

# **Southwest Professional Photographers Association, Inc. Constitution and By-Laws**

## **Article I – Name and Area**

- Section 1. The name of this non-profit organization shall be “Southwest Professional Photographers Association, Inc.”
- Section 2. The territorial limits of this organization shall be the five states of Arkansas, Louisiana, New Mexico, Oklahoma and Texas.

## **Article II – Objectives**

- Section 1. The main objectives of this association will be: to create, promote and improve the professional technical and social relations between individual members, member state associations and other professional photographic groups; to furnish organized educational programs, professional exhibits and social functions for members.
- Section 2. To 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 – Members**

- Section 1. The Board of Directors will consist of: (a) two directors from and elected by each member state, to take office January 1 each year and to serve for one year or until replaced. (b) the current officers, as duly elected, i.e. President, Vice-President, Treasurer, Secretary, immediate Past President (Chairman of the Board) and the Executive Director. Officers elected for the year of 2007-2008 shall serve a 19 month term.
- Section 2. Past Presidents of the Association and their spouse shall automatically be made Life members and shall pay no convention registration.
- Section 3. Honorary Life members may be named by the Board of Directors for exemplary service to the Association by a three-fourths vote. They shall pay no convention registration.

## **Article IV – Officers**

- Section 1. The Board of Directors will consist of: (a) two directors from and elected by each member state, to take office June 1 each year and to serve for one year or until replaced. (b) the current officers, as duly elected, i.e. President, Vice-President, Treasurer, Secretary and immediate Past President (Chairman of the Board).
- Section 2. The Board of Directors shall elect the officers of the Association at the regular annual meeting of the Board. Their term shall be for a period of one year or until replaced. Vacancies shall be filled at the next meeting of the Board.
- Section 3. The Board of Directors shall be empowered to hire a firm or individual on a contract basis to serve the Association as Executive Director, for a period of time or until the position is vacated. The contract sum paid the Executive Director shall be set by the Executive Committee, subject to approval of the board. The Executive Director shall be under the direction of the President and shall be responsible, through the Treasurer, for keeping all records of the Association; collecting all monies due the Association; paying all legitimate invoices rendered to the Association; maintaining records and correspondence relating to the affiliation with PPA, Inc. and other associations, firms individuals, or others as directed by the officers. The Treasurer and the Executive Director shall be responsible for the annual financial statement of the Association. The Association may require the Executive Director to be bonded at the expense of the Association. The Executive Director shall be paid for travel and lodging expenses when on Association business as directed by the president and/or Board of Directors.
- Section 4. All officers of the Association shall perform their duties as defined within the guidelines of the SOG. Provisions for duties not otherwise provided shall be designated by the President and/or the Board.
- Section 5. (a) There shall be an Executive Committee, composed of the President, Vice-President, Treasurer, Secretary, Chairman of the Board and the Executive Director. The duties of the Executive Committee shall be to execute the normal and routine business of the Association and other duties assigned by the Board of Directors. The Executive Director does not have a vote. (b) The President shall be the chairman of the Executive Committee and shall call meetings of the committee as necessary to transact the business of the Association. The Secretary shall keep minutes of all meetings and shall prepare written copies to be distributed to the Board of Directors immediately following any meeting of the Executive Committee. (c) The Executive Committee shall report and be accountable to the Board of Directors. The Board of Directors will determine what expenses shall be allowed the Executive Committee while acting on official business of the Association. All expenses allowed Executive Committee members shall be reported to the Executive Director and Treasurer for payment or reimbursement and all requests for payment or reimbursement must be accompanied by

statement or vouchers. All expenses created by the Executive Committee shall be reflected in a separate summary which will be included in the annual financial report or other interim reports as may be requested by the Board of Directors. (d) A quorum will be necessary at any meeting of the Executive Committee in order to transact business. All members of the Executive Committee will be notified of the agenda prior to any meeting.

Section 6. The President, upon completion of the term in office, and unless reelected President, shall automatically assume the office of Chairman of the Board.

