Professional Photographers' Association
of Pennsylvania, Inc.

Official Constitution and By-Laws

Adopted: Pittsburgh, PA – May 19, 1952

Amended: Harrisburg, PA – November 1, 1971
Amended: Carlisle, PA – August 23, 1977
Amended: Carlisle, PA – August 15, 1982
Amended: Lancaster, PA – August 22, 1983
Amended: Wilkes Barre, PA – April 14, 1986
Amended: Carlisle, PA – October 17, 1993
Amended: Monroeville, PA – April 26, 1994
Amended: Harrisburg, PA – June 9, 1996
Amended: King of Prussia, PA – April 15, 1997
Amended: Harrisburg, PA – October 13, 1997
Amended: Grantville, PA – June 13, 1999
Amended: Camp Hill, PA – April 26, 2006
Amended: Camp Hill, PA – April 20, 2009
Amended: State College, PA – April 12, 2010
Amended: State College, PA – October 3, 2010
Amended: State College, PA – February 7, 2011
Amended: State College, PA – October 3, 2011
Amended: Carlisle, PA - April 13, 2013

OFFICIAL CONSTITUTION AND BY-LAWS

Professional Photographers' Association of Pennsylvania, Inc.

CONSTITUTION

ARTICLE 1: NAME

The official title of this Organization shall be The Professional Photographers' Association of Pennsylvania, Inc.

ARTICLE II: THE OBJECTIVES AND PRINCIPLES

The objectives and principles of this Association shall be:

1. To cultivate the art, science, and business of photography.

2. To elevate, sustain and promote the professional character of the membership.

3. To cultivate and promote among its' members cordial relations, mutual improvement, assistance, goodwill and self-protection.

4. To warn and protect the buying public against unscrupulous methods, inferior products and fraudulent practices in its' dealings with photographers.

5. To improve the profession by increasing the efficiency of the services, and to promote confidence, goodwill and understanding between our members and the public.

ARTICLE III: MEMBERSHIP

Section 1. The membership of the Association shall consist of six classes: Firm, Honorary, Supporting, Associate, Student and Inactive.

Section 2. FIRM MEMBER: A Firm Member shall be the owner, partner, manager or corporate officer of an established portrait, commercial, professional or industrial photographic department engaged in the practice of photography or in the art and science of photography in accordance with the principals of this Association and earning the major portion of their earned income from photography or photographic oriented work, except where otherwise specified. Each Firm Membership shall designate one member as its' representative to vote and hold office. All Firm Members shall have rights and privileges on the Benefits/Categories list as delivered by the Board of Governors of the Association.

Section 3. HONORARY MEMBER: An individual who has rendered special or noteworthy service to this Association or who has rendered outstanding service to the profession of photography may be elected by the Board of Governors of the Association as an Honorary Member and shall not be subject to the payment of dues. All Honorary Members shall have the rights and privileges on the Benefits/Categories list as delivered by the Board of Governors of the Association.

Section 4. SUPPORTING MEMBER: A Supporting Member in this Association shall be a manufacturer, dealer of photographic supplies and materials, or provider of services to the trade. All Supporting Members shall have rights and privileges on the Benefits/Categories list as delivered by the Board of Governors of the Association.

Section 5. ASSOCIATE MEMBER: An individual who expresses a sincere desire to share in the exchange of knowledge related to the photographic arts and sciences, or an individual whose primary source of earned income is outside the profession of photography. Candidates for this membership category who engage in the sale of their products to retail clients must posses a valid sales tax or business license as required by their county and state. All Associate Members shall have rights and privileges on the Benefits/Categories list as delivered by the Board of Governors of this Association.

Section 6. STUDENT MEMBER: An individual who is a full-time student of an approved photographic school; provided such individual shall furnish proof of their attendance. Such membership shall continue only while the applicant is a member of the school and shall have rights and privileges on the Benefits/Categories list as delivered by the Board of Governors of the Association.

Section 7. INACTIVE MEMBER: An individual who is ineligible for membership in the Association under existing requirements. These may be, but are not limited to retirees, friends of the Association, or those temporarily not in the business community. Membership shall be granted or repealed at the pleasure of the Board, and shall have rights and privileges on the Benefits/Categories list as delivered by the Board of Governors of the Association.

Section 8. Membership in this Association may be obtained only through the Association. All applicants for membership in this Association, in any classification, shall automatically be placed on a probationary status until their names have been published in two issues of the official bulletin of this Association or for a period of one (1) year, which ever is longer.

