

**BYLAWS  
PROFESSIONAL PHOTOGRAPHERS OF COLORADO, INC.**

**ARTICLE I**

**NAME & LOCATION**

- Section 1. The name of this non-profit organization shall be “Professional Photographers of Colorado.”
- Section 2. The territorial limits of this organization shall be the physical boundaries of the state of Colorado.

**ARTICLE II**

- Section 1. The main objectives of the association will be:
- A. To create, promote and improve the professional, technical and social relations between individual members and other photographic groups, both professional and amateur.
  - B. To furnish organized educational programs, professional exhibits and social functions for members.
- Section 2. Attempt at all times to raise the ethical and professional standards of the photographic industry for the benefit of members of this Association and the industry in general.

**ARTICLE III**

**MEMBERSHIP**

- Section 1. Qualifications of Membership:
- A. **Active Membership:**
    - 1) Active Membership shall be extended to individuals who:
      - a. Are actively engaged in the profession of photography;
      - b. 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
  - B. **Photographic Associate Membership**
    - 1) Associate Membership shall be limited to individuals who are:
      - b. Employed by an active PPC member.

- 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.
- C. Student Membership**
- 1) One who is actively enrolled in a school, and is interested in pursuing a career in photography.
  - 2) If under 18 years of age, must be accompanied by a guardian or PPC member at all functions. These members shall not have the right to hold office in the PPC or tally a vote with respect to the affairs of the PPC. Further, these members shall sign, and be held accountable to the standards of the membership set forth in the PPC Code of Ethics.
- D. 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.
- E. Life Membership**
- 1) Are at least 18 years of age.
  - 2) Acts and/or contributions to the photography industry, art and advancement of photography, or to the PPC, have been so apparent that special recognition is deserved.
  - 3) This level of membership is awarded after serving as the PPC President.
  - 4) The life membership requires no membership dues. However, this membership requires remaining a member in good standing, and may be revoked by a majority vote of the PPC Board of Directors.
  - 5) Such membership may carry with it special privileges as seen fit by the electing Board of Directors.
  - 6) May be extended by the Association's Board of Directors to deserving members who have retired from the profession. These members shall have the right to hold office in the PPC and tally a vote with respect to the affairs of the PPC. Further, these members shall sign, and be held accountable to the standards of the membership set forth in the PPC *Code of Ethics*.

Section 2. Acceptance of Membership

- A. A signature on the Code of Ethics, and payment of dues for a full year, shall constitute acceptance of membership.

- Section 3. Termination of Membership:
- A. Membership in the Association shall continue 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 notification by the Board. The Treasurer shall notify any member whose dues are 30 days in arrears that his/her membership has been terminated.
    - 3) Immediate terminations by expulsion as identified in Article 3, Section 4.

- Section 4. Code of Ethics, Violations of, and Power to Take Disciplinary Action:
- A. Any member of this Association may be expelled for violation of the Bylaws or the Code of Ethics (as stated in the Standard Operating Procedures (SOP)).
  - B. Any accused violation of the Bylaws and/or the Code of Ethics may be brought before the Board of Directors, for investigation, by any member in good standing of the PPC.
    - 1) Upon receipt of such complaint the Board of Directors shall refer the matter to the PPC Ethics Committee.
    - 2) The PPC Ethics Committee shall consist of the President (acting Chairperson), and four additional PPC members either on the current Board of Directors or Past Presidents, to be chosen by the President.
    - 3) The Ethics Committee shall investigate all matters sent before it and have authority to investigate and render decisions in the best interest of the PPC.
    - 4) All members against whom charges have been proffered (the respondent) shall be entitled to a hearing before the Ethics Committee. Such a hearing must be requested by the respondent, via written petition to the Ethics Committee Chairperson. Such hearing shall be held in a time and place to be determined by the Ethics Committee Chairperson.
    - 5) All decisions by the Ethics Committee shall be final, unless appealed by the respondent to the PPC Board of Directors. In such cases a two-thirds vote of the entire Board of Directors shall be necessary to overrule the verdict set forth by the Ethics Committee. Such appeal must be made by the respondent, via written petition, to the Board within 15 days of the outcome of the Ethics Committee. Petition should clearly define the reasons that the respondent disagrees with the verdict of the Ethics Committee. Upon receipt of such petition the Board of Directors must review and render its outcome within 30 days.

**Article IV**

**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 by the Executive Board, or by nomination from the floor, providing that the floor nomination by an Active member in good standing and meets eligibility from Article III, Section 4.
- Section 2. The Nominating Committee shall consist of not less than three members of the current Executive Board of Directors.
- 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 as follows:  
1. Must be an Active/Life member in good standing for previous two years.  
2. Must have served as a Director for at least one year previous to his/her nomination, except for assistant Treasurer.  
B. Eligibility for the Board of Directors shall be as follows:  
1. Must be an Active member in good standing for previous two years.  
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.
- Section 5. Officers and Directors shall hold office from January 1st to December 31<sup>st</sup> of the following year.
- Section 6. The Executive Director is contracted position hired, evaluated and managed by the PPC Board of Directors as prepared and approved by the Board of Directors.

