

BYLAWS

PROFESSIONAL PHOTOGRAPHERS

OF COLORADO, INC.

ARTICLE I

NAME AND LOCATION

Section 1. Name

The name of this non-profit organization shall be **Professional Photographers of Colorado** (hereafter referred to as the “**Association**”), abbreviated as **PPC**, a Community Network Partner of **Professional Photographers of America, Inc.**, abbreviated as **PPA**.

Section 2. Territorial Limits

The territorial limits of this organization shall be the physical boundaries of the State of Colorado.

Section 3. Residency

Members are not required to reside in Colorado.

ARTICLE II

OBJECTIVES

Section 1. Objectives

The main objectives of the Association will be:

A. To facilitate, establish, advance, and strengthen business and social connections between fellow members and others introduced to them through events organized by the Association,

including educators, businesses servicing the photographic community, or other photography groups.

B. To plan and organize educational programs, professional exhibits, and social functions for members.

C. To serve as a Community Network Partner for PPA.

D. To provide a welcoming and inspiring community, both in-person and online, for anyone seeking to develop or share their technical proficiency, business competence, and photographic experiences.

Section 2. Ethical Standards

To strive to apply the ethical and professional standards of the photographic industry endorsed by PPA and set out in the Association's Code of Ethics and Conduct in all that the Association organizes or promotes, and in its affiliation with other organizations and members of the general public.

ARTICLE III

MEMBERSHIP

Section 1. Eligibility

Membership in the Association is open to individuals who support the mission of the organization and pay dues as determined by the Board of Directors. The Association does not discriminate on the basis of race, gender, age, disability, sexual orientation, or religion.

Section 2. Classes of Membership

The Association shall have the following classes of membership:

A. Voting Members

Voting Members shall have the right to vote on matters brought before the membership and may hold elected office in the Association.

B. Non-Voting Members

Non-Voting Members shall not have voting rights and may not hold elected office in the Association, but may participate in the programs and activities of the Association.

Examples of non-voting membership categories may include, but are not limited to, Student, Sustaining, Honorary, or family members included in Family memberships. Specific categories, benefits, and dues structures shall be defined in the Association's Standard Operating Procedures (SOP).

Section 3. Acceptance of Membership

Acceptance of membership shall occur upon submission of a completed membership application, agreement to abide by the Association's Code of Ethics and Conduct, and payment of applicable dues.

Section 4. Termination of Membership

Membership may be terminated by resignation, non-payment of dues, failure to comply with the Association's Code of Ethics and Conduct, or disciplinary action as determined by the Executive Board of Directors.

Detailed procedures for membership termination shall be defined in the Standard Operating Procedures (SOP).

Section 5. Discipline

Members may be subject to disciplinary action for violations of the Bylaws or the Association's Code of Ethics and Conduct. The Executive Board of Directors shall have the authority to review complaints and determine appropriate action.

Procedures for ethics review and disciplinary actions shall be defined in the Standard Operating Procedures (SOP).

ARTICLE IV

NOMINATION AND ELECTION OF OFFICERS

Section 1. Governing Body

The governing body of the Association shall be the **Executive Board**, which shall exercise the authority of the Board of Directors for the corporation.

The Executive Board shall consist of the following positions:

- President
- Vice President
- Treasurer
- Secretary
- Board Advisor

Members of the Executive Board hold fiduciary responsibility for the governance, financial oversight, and legal obligations of the Association.

The **Board Advisor shall be the Immediate Past President of the Association and shall not be elected**. The Board Advisor serves to provide leadership continuity and institutional knowledge.

If the Immediate Past President is unable or unwilling to serve, the Executive Board may appoint a qualified past officer or past president to serve as Board Advisor, or the position may remain vacant.

Section 2. Nominations

Officers of the Association shall be elected by the voting membership at the Annual Members' Meeting.

Candidates for office may be nominated:

- by the Executive Board,
- by a Nominating Committee appointed by the Executive Board, or
- by nomination from the floor at the Annual Members' Meeting by a voting member in good standing.

