colorado;
 - c. not derive a major portion of his/her income from professional photography;
 - d. intend to go into professional photography as a full-time occupation.
- 2) Apprentice Members have no voting rights or right to hold office. They may not use the name or logo in conducting the practice of photography, but are entitled to all other activities and benefits of the Association. An applicant for Apprentice Photographer Membership must submit a completed application form which shall include his/her signature on the Code of Conduct.
- 3) Apprentice Memberships are limited to three years, after which time the member must join as an Active or Associate Member.

E. Student Membership

- 1) One who is actively enrolled in a school, and is interested in pursuing a career in photography.

F. Retired Membership

- 1) One who is retired from the photographic profession or industry.

G. Sustaining Membership

- 1) Shall be extended to all individuals, representatives of schools or firms engaged in manufacture, selling or services to the photographic profession, which desire to support the objectives of this Association.

H. Life Membership

- 1) May be extended by the Association's Board of Directors to deserving members who have retired from the profession.

I. Additional Associate Membership

- 1) Employees of an Active Member may be enrolled as Additional Associate Members to allow said employees to attend functions open to PPC members. These members must be involved in the business in a non-photographic related capacity, such as Sales, Office, etc.
- 2) Additional Associate members may not hold office, vote, earn merits, enter the photographic competition or use the name or logo. An applicant for Additional Associate Membership must submit a completed application form which shall include his/her signature on the Code of Conduct.

J. Out of State Membership

- 1) This member may be any professional photographer employed out of the state of Colorado. Membership entitles members to Colorado merits for service to the profession and they may also participate in PPC activities.
- 2) Out of State Members have no voting rights, may not hold office, but may enter print competition. Although they will not be eligible for PPC Awards, they will be eligible for Degrees.

Section 2. Election of Members:

- A. Proposals for membership may be made by any member of the Association and submitted to the Membership Chairman.
- B. The Membership Committee shall review the application as submitted and investigate the proposed applicant through the member who submitted the application.
- C. The Membership Chairman shall present the application to the Board of Directors at their next regular meeting. The Board of Directors shall consider each application. A three-fourths affirmative vote by all members of the Board shall elect an applicant to membership.
 - 1) The names of all applicants shall be published in the Association's newsletter. Any member who has reason to feel that an applicant is not suitable for membership shall contact a member of the Board of Directors in writing within ten (10) days and express his/her reasons.
- D. Failing to secure a three-fourths affirmative vote, the application shall be returned to the Membership Committee for further investigation.
- E. The Membership Chairman shall extend a written invitation to those approved for membership, accompanied by a copy of the Code of Conduct, the Articles of Incorporation and the Bylaws. A signature on the Code of Conduct, and payment of dues for a full year, shall constitute acceptance of membership.

Section 3. Duration of Membership:

- A. Membership in the Association shall continue indefinitely unless terminated by one of the following circumstances:
 - 1) Severing connections with the profession of photography, other than for retirement reasons.
 - 2) Non-payment of dues. Dues are payable within 30 days of billing (Article VI, Section 2). A fine of \$2.00 per month shall be levied on all dues that fall in arrears. Any member whose dues are three (3) months in arrears shall be notified by the Treasurer that his/her membership has been terminated. A membership terminated for non-payment of back-dues plus the fine (if any), provided the

application has been made within 90 days after forfeiture of membership.

- 3) Immediate terminations by expulsion as identified in Article 1, Section 4.
- 4) Termination of membership due to time limits as identified in Article 1, Section 1.D.

Section 4. Code of Conduct, Violations of, and Power to Take Disciplinary Action:

- A. Any member of this Association may be expelled for violation of the Articles of Incorporation, the Bylaws, or the Code of Conduct.
- B. Charges may be proffered by any Active or Photographic Artisan member, in writing, to the Board of Directors.
- C. The Board of Directors shall convene a Grievance Committee to conduct an investigation of the charges and to initiate such hearings as may be necessary. This committee shall be comprised of three Active members in keeping with the guidelines set forth in “Rules and Regulations.”
- D. Any member against whom charges have been proffered shall be entitled to a hearing before the Grievance Committee.
- E. The Board of Directors shall be entrusted to abide by the decision of the Grievance Committee unless and until the respondent requests an appeal with the Board of Directors. In this case, two-thirds vote of ALL members of the Board of Directors shall be necessary to sustain the charges, the decision to be rendered after a thirty-day period. It shall also be the charge of the Board of Directors to determine the nature of discipline after hearing the recommendations of the Grievance Committee in accordance with the Rules and Regulations.

