

Constitution and By-Laws

Montana Professional Photographers Association

Revised & Amended 2010

Constitution of Montana Professional Photographers' Association

Article 1

Name

The name of this organization shall be Montana Professional Photographers' Association.

Article 2

Objective

To encourage and foster:

- (a) Higher ideals of professional photography
- (b) High ethical standards in business and our profession
- (c) The advancement of understanding, goodwill and peace through a state fellowship of business men and women united in professional photography
- (d) This organization shall be a nonprofit organization, and no benefits shall inure to the benefit of any individual member, and in the event of dissolution, any assets remaining shall be delivered to an organization recognized by the Internal Revenue Service as a nonprofit charitable tax exempt organization.

Article 3

Membership

Section 1. Kinds. There may be four kinds of membership: active, associate, aspiring and student.

Section 2. Qualifications.

Active membership: Men and women of good character and good business reputation; engaged as proprietor, partner, corporate officer or manager of any worthy state professional photographic business are entitled to vote and hold office.

Associate membership: Associate members include spouses, employees, and manufacturer representatives.

Aspiring Membership: For an individual just entering the profession as a photographer; for first time members only. Aspiring membership will automatically up-graded to Active Member in two years or if requested, after one year.

Student Membership: Students of approved schools in the photography field. The board of directors will be the deciding factor as to which schools will be approved. This membership will automatically up-graded to Active Member one year after the individual leaves school or at any time if requested.

Section 3. Qualifications. Associate membership: Members shall have no vote nor be eligible to hold any office in the association. Shall have no interest in any property of the association, but shall be entitled to attend all meetings and enjoy all other privileges of the association.

Article 4

Duration of membership

Section 1. Period: Active or associate membership shall endure for life, unless terminated as hereinafter provided.

(a) Nonpayment of dues shall result in automatic forfeiture of membership.

(b) Violation of Code of Ethics (subscribed to by all members).

In the event of an alleged violation of this section (b), the member shall be given written notice of the alleged charges or violations, and a hearing before the Board of Directors shall be scheduled at which time the member shall be present in person. At that time said member shall be given the opportunity to present evidence and his full defense to any charges. The Board of Directors shall then determine from the facts presented whether or not a violation and suspension or forfeiture of membership is warranted, and shall notify the aggrieved member of their decision in writing. In the event the decision of the Board is to suspend or revoke the membership, the aggrieved member shall have the right of appeal to the full membership. This appeal must be made in writing and filed with the Secretary of MPPA within twenty days from the date of notification of Board action suspending or cancelling the individual's membership. Failure to file written notice of appeal with the Secretary of the MPPA within the time prescribed shall render final the previous action of the Board of Directors.

In the event an appeal is timely made, a full hearing shall be had before the membership of the Association at which the evidence for and against the individual shall be presented in person by the aggrieved party. Failure to personally appear shall negate the appeal. Upon completion of all evidence in the matter, the membership, by written ballot, shall vote to suspend or cancel or reinstate the individual. Such vote, by a two-thirds majority vote of the members present, shall be final and conclusive in the matter.

(1) All charges against members violating the Code of Ethics shall be in writing and a copy shall be furnished the member charged.

(2) Failure to appear personally to answer alleged charges shall be sufficient grounds to suspend or revoke membership.

(3) All decisions of the Board and membership appeal shall be in writing.

(4) Notice of hearings shall be in writing and may be given in person or by registered mail at least ten (10) days prior to the hearing. The registry certificate from the Post Office shall be sufficient proof of notice having been given.

(c) All members shall subscribe to and be governed by the Code of Ethics adopted by the Association. The Code of Ethics shall be a part of the application of membership to this organization.

(d) Code of Ethics.

I will:

(1) Endeavor to maintain a dignity of manner in my behavior, in the presentation of my photography and photographic services, in my appearance and that of my studio or place of business, and in all other forms of public contact.

(2) Observe the highest standard of honesty in all my transactions, avoiding the use of false, confusing, inaccurate and misleading terms, descriptions and claims.

(3) At all times endeavor to produce photographs of quality equal or superior to the samples I display, to apply my best efforts towards providing the best photographic services and to play my part in raising the general standard of photographic craftsmanship.

(4) Show a friendly spirit of cooperation to my fellow professional photographers and assist them whenever possible should they be in trouble or difficulty.

(5) At all times avoid the use of unfair competitive practices and hereby subscribe to the Federal Trade Commission Rules of Fair Competitive Practices for the professional photographic industry.

(6) Assist my fellow photographers and share my knowledge with them and encourage them individually and collectively to achieve and maintain the highest standards of quality.

(7) Recognize the authority of this Association in all matters relating to the interpretation of this Code.

Section 2. Membership shall be terminated for nonpayment of dues but can be reinstated by payment of current year's dues.

Article 5
Territorial limits

The territorial limits of this organization shall be the State of Montana.