Section 3. Election of Officers

Elections shall be conducted by secret ballot at the Annual Members' Meeting.

Last Amended & Adopted: 04/09/2026

The Association may conduct elections using secure electronic ballots or other electronic voting methods approved by the Executive Board, provided that voting eligibility can be verified and votes remain confidential.

The candidate receiving the highest number of votes for each office shall be elected.

Section 4. Eligibility for Office

Candidates for elected office must:

1. Be an Active or Life Member in good standing.
 2. Have maintained membership in the Association for a minimum of two consecutive years prior to nomination.
-

Section 5. Term of Office

Officers shall serve a **one-year term beginning January 1 and ending December 31**, or until their successors are elected and installed.

The **Board Advisor shall serve a one-year term corresponding with the term of the Immediate Past President**, beginning January 1 and ending December 31, unless the position becomes vacant or the Executive Board appoints a replacement.

Section 6. Vacancies

If the office of President becomes vacant, the Vice President shall assume the office of President for the remainder of the term.

If both the President and Vice President positions become vacant, the Executive Board may appoint a qualified member to serve as Interim President until the next scheduled election.

Vacancies in other Executive Board positions shall be filled by appointment of the Executive Board for the remainder of the term.

Section 7. Committee Chairs

The Executive Board may appoint Committee Chairs to oversee operational areas of the Association.

Committee Chairs may attend Board meetings, participate in discussions, and vote on operational matters when present.

Committee Chairs are not members of the Executive Board and do not hold fiduciary responsibility for the governance or financial obligations of the Association.

Section 8. Operational Matters

Operational matters include program planning, educational events, marketing initiatives, committee activities, member engagement efforts, and other activities that support the mission of the Association but do not involve fiduciary responsibility, financial commitments, contractual obligations, or legal governance of the organization.

Section 9. Executive Authority and Voting

Matters involving fiduciary responsibility, financial oversight, contracts, legal obligations, disciplinary actions, or corporate governance shall be decided by the Executive Board.

The Vice President, Treasurer, Secretary, and Board Advisor shall each have one vote on Executive Board matters. The President shall vote only to break a tie.

ARTICLE V

DUTIES OF OFFICERS

Section 1. President

The President shall provide the agenda and preside at all meetings of the Association and of the Executive Board.

The President shall have access to the financial records and accounts of the Association and may review financial transactions as part of the Executive Board's oversight responsibilities.

The President shall serve as liaison to national, district, 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.

For additional duties, refer to the Standard Operating Procedures (SOP).

Section 2. Vice President

The Vice President shall assist the President as requested and shall perform the duties of the President in the President's absence or inability to act.

The Vice President shall also serve on the Nominating Committee.

Additional responsibilities are outlined in the Standard Operating Procedures (SOP).

Section 3. Treasurer

The Treasurer, or a designated individual appointed by the Executive Board, shall receive and deposit all funds of the Association in bank accounts designated by the Executive Board..

Funds shall be disbursed in accordance with the approved budget and with oversight from the President and the Executive Board.

The Treasurer shall provide regular financial reports to the Board and an annual financial report to the membership.

The Treasurer shall ensure that tax filings and required financial documentation are prepared and submitted in a timely manner.

Additional financial procedures and duties are outlined in the Standard Operating Procedures (SOP).

Section 4. Secretary

The Secretary shall record the proceedings of all meetings of the Association, including meetings of the Executive Board, the Annual Meeting of Members, and any Special Meetings.

The Secretary shall track attendance and ensure that meeting minutes are reviewed by the President and distributed to the appropriate board members.

The Secretary shall include in the minutes a report on attendance and the Treasurer's report on the current financial status when required.

The Secretary shall ensure that copies of the minutes of Association business meetings and Executive Board meetings are sent to the President for approval and disseminated to members of the Board as appropriate.

Additional duties and documentation procedures are outlined in the Standard Operating Procedures (SOP).