Article II

NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1. The Officers and Directors shall be elected at the Annual Meeting of the Association upon nomination of the Nominating Committee, or nominated from the floor, providing that the floor nomination has attended and participated in the annual Bylaws and Operating Procedures meeting.

Section 2. The Nominating Committee shall consist of not less than three members and shall be appointed by the President at the time of the first meeting of the calendar year.

Section 3. Election of Officers and Directors shall be by secret ballot and the person with the highest number of votes counted shall be elected.

- Section 4. Eligibility for Office:
- A. Eligibility for Executive Office shall be according to Article IV, Section 1.B of the Articles of Incorporation.
 - B. Eligibility for the Board of Directors shall be according to Article IV, Section 2.B of the Articles of Incorporation.
 - C. In the case of a vacancy in the office of President, the Vice President shall automatically assume the office of President to finish the term. In the event that the President is unable to complete his/her term and the Vice President is not ready to assume the Presidency, the Board of Directors shall appoint an active Past President to fill the vacancy until the next scheduled elections.
 - D. Vacancies on the Board of Directors shall be filled by appointment by the President, with two-thirds affirmative vote of ALL the Board Members.

Section 5. Officers and Directors shall take office at the transfer of the President's gavel following the general election.

ARTICLE III

DUTIES OF OFFICERS

Section 1. The President shall preside at all meetings of the Association and of the Board of Directors. He or she shall be the Chief Executive Officer and shall counter sign all checks drawn by the Treasurer. It shall be the duty of the President to appoint all Standing Committees, their Chairmen, and two other members for the Nominating Committee, upon his/her assumption of office. He/she shall be an ex-officio member of all committees except the Nominating Committee. Appointees shall be confirmed by official letter following verbal acceptance. The President shall inform the Secretary of all scheduled Association meetings and Board meetings, and shall establish Board meeting agendas with the Secretary, so that notices can be mailed well in advance.

Section 2. The Vice President shall assist the President in such matters as the President shall request; in the absence or inability of the President to act, the Vice President shall perform the duties of the President. The Vice President shall also serve as co-Chairman of the Nominating Committee.

- Section 3. The Treasurer shall be the sole receiver of all funds of the Association, including dues, and receipts for programs for which a fee is charged. He/she shall deposit such funds in banks designated by the Association. The Treasurer shall disburse all funds as directed by the Board in accordance with the budget, countersigning all checks with the President. He/she shall be responsible for billing the membership for dues the last week of the old year. He/she shall be ready to make a report of the Association's financial status at each of its regular meetings, and shall issue payment to any participating Talent and for any meal or meeting expenses before leaving the location at the close of the activities. He/she shall have all disbursements made and monies accounted for and deposited before each quarterly Board Meeting. He/she shall then arrange for an audit of the books and other financial records over to the auditor before the last day of the fiscal year, and shall train the Assistant Treasurer in all of the above-listed duties.
- Section 4. The Assistant Treasurer shall be present at the registration table, keeping a record of attendance in consultation with the Secretary, and maintaining members' name tags at scheduled Association meetings. Process new member applications as outlined in Bylaws, Article I, Section 2.A.
- Section 5. The Secretary shall be responsible to the President, the Board of Directors and the membership for all scheduling and notices of regular and Special meetings or programs. He/she shall be required to coordinate all activities and functions of the Association with the advice of the President and Executive Committee, the Board of Directors and the Committee Chairmen. He/she shall assist at meetings where needed and keep a record of the proceedings of all meetings of the Association and the Board of Director's. Include in the minutes a report on attendance at the Association's meetings and the Treasurer's report on the current financial status. See that copies of the minutes of both Association meetings and Board meetings are sent to each member of the Board as soon as possible following the business session of each body. Keep a register or roll of the members. He/she shall serve as liaison to National, Regional, and other state associations in order to coordinate the Association's calendar schedule with the dates of conventions and quarterly meetings of adjacent states and regions.
- Section 6. The Board of Directors shall have general supervision of the affairs of the Association. It shall be the responsibility of the Board to approve any action taken in the name of the Association. It shall be the duty of the Board of Directors to supervise the work of Committees. The Board shall meet at least four times a year and shall participate in the annual Bylaws