ARTICLE IV: BOARD OF GOVERNORS AND OFFICERS

Section 1. There shall be a Board of Governors which shall have and exercise all legislative, administrative, executive and other powers of this Association, except such as are otherwise delegated herein.

Section 2. The following shall comprise the Board of Governors:

A. All elected officers of the Association.

B. The immediate two Past Presidents of this Association who shall maintain continuous membership in good standing.

C. Six elected representatives from the membership at large provided that such representatives shall be Firm or Associate Members of this Association.

Section 3. Officers of this Association shall be: President, Vice-president, Secretary and Treasurer.

Section 4. Officers of this Association and Representatives at large shall be elected at the annual meeting of the Association held during the Annual Convention of this Association.

Section 5. Officers of this Association may serve more than one term in the same position, but shall be elected or re-elected annually for a one-year term. They may continue to serve in that position until a resignation is tendered and a successor is appointed, or until the next general election in which that office would regularly and customarily be filled. Their duties shall begin on November 1 immediately following their election, and continue until October 31 of the following year.

Section 6. Three representatives from the membership at large shall be elected each year to the Board of Governors. The term of the representatives shall be for a period of two years or until a successor shall have been appointed or chosen and qualified. Their duties shall begin on November 1 immediately following their election, and continue until October 31 of the second year.

Section 7. The President, with the approval of the Board of Governors, shall fill by appointment any and all vacancies in the executive offices, representatives, or past presidents caused by death, resignation, recall, or any other cause. The person appointed shall hold the office until the next general election in which that vacant office would have been regularly and customarily filled.

Section 8. Any elected or appointed official of this Association may be recalled by a majority vote of the appointing or electing authority provided that proper precautions for the protection of the official and his interests are strictly observed.

on the Board of Governors caused by death, resignation, recall, or any other cause. The person appointed shall hold the office until the next general election in which that vacant office would have been regularly and customarily filled.

Section 10. The Board of Governors shall fill any and all vacancies in the line of executive offices caused by death, resignation, recall, or any other cause by appointing a past president to assume the duties of the vacant office. The past president appointed shall hold the office until the next general election.

At the next general election, the Nominating Committee shall present to the general membership a nominee to fill the additional vacancy. The current officers shall move up one position until the vacated office is filled and the nominee shall fill the office of secretary.

ARTICLE V: MEETINGS

Section 1. The Annual Meeting of this Association shall be the regular meeting held during the Annual Convention of this Association.

Section 2. Special meetings may be called by the President of this Association, by the Board of Governors, or by a petition signed by 25% of the Firm Members of this Association. No business other than that for which the meeting is called may be transacted at any Special Meeting. Notice stating the purpose of the Special Meeting shall be sent to all Firm Members at least two weeks prior to the date of such meeting. All Special Meetings of this Association shall be held in Harrisburg, Pennsylvania.

Section 3. The Board of Governors shall meet at the Annual Business Meeting and during each regular meeting of the Association.

Section 4. The Board of Governors shall have the authorization to restrict attendance at any meeting of the Association.

Section 5. Robert's Rules of Order shall be used to govern procedure of all meetings not otherwise covered in the Constitution and By-Laws of this Association.

ARTICLE VI: FISCAL YEAR

Section 1. The Fiscal Year of this Association shall be from November 1 of one year to October 31 of the following year.

ARTICLE VII: AMENDMENTS

Section 1. This Constitution may be amended by two-thirds vote of the voting Membership present at any regular meeting of this Association, provided a copy of the proposed Amendment is sent to the voting Members ten days in advance of the date of such meeting.

Section 2. Amendments to the Constitution of this Association may be proposed by the Board of Governors or by any Firm Member in good standing if presented to the Board of Governors in writing and signed by not less than twenty-five (25) Firm Members of the Association. Action on such proposed Amendment shall be taken at the next regular meeting of this Association or at a Special Meeting called for such purpose.

BY-LAWS

ARTICLE 1: DUTIES OF BOARD OF GOVERNORS AND OFFICERS

Section 1. The Board of Governors shall have the right to appoint an Administrative Secretary whose duties shall include the general business of this Association and the Board shall have the authority to reimburse such Administrative Secretary for his or her services from the funds of this Association.

Section 2. The President shall preside at all meetings of this Association and the Board of Governors, shall be General Chairman of the Annual Convention, shall appoint committees, shall be an ex-officio member of all committees except the Nominating Committee and shall perform such duties as ordinarily pertain to this office.

Section 3. The Vice-president shall preside at all meetings of this Association and the Board of Governors in the absence of the President, shall perform such other duties as ordinarily pertain to this office of Vice-president.