Section 5. Executive Board Responsibilities

The Executive Board shall have general supervision of the affairs of the Association.

The Executive Board shall approve any action taken in the name of the Association and shall supervise the work of committees.

The Board shall meet at least four times per year.

Special meetings of the Executive Board may be called by the President or by written request of four members of the Board.

A majority of the Executive Board shall constitute a quorum for any regular or special meeting.

Any Executive Board member who fails to perform their duties and responsibilities may be removed from office by vote of the remaining Executive Board members.

Section 6. Removal of Officers by Membership

Any elected officer may be removed from office by a two-thirds vote of the voting membership when sufficient cause exists, provided that the officer has been given notice and an opportunity to respond.

ARTICLE VI

ORGANIZATION

Section 1. Executive Board

The Executive Board shall be composed of the President, Vice President, Treasurer, Secretary, and Board Advisor.

The Executive Board serves as the governing body of the Association and is responsible for oversight of the organization's operations, finances, and strategic direction.

Section 2. General Board

The General Board shall consist of the Executive Board and appointed Officers of the Association, including Committee Chairs and other roles as determined by the needs of the organization.

At General Board meetings, each Executive Board member and each appointed Committee Chair in good standing may participate in discussion and vote on operational matters.

Decisions involving governance authority, financial obligations, contracts, disciplinary actions, or legal matters remain the responsibility of the Executive Board as defined in these Bylaws.

Voting rights of Committee Chairs are limited to General Board meetings and do not extend to Executive Board meetings unless the Chair also holds an Executive Board position.

Section 3. Appointed Financial Support Roles

The Executive Board may appoint individuals to assist the Treasurer with financial administration of the Association.

Such roles may include an Assistant Treasurer or other financial support positions as needed.

Appointed roles do not constitute elected officers of the Association and do not hold voting authority on the Executive Board.

STANDING COMMITTEES

Section 4. Establishment of Committees

The Executive Board may establish standing and ad hoc committees as needed to support the operations, events, and initiatives of the Association.

Committee names, purposes, and duties shall be maintained in the Standard Operating Procedures (SOP) and may be revised by vote of the Board.

Section 5. Duties of Committees

Standing Committees shall meet at the discretion of the President or their respective Committee Chairs.

Committee Chairs shall be prepared to provide progress reports at General Board meetings and, at the discretion of the President, at the Annual Meeting of Members.

Committee Chairs may vote on issues under review at the General Board meetings they attend.

Committee procedures and additional responsibilities shall be maintained in the Standard Operating Procedures (SOP).

Section 6. Appointment and Removal of Committee Chairs

Committee Chairs serve at the pleasure of the President.

A Committee Chair may be removed or reassigned as needed with notice and a two-thirds vote of the Executive Board.

ARTICLE VII

MEETINGS

Section 1. Annual Meeting of Members

An Annual Meeting of Members of the Association shall be held once each calendar year, including but not limited to a conference, photographic competition, or business meeting.

The scheduling of meetings shall be the responsibility of the Executive Board.

Section 2. General Board Meetings

The Executive Board and invited Officers shall meet at least once each quarter of the fiscal year for General Board Meetings.

It shall be the duty of the President to set the General Board meeting dates at the beginning of the year. The schedule for the year shall be placed on the agenda for discussion and official adoption.

Attendance shall be in accordance with Article V, Section 6 of these Bylaws.

Section 3. Notice of General Board Meetings

Notice of General Board Meetings shall be electronically posted at the beginning of the calendar year.

Section 4. Notice of Annual and Special Meetings

Notice of the Annual Meeting of Members and Special Meetings shall be electronically posted.

Section 5. Special Meetings

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) days' notice of such a meeting must be given, and the business transacted shall be limited to that stated in the call.

Section 6. Parliamentary Authority

Robert's Rules of Order shall govern the proceedings of all meetings of the Association.

Section 7. Quorum

Members present, in person or electronically, at a properly noticed meeting shall constitute a quorum, provided that at least ten (10) days' notice has been given of such meetings.