and Operating Procedures meeting. Special meetings of the Board may be called by the President or by written request of four members of the Board. Except in an emergency, notices shall be mailed by the Secretary to arrive one week in advance of a meeting of the Board. The object of Special Meetings shall be stated in the notice.

A Majority of the Board members shall constitute a quorum for any regular or Special meeting.

All Board members are required to attend all meetings of the Board in their entirety. Any Board member who is absent from a meeting without an official excuse by the President shall be expelled from office. A member of the Board can be excused only for an extreme family emergency or unforeseen personal circumstance. A Board member cannot be excused because of business commitments.

ARTICLE IV

COMMITTEES

Section 1. The Standing Committees shall be:
Bylaws/Standard Operating Guide
Budget
Membership
 a. New Member
 b. Member Retention
Publicity
Print Exhibit
Nominating
Newsletter
Scholarship
Historian
Long Range Planning
Hospitality/Host
Merit/Degree Program

Section 2. Duties of Committees:
A. Standing Committees shall meet at the discretion of the President or their respective Chairman.
B. Chairmen of Standing Committees shall be prepared to give a progress report at the discretion of the President and at the Annual Meeting.

- C. The Bylaws Committee shall consist of the President, the Vice President, the Past President, and one other Active member of the Association. The Past President shall act as Chairman and Parliamentarian. The Member-at-Large shall be appointed by the President. This committee shall be responsible for keeping the Association's actions and business procedures in keeping with these Bylaws. It shall receive and act upon changes necessary to keep these Bylaws updated, in accordance with Article VI of the Articles of Incorporation. The committee shall plan and schedule an orientation meeting for the Board of Directors and Board Nominees, to be held prior to the election, the purpose of which shall be to review the Bylaws and the Articles of Incorporation and to hear a presentation, available in writing, by each Officer and major Committee Chairman, explaining his/her duties and committee operating procedures.
- D. The Budget Committee shall consist of the President, the Vice President, the Treasurer, the Assistant Treasurer and an Active Member, preferably a Past President of the Association, appointed by the President. The Treasurer shall serve as Chairman and shall preside over the meeting. This committee shall meet at least once with the Executive Committee to discuss finances for the coming year, prior to the first meeting of the Board of Directors in the new year. The Budget Committee shall set an operating budget for the year and shall be responsible for keeping the Association solvent.
- E. The Program Committee shall be responsible for the planning and scheduling of programs for the Association meetings the following year. Special emphasis shall be placed on education as well as entertainment. The Chairman shall be responsible for acquiring and negotiating for Talent, conducting this business within the operating procedures and budget set by the Board of Directors. All business shall be by written agreement with Talent participants. Scheduling shall be accomplished early in the calendar year, the details furnished to the Newsletter Editor at least one meeting in advance of the program for the newsletter publication, and announcement made to the membership concerning the next program at the close of each meeting. The Program Committee shall coordinate with the Print Committee to most efficiently use judges' time and talent.
- F. The Membership Committee shall be chaired by the Assistant Treasurer, and it shall have a Sub-Committees: 1) New Member and 2) Member Retention, which may be chaired by members-at-large. It shall be the responsibility of this committee to build the membership of the Association and to maintain the membership in accordance with Article III of the Constitution. The activities of this committee shall be in accordance with Article I, Section 2 of these Bylaws. The

Chairman shall preside over these committees and shall be responsible for maintaining the qualifications with PPA classification, as set by the Board of Directors, according to PPA Bylaws on Affiliation Classification.

1) New Member Committee: The purpose of this committee is to actively solicit new membership and to make the new members feel welcome and a part of the organization so that they will stay with us for a long time. Due to the nature of this task, it is imperative that this Committee work hand in hand with the Hospitality Committee.