Section 4. The Secretary shall keep and preserve the Minutes of all meetings of this Association and the Board of Governors, shall perform such other duties as ordinarily pertain to this office of Secretary.

Section 5. The Treasurer shall be the custodian of all funds of the Association. The Treasurer or the Administrative Secretary shall deposit all funds of this Association into a bank approved by the Board of Governors. The Treasurer shall present an accurate written report of the financial condition of the Association upon demand by the Board of Governors and at the conclusion of the term of office. An official audit shall be made of the Treasurer's accounts at the end of each fiscal year. The Treasurer shall perform such other duties as ordinarily pertain to this office of Treasurer. The Treasurer may at his or her request and with Board of Governors approval, appoint an Assistant to the Treasurer who would assume the duties of writing checks for Association expenses and keeping accurate accounts of the financial condition of the Association. The Assistant to the Treasurer shall not receive compensation for his or her services.

ARTICLE II: MEETINGS

Section 1. The location of the Annual Meeting and the Annual Convention shall be determined each year by a majority vote of the Board of Governors.

ARTICLE III: FEES AND DUES

Section 1. Dues for membership in this Association, except Honorary Membership, shall be prescribed by the Board of Governors.

Section 2. The Board of Governors shall have full authority to determine initiation fees, fees for any publication issued by this Association, and to determine all fees and conditions for admittance to the Annual Convention of this Association.

ARTICLE IV: QUORUMS

Section 1. A majority of the members of the Board of Governors shall constitute a quorum at Board Meetings.

Section 2. Ten percent (10%) of the total number of voting Members shall constitute a quorum at business meetings of the Association.

ARTICLE V: COMMITTEES

Section 1. Standing committees of this Association shall be: Auditing Committee, Print Exhibit Committee, Long Range Planning committee, and Screening and Ethics Committee. All other committees are constitutionally mandated. The most immediate past president serving the Board of Governors shall be chairman of the Long Range Planning Committee. The current President may appoint the chairman of any other standing committee.

Section 2. A Nominating Committee of three or more, composed of elected representatives from the Board of Governors, past Presidents, or other Firm members familiar with governance of the Association shall be appointed each year by the Vice-president (President Elect) on or before November 1 of each year. The committee shall elect a chairman from its members. A member may not serve more than two consecutive years. Members of the committee are not barred from becoming nominees for office themselves.

The Nominating Committee shall present a slate of eligible candidates for Association officers and representatives for election as may be required or as specified by the Constitution, Article IV: Board of Governors and Officers.

Section 3. Special Committees may be appointed by the Board of Governors or the President.

ARTICLE VI: PRESIDENT'S PLAQUE

Section 1. The Board of Governors shall each year award the retiring President an engraved plaque in recognition of service to this Association.

ARTICLE VII: NATIONAL AWARD

Section 1. Three immediate past recipients, who are Firm Members, will constitute the committee. The senior member of the committee will act as chairman. Each year the newest of the recipients will become a member of this committee with the senior member being relieved of his duties on the committee. In the event the recipient is ineligible to serve on the selection committee, the committee would remain the same as the previous year.

Section 2. Their deliberations and decisions will be kept secret.

Section 3. Chairman will be responsible for obtaining plaque from the Professional Photographers of America and proper engraving thereof. He/she shall also be responsible for obtaining the proper background data on recipient. The plaque shall be presented by the senior officer of the Professional Photographers of America present at the extended meeting (or convention). It shall be the committee chairman's duty to determine in advance and notify such senior National officer.

Article VIII: MEMBER CONDUCT

Section 1. The Board of Governors of this Association shall have the power to adopt a Code of Conduct to guide the Membership in its Professionalism, Honesty and Integrity.

Section 2. The Code of Conduct shall be prominently incorporated with and be an integral part of every application for membership and membership renewal invoice, and shall be signed by hand and in ink by every member.

Section 3. Application for membership or membership renewal shall not be accepted by the Association, nor any services or privileges granted, unless or until the Code of Conduct is signed.

Section 4. A member of this Association shall not enter into any agreement of any nature whatsoever, the object of which is to restrain trade, limit production, circumscribe competition, regulate prices, distribute business, or perform any act which may be contrary to law.

Section 5. The membership of this Association shall be at liberty at all time, and in every respect and particular, to conduct his/her business as he/she sees fit, provided that in doing so does not violate the Code of Conduct or the provisions of Section 4 of this article.

Section 6. The violation of any portion of the Code of Conduct or other regulations of the Association shall be grounds for the Board of Governors to terminate or refuse renewal of membership in the Association.

