

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 maximum territorial limits of this organization shall be the eight states of Arizona, Arkansas, Colorado, Louisiana, New Mexico, Oklahoma, Texas and Utah.

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 manage and maintain the regional print competition district, under the guidelines as set forth by the Print Exhibition Committee (PEC) for the Professional Photographers of America.
- Section 3. 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. Membership of the Association shall be automatically provided when an individual is a current dues paid member or life member of a member state of the Association. (Service or Vendor members exempted)
- Section 2. A member state shall be defined as an individual state association, within the territorial limits of Southwest PPA, that has voted to be a part of the Associations basic objective and supports the Association with payment of the annual regional membership fee. Payment of such fee shall entitle each dues paid member of such states, to attend the annual regional convention for free, as defined under the convention registration guidelines.

Section 3. Past Presidents of the Association and their spouse shall automatically be made Life members and shall pay no convention registration.

Section 4. 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 current officers, as duly elected, shall make up the Executive Committee of the Association, i.e. President, Vice-President, Treasurer, Secretary and the immediate Past President (Chairman of the Board).

Section 2. The Board of Directors will consist of: two directors from and elected or appointed by each member state, to take office January 1 and to serve for a five year term or until replaced. Maximum of two consecutive terms.

Section 3. Any state within the territorial limits of this organizational district, as defined by the Photographic Exhibition Committee of PPA, that has not elected to become a member state of the Association, shall be permitted to elect or appoint one (1) member to the Board of Directors. All expenses of such board member shall be the responsibility of the state they are located and representing.

Section 4. The Board of Directors shall elect the officers of the Association at the regular annual meeting of the Board of Directors. Their term shall be for a period of one year or until replaced. Only members currently serving on the Board of Directors, representing a member state, are eligible to be nominated and elected as an officer. Vacancies shall be filled at the next meeting of the Board or Directors or by the Executive Committee subject to the approval of the Board.

Section 5. 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 the Board of Directors.

- Section 6. 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 of Directors.
- Section 7. (a) There shall be an Executive Committee, composed of the President, Vice-President, Treasurer, Secretary and Chairman of the Board. 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 shall always attend all meetings called by the Executive Committee or Board of Directors of the association. 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 8. 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 Executive Committee, subject to the approval of 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 place of 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 calendar year of each 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 approved by the Board of Directors.
- 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 Executive Committee or Board of Directors.

Article VII – Exhibit

- Section 1. SWPPA will host the Southwest PPA District Affiliated print judging, under the direction of the Vice-President, at its biannual convention. The Executive Director will be the contact person for the district and file the necessary application and communication required with the PEC Administrator, Chairman or committee.
- Section 2. In odd-numbered years, when Texas PPA hosts the regional convention, the Southwest PPA District affiliated judging will remain be under the direction of the SWPPA Vice-President and will normally be conducted in conjunction with the Texas hosted regional convention. When this occurs, SWPPA shall still be financially responsible for the District Affiliated Print judging. Should the judging be hosted at another state convention, the hosting state assumes all financail responsibility for the SWPPA District Affiliated judging.

Article VIII – Committees

- Section 1. The President may appoint the Chairman and Vice-Chairman to any standing or new committee.
- Section 2. The President shall be ex-officio on 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 of Directors at any meeting. Proposals for such a change must have been published to the Board at least thirty (30) days prior to any meeting.

Amended September 2009