**ARTICLE V**

**DUTIES OF OFFICERS**

- Section 1. The President shall provide the agenda and preside at all meetings of the Association and of the Board of Directors. He or she shall be the Chief Executive Officer and President shall have legal access to and monitor at least on a monthly basis, all financial and bank accounts and transactions. He/she 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 more duties, refer to the SOP.
- 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. For more duties, refer to the SOP.
- Section 3. The Treasurer and or Executive Director 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 and or Executive Director shall disburse all funds as directed by the Board in accordance with the budget, approving all financial transactions with the President. He/she shall be responsible for billing the membership for dues. He/she shall make a report of the Association's financial status on a monthly basis and yearly to the membership. He/she shall be the holder of all contracts and shall be responsible for issuing payment in compliance with said contracts. He/she shall have all disbursements made and monies accounted for and deposited before each Board Meeting. He/she shall then be responsible for the preparation of the taxes and annual financial statements by January 31<sup>st</sup> for the previous fiscal year for Board audit and approval. The Treasurer and or Executive Director shall also hire an independent auditor and ensure that an audit is completed every three years. He/she shall train the Assistant Treasurer in all of the above-listed duties. For more duties, refer to the SOP.
- Section 4. The Assistant Treasurer shall work closely with the Treasurer and or Executive Director and assist them with, and learn their duties. For more duties, refer to the SOP.
- Section 5. The Secretary shall assist at meetings where needed and keep a record of the proceedings of all meetings of the Board and the Board of Directors. Include in the minutes a report on attendance at the Board meetings and the Treasurer's report on the current financial status. See that copies of the minutes of both Association business meetings and Board meetings are sent to the President for approval, and disseminated to each member of the Board as soon as possible.

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

A Majority of the entire Board 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 either in person or through technology. Any Board member with excessive absences (to be determined by the Board) may be expelled from office. A member of the Board may be excused only for an extreme family emergency or unforeseen personal circumstance, or at the discretion of the President.

## ARTICLE VI

### COMMITTEES

Section 1. The Standing Committees shall be:  
Bylaws/Standard Operating Procedures  
Budget  
Membership/Registration  
Publicity  
Photographic Exhibition  
Nominating  
Scholarship  
Historian  
Hospitality/Social  
Fellowship Degree Program  
National Award  
Colorado Award  
Lifetime Achievement  
Talent/Program  
Vendor/Tradeshow  
Equipment/Props  
Mentor  
Door Prize/Raffle/Silent Auction  
Transportation

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. Refer to SOP for Committee procedures

<b>ARTICLE VII</b>
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**MEETINGS**

- Section 1. A regular meeting of the Association shall be held at least one time each calendar year, including but not limited to a conference, photographic competition and business meeting. The scheduling of meetings shall be the responsibility of the Board of Directors.
- Section 2. The Board of Directors shall meet at least once each quarter of the fiscal year. 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 V, Section 6 of these Bylaws.
- Section 3. Notice of Board Meetings shall be electronically posted at the beginning of the calendar year.
- 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.
- 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/Life 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.

<b>ARTICLE VIII</b>
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## 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. Dues are payable at the time of application or renew of membership.
- Section 3. The 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 PPC President or appointed representative will be reimbursed for his/her expenses for attending the SWPPA District Convention and Imaging USA This shall cover expenses for travel, lodging, and meals and shall be paid by the Treasurer/ED on receipt of paid bills. Expenses are to be pre-approved by the Board. PPA Councilor or their appointed proxy shall be reimbursed \$100 for attending the Council meeting at Imaging USA.
- Section 5. Expenses of Executive Director and or Board members traveling on official business of the Association may be paid in full or in part, provided that the payment for such expenses to be pre-approved by the Board of Directors.
- Section 6. Expenditures, which are not regularly, a part of the operating expense and conference expense, may not be made without prior approval of the Executive Committee or Board of Directors.
- Section 7. The Professional Photographers of Colorado Scholarship Fund shall be maintained as a separate entry in the Association's ledger. Funds from this account will be used only for special grants to individual members in accordance with Scholarship guidelines; to further their education at any PPC or PPA affiliated school/event for professional photography.
- 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 on Dissolution:  
Upon the dissolution of the Association, the assets shall be applied and distributed, pursuant to the provisions of the Colorado Non-profit Corporation Act, or its successor provision. After the liabilities of the Association have been discharged or provided for the remaining assets shall be distributed 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 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. The first Officers elected under these Bylaws will be so elected at the 2013 Annual Meeting of this Association.
- Section 4. Should a vacancy occur on the Executive Committee to cause an emergency whereby none of the available Board members have the necessary qualifications, Section 4.C under Article IV of the Bylaws can be waived 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. In the event of dissolution becomes necessary, a special meeting of the Board will be held following the rules in Article VII, Section 4. If dissolution is approved by the Board, a special membership meeting will be held with 30 days notice for a vote of the general members.