### **Article V – Meetings**

Section 1. The Southwest Professional Photographers Association, Inc. shall hold a convention and trade show, at a time and place to be resolved by its Board of Directors, in every even numbered year. The President-Apparent for that convention shall have the power to make arrangements as are necessary to arrange this convention and program within the budgetary limitations. Travel expenses for the President-Apparent shall be approved by the Board of Directors. The Board of Directors shall be empowered to employ a firm or individual on a contract basis to handle all sales of trade show booths and to negotiate with decorator for setting up a trade show. The amount to be paid the contractor will be determined by the Board of Directors, who will set all terms, length of contract and any other terms necessary.

Section 2. The Texas Professional Photographers Association, in conjunction with SWPPA, shall host the regional convention every odd numbered year, as agreed between the associations per the letter dated April 24, 1969.

Section 3. Special meetings of the Board of Directors may be called by the President. All members of the Board must be notified of such special meetings at least thirty (30) days prior to the date of such meeting. By unanimous consent of the members of the Board, a meeting may be held without prior notice. Meetings may be called and conducted via a conference call. Also issues requiring immediate attention can be voted upon by means of electronic media. If the President should refuse to call a meeting when requested by members of the Board, any five (5) Board members may agree to call a meeting in the same manner as the President.

Section 4. A quorum is required in order to conduct business at any called meeting of the association. A quorum shall consist of 2/3 of the called meeting members.

Section 5. A digest of the Board actions shall be published in the magazine in the earliest possible issue.

## **Article VI – Financial**

- Section 1. The Board of Directors shall determine the amount and manner of payment of convention registration, sustaining registration and trade show fees and other such charges as may arise.
- Section 2. The fiscal year of the corporation shall run concurrently with the calender year each year. The fiscal year of 2008 shall only include seven months, from June 1 thru December 31, 2008. This is a one time adjustment to bring the year in line with officer terms and calender year.
- Section 3. The Executive Director shall have supervision of the corporate funds and securities and he shall keep full and accurate accounts of receipts and disbursements belonging to the Corporation. All monies and such other valuable effects shall be deposited in the name and to the credit of the Corporation in such depositories as may be determined by the Board of Directors.
- Section 4. Expenses of Board members traveling on official business of the Association may be paid wholly or in part, provided however, that the approval for such expenses be passed by the Board.
- Section 5. Limitations on expenditures shall be made by the Board of Directors.
- Section 6. The SWPPA President will be given a yearly allowance for his expenses pertaining to the duties of his office. This shall cover travel, meals, etc. and shall be paid by the Executive Director on receipt of paid bills for same.
- Section 8. Expenditures which are not regularly a part of the operating expense and convention expense, may not be made without prior approval of the Board.

## **Article VII – Exhibit**

- Section 1. With consent of the Board, the SWPPA will hold the PPA Affiliated print judging, under the direction of the Vice-President, as its biennial convention. The Executive Director will make the necessary application with the appropriate member of the PEC committee of PPA.
- Section 2. In odd-numbered years, when Texas PPA hosts the regional convention, the PPA affiliated judging will be under the direction of the Vice-President and will be conducted in conjunction with the Texas hosted regional. The SWPPA shall be financially responsible for the PPA Affiliated Print judging. SWPPA shall set and collect the print case fees and shall pay the expenses necessary to this judging.

### **Article VIII – Committees**

Section 1. The President may appoint the following committees and others as he or she sees fit:

Convention  
Trade Show  
Convention Talent  
National Awards Protocol  
Registration  
Nomination  
Publicity  
Hospitality  
Props & Models  
Print Exhibit

Section 2. The President shall be ex-officio of all committees.

### **Article IX – Rule of Order**

Section 1. In all questions of parliamentary practice not covered by these By-Laws, Sturgis Standard Code of Parliamentary Procedure shall prevail.

### **Article X – Official Publication**

Section 1. The Board of Directors shall be empowered to publish a magazine for the Association and may set the frequency, name, budget and have complete control over the publication.

Section 2. The Board of Directors shall be empowered to employ a firm or individual on a contract basis to serve as editor of the official publication, and to set terms of payment for editorial services, and/or commissions from the sale of advertising in the publication. The Editor will be under the direction of the President and the Executive Director.

### **Article XI**

These By-Laws may be amended, revised or repealed in whole or in part by a three-fourths majority vote of the Board at any meeting. Proposals for such a change must have been published to the Board at least thirty (30) days prior to any meeting.