2) Member Retention Committee: The purpose of this committee is to listen to what members want to receive for their dues and to make contact with any previous members who have not renewed their membership. By staying abreast of what the membership wants, we will be better able to retain the valuable assets we have in our membership.

G. The Publicity Committee shall be responsible for getting the maximum amount of favorable publicity for the Association and its members. Coordinating its activities with the Secretary and Newsletter Editor, it shall seek avenues of approach to the public press and publish news of visiting dignitaries and/or of activities that serve to inform the public of our efforts in professionalism.

H. The Print Exhibit Committee is responsible for all print exhibits and all print evaluation activities during the year. The Print Chairman is responsible for print critiques or evaluations to afford the members who wish to have their work judged, the benefit of the finest professional talent. The Print Chairman will be responsible for print rules that are in accordance with PPA Rules and Standards, so that the member can progressively direct their efforts toward acceptance at the national level. The Committee shall be responsible for the annual print judging and exhibit at the Annual Meeting of the Association. At least three fully accredited PPA print judges and two Masters of Photography from outside the Association membership are to be impaneled for the Annual Print Judging. Any other panel of print judges sponsored by the state association must include a minimum of three jurors with at least two Masters of Photography. Above all, it is the responsibility of the Print Chairman to make every effort to conduct an unbiased, fair, and honest print competition.

1) The Awards Committee shall serve as a sub-committee of the Print Exhibit Committee, assuming responsibility for the compilation of points earned toward all the Associations annual awards, as specified in those awards' respective rules. The Chairman of this committee is to be appointed by the Print Exhibit Chairman.

- I. The Nominating Committee shall be appointed by the President at the first quarterly Board Meeting. It shall consist of two members-at-large, the immediate Past President, and the Vice President, who shall serve as co-chairman with the immediate Past President. The Committee shall seek the cooperation of those whom they nominate to fill Board vacancies. It shall work with the Executive Committee, seeking their advice in selection nominees. This committee shall cooperate with the Bylaws Committee in the planning and implementation of the annual Bylaws and Operating Procedures meeting.

A brief biography of each nominee shall be published in the newsletter prior to the annual meeting.

- J. The Newsletter Committee shall be chaired by the Newsletter Editor. Its function shall be to obtain information for the newsletter from the appropriate parties, edit and publish the Association's newsletter, known as *The Scene*. It is at the discretion of the editor to name an Assistant Editor, whose responsibility it would be to solicit advertising for the newsletter.
- K. The Scholarship Committee shall be established for the purpose of raising additional funds for the intent of awarding as many scholarships as possible in each given year. The goal of this committee is to award as many scholarships as possible with the funds which are raised.
- L. The Historian Committee shall establish and maintain a photographic record of this Association, as well as publications and memorabilia of PPC.
- M. The Long Range Planning Committee shall develop the mission statement of PPC. It shall develop and work on short term and long term goals. By its nature, the core members of this committee should include members from the Board of Directors, but in order to stay abreast of the needs of the membership-at-large, it should also include at least two non-Board members.
- N. The Merit/Degree Committee shall administer the Degree Program of Colorado. The Chairman of this committee shall stay abreast of all merits received by the members of this Association and mail them in a timely manner. It will also be their responsibility to inform members by letter of potential degree attainment.
- O. The Hospitality/Host Committee shall work hand in hand with the Membership Committee in welcoming new members and involving them as soon as possible in PPC by persuading them to work on committees, etc. It shall also fall to this group to host all of our talent

from outside the state association, with the goal of making said talent feel welcome and necessary.

- P. The Grievance Committee and its Chairman shall be appointed by the President and should include three Active members who are determined to be impartial with respect to both the complainant and the party complained of (no two members of this committee are to be from the same firm or business). In the event that charges are levied against any member by another member, this committee shall be entrusted with the task of convening a hearing and making a decision regarding the charges, in keeping with the guidelines set forth in the “Rules and Regulations.”