Article 6
Meetings

This association shall meet regularly once each year as provided in the By-Laws.

Article 7
Dues

Each active and associate member of this organization shall pay annually such sums as may be set forth by the association.

Article 8
Officers and Directors

Section 1. The governing body of this association shall be a Board of Directors to be constituted as the By-Laws of the association may provide

Section 2. The decision of the Board in all matters shall be final, subject only to an appeal to the association. The Board shall have general control over all officers and committees and may, for good cause, declare any office vacant. It shall be the Judicial body to decide action on misconduct of a member. Appeal may be taken from any decision of the Board of Directors to the association and on such appeal the decision appealed from shall be reversed only by a two-thirds vote of the members present, at a regular meeting to be specified by the Board of Directors, a quorum (51%) being present, notice of such appeal having been given by the Secretary to all members of the association at least five days in advance of such meeting.

Section 3. The officers of this association shall be a President, First Vice-President, Second Vice-President, Immediate Past-President, and five duly elected directors.

Section 4. The directors shall be elected annually in the manner prescribed in the By-Laws of this association, and shall hold office for terms as set forth in the By-Laws.

Section 5. All bills approved by the Board of Directors shall be paid only by checks or debit card signed by the Business Manager or Treasurer of MPPA or a designated officer of MPPA.

Article 9
Order of business

The annual membership meetings shall be presided over by the President unless he cannot attend in which case the First Vice-President will take over. Proper Roberts Rules of Order will be followed at the annual meetings with a parliamentarian present, who is a member of the MPPA, designated by the Board of Directors.

- Open—Roll Call
- Reading of Minutes
- Treasurer's Report
- Report of Committees
- Unfinished Business
- New Business
- Adjournment

Article 10

By-Laws Amendments

MPPA By-Laws may be amended at any regular meeting or special meeting called for that purpose, a quorum (51%) being present, by a two-thirds vote of all active members present, provided that notice of such proposed amendment shall have been mailed to each member at least ten days before such meeting. No amendment or addition to the By-Laws can be made which is not in harmony with the Constitution of the Association.

Article 11 Constitution Amendments

Amendments to the Constitution shall be made only at an annual meeting of this association, by a majority vote of the membership at such annual meeting, provided that no proposed amendment shall be acted upon at any meeting unless a copy of such proposed amendment shall have delivered to the Business Manager at least thirty (30) days before the date of the opening of the meeting. Any amendment coming up for consideration at Convention and under an emergency case shall be read by the Secretary before such convention not later than the day before the time of voting on such amendment and may, if the directors determine it to be an emergency, be adopted at such annual meeting.

By-Laws of the Montana Professional Photographers' Association

Article 1 Election of Officers and Directors

Section 1. At the annual meeting the presiding officer shall ask for nominations by the nominating committee, which will consist of the Past Presidents in attendance, for Second Vice-President and any vacancies on the Board of Directors. The Second Vice-President shall automatically advance to First Vice-President and the First Vice-President shall become President.

Nominations for Second Vice-President and Directors may be made from the floor but only after the nominating committee has made its recommendations. The nominee for Second Vice-President must have served for two (2) years as an active member of the Board of Directors to be eligible for election. The nominations duly made shall be placed on a ballot in alphabetical order and shall be voted for at the annual meeting. The candidate for Second Vice-President receiving the majority of the votes cast shall be declared elected. The candidates for directors receiving the highest votes shall be declared elected as directors, and they, together with the retiring President, shall be admitted to office in the Board of Directors. Two directors will be elected for a term of one year, two directors will be elected for a term of two years, and one director will be elected for a term of three years.

Section 2. The officers and directors, so elected, together with the past president, shall constitute the Board of Directors and shall meet within one week after the annual meeting and assume the duties of their respective offices. They shall be publicly installed into their respective offices at once following their election.

Section 3.a Secretary will be a board member appointed by the president. It shall be the duty of the Secretary to attend all meetings of the Board and the annual membership meeting. The secretary will keep record of attendance at meetings, record, and preserve the minutes of such meetings

Section 3 b Treasurer will be appointed by the Board of Directors. It shall be the duty of the treasurer to maintain and manage all funds and financial accounts for MPPA (in a manner approved by the Board of Directors) and to perform such other duties as pertain to this office. This includes checking, savings, and investments. A MPPA past president, approved by the board, will also be on the signature card of record in case the Treasurer is unavailable or incapacitated. The Treasurer will oversee any firm hired by the Board of Directors to do book keeping and filing the appropriate tax forms. The Treasurer is the contact person for the IRS. Upon demand all appropriate reports and records must be made available to the Board of Directors or any MPPA member.