Section 8. Voting

All Active and Life Members in good standing may vote in elections and on motions to amend the Articles of Incorporation or Bylaws.

Voting may take place in person, electronically, or by other means approved by the Executive Board.

Election voting shall be conducted by secret ballot.

Notice will be distributed through official PPC communication channels.

ARTICLE VIII

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 Executive Board of Directors on an annual basis. Dues are payable at the time of application or renewal of membership.

Section 3.

The Executive Board of Directors shall determine the amount and manner of payment of conference and event registration, sustaining registration and trade show fees, and other such charges as may arise.

Section 4.

The Executive Board may authorize reimbursement of reasonable expenses incurred by officers, directors, or designated representatives conducting official business of the Association. Policies governing reimbursement, including eligibility and procedures, shall be established by the Executive Board and maintained in the Association's Standard Operating Procedures (SOP).

Section 5.

Expenses incurred by officers, directors, or authorized representatives while conducting official Association business may be reimbursed in whole or in part when approved in advance by the Executive Board.

Section 6.

Expenditures which are not regularly part of the operating expenses of the Association may not be made without prior approval of the Executive Board of Directors. No officer, committee chair,

or member may incur financial obligations on behalf of the Association without prior authorization of the Executive Board.

Section 7.

The Professional Photographers of Colorado Jack Avalos Fund shall be maintained as a separate entry in the Association's ledger. Funds from this account shall be used for grants in accordance with the Association's scholarship guidelines.

Section 8.

The Professional Photographers of America, Inc. shall not be held liable for any financial or legal obligation of this Association.

Section 9. Distribution Upon Dissolution.

Upon the dissolution of the Association, and after payment or provision for all liabilities, the remaining assets shall be distributed in accordance with the Colorado Nonprofit Corporation Act, or its successor provisions, to a nonprofit organization supporting the professional photography community, including but not limited to PPA Charities.

ARTICLE IX

IMPLEMENTING PROCEDURES

Section 1.

Any member of this Association in good standing at the time of the adoption of these Bylaws shall qualify to continue as a member.

Section 2.

All seniority enjoyed by members of the present Executive Board of Directors shall be retained and shall be considered valid in determining qualifications for nomination to the offices of Director or Officer.

Section 3.

The first Directors and Officers elected under these Bylaws shall be elected following the formal adoption of these Bylaws by the Association.

Section 4.

In the event of an emergency or unanticipated vacancy in which no available Executive Board member meets the eligibility requirements for the position, the Executive Board may temporarily waive the eligibility requirements specified in Article IV to fill the vacancy.

Section 5.

These Implementing Procedures shall be retained in future editions of these Bylaws as a matter of record.

Section 6. Dissolution Procedure.

In the event dissolution of the Association becomes necessary, a special meeting of the Executive Board shall be held in accordance with Article VII. If dissolution is approved by the Executive Board, a special meeting of the membership shall be called with thirty (30) days notice for a vote of the general membership. Consideration shall include any outstanding legal judgments, financial obligations, and liabilities of the Association.

ARTICLE X

AMENDMENTS

Section 1.

These Bylaws may be amended by a majority vote of the eligible voting members of the Association at a meeting of the membership, provided that notice of the proposed amendment has been given to the membership at least ten (10) days prior to the meeting.

Section 2.

Proposed amendments may be submitted by the Executive Board or by written petition of ten (10) members in good standing.

Section 3.

Amendments shall take effect immediately upon adoption unless otherwise specified in the motion approving the amendment.

ARTICLE XI

INDEMNIFICATION AND LIABILITY

Section 1.

To the fullest extent permitted by the laws of the State of Colorado, the Association shall indemnify its officers, directors, and authorized representatives against expenses and liabilities incurred in connection with their service to the Association, provided that such individuals acted in good faith and in a manner reasonably believed to be in the best interests of the Association.

Section 2.

The Association may maintain insurance to protect the organization and its officers and directors against liabilities arising from their official duties.