ARTICLE V

MEETINGS

- Section 1. A regular meeting of the Association shall be held at least one time each calendar year; one meeting will be the Annual Print Judging and Business Meeting. Regular meetings of the Association shall be held at least three times each calendar year, with the last meeting to be the Annual Print Judging and Business Meeting, in accordance with Article V, Section 1, of the Articles of Incorporation. The scheduling of meetings shall be the responsibility of the Board of Directors. Notice of scheduled programs and their accompanying publicity are to appear in the newsletter in accordance with Article IV, Section 2.E of these Bylaws.
- A. A meeting shall be held prior to Rocky Mountain Professional Photographers Association annual convention for the sole purpose of print judging and a print critique.
 - B. An annual Summer Seminar shall be held each year.
 - C. An annual Mini-Convention shall be held at least once each year, and it will be scheduled as a two-day event. Members will be welcome to present programs of at least two hours in duration for PPA service merits, and at least one program shall be offered by guest talent from outside the Association.
 - D. A Membership Drive/Seminar may be held during the first quarter of the year.
- Section 2. The Board of Directors shall meet at least once each quarter of the fiscal year and shall participate in the annual Bylaws and Operating Procedures Meeting. It shall be the duty of the President to set the meeting dates and locations at the beginning of the year. The schedule for the year shall be on the agenda for discussion and official adoption. Attendance shall be in accordance with Article III, Section 6 of these Bylaws.

- Section 3. Notice of Board Meetings shall be mailed at least one week prior to the meeting date. All meetings of the Association-at-large will be announced in the newsletter, publication and mailing to be scheduled not less than two weeks prior to the meeting.
- Section 4. Special Meetings of the Association may be called by the President or by written request of ten or more members of the Association. At least ten (10) day's notice of such a meeting must be given, and the business transacted limited to that stated call.
- Section 5. Roberts Rules of Order shall govern the proceedings of all meetings of the Association, except if otherwise provided for in the Bylaws.
- Section 6. Quorum
Members present shall constitute a quorum in all regular and special meetings of the Association, providing at least ten (10) day's notice has been given of such meetings.
- Section 7. Voting
Active and Photographic Artisan members in good standing may vote in elections of Officers and Directors, and on motions to amend the Articles of Incorporation and/or Bylaws. This method shall be known as roll call vote. On all other matters, ALL members may vote.

ARTICLE VI

FINANCES

- Section 1. The Fiscal Year of this Association shall begin on January 1 and end on December 31.
- Section 2. Membership Dues shall be determined by the Board of Directors on an annual basis at the last Board Meeting of the year. Dues are payable at the time of billing in the last week of the old year. Dues collected for memberships accepted after the third quarterly meeting shall be prorated for the remainder of the year, with privileges extended to include the Annual Print Judging and Awards Banquet at the Annual Meeting.
- Section 3. The Professional Photographers of America, Inc. shall not be held liable for any financial or legal obligation of this Association.

Section 4. The Professional Photographers of Colorado Memorial Scholarship Fund shall be maintained as a separate entry in the Association's ledger. Donations to this fund in memory of Association's members shall be welcomed and acknowledged each time that the Scholarship is awarded. Funds from this account shall be used only for special grants to individual members designated by the Board, in accordance with Scholarship guidelines, to further their education at any PPA affiliated school of professional photography.

ARTICLE VII

IMPLEMENTING PROCEDURES

- Section 1. Any member of this Association in good standing at the time of the adoption of these Bylaws and Constitution shall qualify to continue as such.
- Section 2. All seniority enjoyed by members of the present Board of Directors shall be retained and will be considered valid in qualifications for nominations in election of Officers.
- Section 3. Any time served by members-at-large of this Association as an Officer of Director, prior to the adoption of these Bylaws, does not pertain to Article IV of the Constitution concerning the qualifications for nominations to office.
- Section 4. The first Officers elected under these Bylaws will be so elected at the 1976 Annual Meeting of this Association.
- Section 5. The office of Secretary, created upon adoption of the Constitution and the Bylaws, shall be filled by appointment by the President with the majority vote of approval of the Board of Directors; the term of office shall expire at the end of the fiscal year.
- Section 6. Should a vacancy occur on the Executive Committee to cause an emergency whereby none of the available Board members have the necessary qualifications, Section 1.B.a under Article IV of the Constitution can be waived to fill the vacancy.
- Section 7. These Implementing Procedures shall be retained in future editions of these Bylaws as a matter of record.