Section 3. c The Business Manager shall be hired by the Board of Directors for a three year term renewable annually; to run concurrent with the fiscal year. Business Manager's salary and/or expenses to be paid by MPPA as deemed necessary. It shall be the duty of the Business Manager to attend all meetings of the Board and the Annual Membership Business meeting. Also to keep the records of membership, send out notices of meetings of the Association, Board, and Committees, handle printed and written material including mailings as deemed necessary by the Board. The Business Manager will maintain the association office, store association assets and literature. This position will also be the affiliate liason and contact person for PPA and the State of Montana. Upon retirement, resignation or dismissal from office he/she shall turn over to his/her successor, or to the association, association property in his/her possession.

Section 4. Should a vacancy in the Board of Directors or any office occur, the duties affected shall be filled by the remaining members of the Board.

Section 5. One shall have been an active member for at least two consecutive years to be eligible to serve on the Board of Directors.

Article 2 Duties of officers

Section 1. President. It shall be the duty of the President to preside at all meetings of the association and Board of Directors and to perform such other duties as ordinarily pertain to his office.

Section 2. First Vice-President. It shall be the duty of the First Vice-President to preside at meetings and Board of Directors in the absence of the President and to perform such other duties as ordinarily pertain to his office.

Section 3. Second Vice-President. It shall be the duty of the Second Vice-President to preside at meetings of the Association and Board of Directors in the absence of the President and First Vice-President and to perform such other duties as ordinarily pertain to his office.

Article 3 Meetings

Section 1. Annual Meeting. The annual meeting of this association shall be held once a year, at a date to be fixed each year by the Board of Directors, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2. Fifty-one percent (51%) of the active membership shall constitute a quorum at the annual meeting of this association.

Section 3. A majority of the Board members shall constitute a quorum (51%) of the Board of Directors.

Section 4. Any member of the Executive Board or any three Board members may force a Board of Directors meeting.

Article 4 Dues

Section 1. The amount of all annual dues and fees shall be decided upon annually at a meeting of the Board of Directors.

Section 2. Five dollars (\$5.00) of the dues collected from active and associate members shall be placed in a special fund called the "Education Endowment Fund". The disbursement of the Educational Endowment Fund shall be done in a manner prescribed by Article 10.

Article 5 Method of Voting

The business of this organization shall be transacted by voice vote except the election of Directors, which will be by ballot.

Article 6 Committees

The President shall, subject to approval of the Board of Directors, appoint the following committees: Membership, Program, and Educational.

Article 7
Duties of Committees

Section 1. Membership Committee. This committee shall investigate the character, business, social standing and general eligibility of persons proposed for membership and shall report their decisions on all applications to the Board of Directors.

Section 2. Program Committee. This committee shall prepare and arrange programs for the regular and special meetings. They shall prepare and arrange such social functions as may be directed by the Board of Directors or President.

Section 3. Educational Committee. This committee is to prepare and arrange educational programs for the association as advised by the Board of Directors and the President.

Article 8
Constitution and By-Laws Committee

Constitution and By-Laws Committee shall consist of Past-Presidents and shall meet once every five (5) years.

Article 9
Audit Committee

Audit Committee shall consist of three (3) members appointed by President. One to be a member of the Board, one an active member, and one a Past-President. The results to be given to the President and available to all members. Audit shall be conducted once a year after closing of books after July 1st.

Article 10
MPPA Educational Endowment Fund

Section 1. There will be an MPPA Education Endowment Fund. This fund is strictly for the purpose of further education of MPPA full members. It will be a professionally managed and administered fund with guidelines outlined in the following sections.

Section 2. There will be a Board of three directors:

The Current President of MPPA

One Active Member in Good Standing, Director for a term of three years

One (Past President of MPPA) Director for a term of five years

The Directors are responsible for the fiscal oversight and monetary awards of the MPPA Educational Endowment Fund including oversight of fund raising proceeds. Two Directors will be elected by the general membership at the Annual Membership meeting. The current President will assume a directorship by virtue of his position. MPPA election and voting policies will be used.

Section 3. Awards will be made at the request of the MPPA Board of Directors. Only qualified requests will be considered. Qualified requests are funded for: Scholarship, Training/Educational Video Tapes, Seminar Direct Expenses (Fees, Travel, Lodging, Materials) or any other reason perceived Educational by the Fund Directors.

Section 4. Fund Directors will have no direct access to the fund other than to submit a request to the fund administrator for the portion of the fund proceeds that matches the award request from the MPPA Board of Directors. There will be no separate financial account (checking, savings, or secondary investment account). All fund checks will go directly to the MPPA Treasurer for deposit in the general MPPA accounts for disbursement.

Section 5. Under no circumstances will the Fund Principle be withdrawn or used as collateral except to transfer funds to another endowment type investing institution. Transfer can only be done with a majority approval of the Fund Directors AND the MPPA Board of Directors.

Section 6. Fund Directors will meet annually. Fund Directors will give Financial Reports at the general meeting. The \$5.00 portion of the MPPA annual dues will be deposited into the fund periodically as indicated in Article 4, Section 2.