Section 7. The membership of this Association shall have the right of appeal in all matters which may be brought before the Board of Governors in their consideration for any form of disciplinary action including, but not limited to, termination of membership, as provided for in the Procedural Guidelines of the Screening and Ethics Committee.

ARTICLE IX: USE OF ASSOCIATION IDENTIFICATION

Section 1. Members of this Association who shall have been accorded voting privileges in the Association and Supporting Members shall have the right to use the name, logo, seal and/or insignia on their letterhead, advertising materials or any other device which could be interpreted by the public to indicate the user as a skilled photographer approved by the Association.

Section 2. Association membership identification in any and all forms and the right of use thereof shall remain the property of this Association and shall be furnished to a member for use only during such time as his/her membership is in good standing.

Section 3. When for any reason whatsoever, membership status with this Association is severed or revoked, the member must, without reservation, immediately cease and desist in the use of any and all form and methods of Association membership identification, including the use of the name, logo, seal and/or insignia on letterheads, advertising materials, displays or any other place where the name of the Association is associated with or can he interpreted by the public as evidence of membership in the Association or approval or endorsement of the individual or firm he/she is associated with by the Association.

ARTICLE X: AMENDMENTS

Section 1. These By-Laws may be amended by a two-thirds vote of the voting membership present at any regular meeting of this Association, provided a copy of the proposed Amendment is sent to the voting members ten days in advance of the date of such meeting.

Section 2. Amendments to the By-Laws of this Association may be proposed by the Board of Governors or by any Firm Member in good standing if presented to the Board of Governors in writing and signed by not less than twenty-five (25) Firm Members of the Association. Action on such proposed Amendment shall be taken at the next regular meeting of the Association or at a Special Meeting called for such purpose.

ARTICLE XI: CONDUCTING BUSINESS VIA THE INTERNET

Section 1. Business may be conducted via the Internet by E-mail, by Web page presentation, by video or teleconferencing, or by other electronic means where members of the Board of Governors or members of a committee are not seated face-to-face, but limited by the following rules.

A. Where video or teleconferencing is available, business requiring deliberation may be conducted provided all members of the group have been certifiably notified of the conference and a quorum is present for discussion and voting while connected online. In this case, the election of a nominee may be considered and voted, and a motion may be presented, discussed and voted. Providing that rules of a quorum for the considered subject are observed, the vote shall be legal and binding on the related group.

B. Where video or teleconferencing is not available, business requiring deliberation may not be conducted. However, a

nominee for election or a motion for consideration may be presented by E-mail, Web page presentation, or other electronic means provided all members of the group have been certifiably notified of the event and an appropriate quorum of the body responds to the question when presented.

The only acceptable response to a nomination for position or motion presented shall be: YES, NO, ABSTAIN, or REQUEST FOR DISCUSSION. A SINGLE Request for Discussion shall nullify the vote and require that the item be presented at the next appropriate face-to-face meeting of the body.

C. The Association President or a Committee Chairman (or appointed representative) shall act a moderator to present the question and tally the votes.

Professional Photographers' Association of Pennsylvania, Inc. (PPA of PA, Inc.)
Web site: www.ppaofpa.org

Contact: Gerry Solan, 2010 Past President
533 W. Main St. / Mount Pleasant, PA 15666
Phone: 724-610-5952
E-mail: ppaofpa@ppaofpa.org

PPA of PA Membership Benefits List

Revised: October 3, 2010

Benefits of Member Category	Firm	Associate	Student	Support	Honorary	Inactive
Vote in elections	Yes	Yes	No	No	Yes	No
Hold Executive Office *	Yes	Yes	No	No	Yes	No
Board Member *	Yes	Yes	No	No	Yes	No
Committee Positions	Yes	Yes	Yes	Yes	Yes	Yes
Newsletter, Printed	Yes	Yes	Yes	Yes	Yes	Yes
Newsletter, Electronic	Yes	Yes	Yes	Yes	Yes	Yes
Advertise in Newsletter	Yes	Yes	Ltd.	Yes	Ltd.	Ltd.
Attend Meetings	Yes	Yes	Yes	Yes	Yes	Yes
Attend Convention	Yes	Yes	Yes	Yes	Yes	Yes
Attend Trade Show	Yes	Yes	Yes	Yes	Yes	Yes
Sell at Trade Show	Yes	No	No	Yes	No	No
Sell at Meetings	Yes	No	No	Yes	Ltd.	Ltd.
Hand-on Workshops	Yes	Yes	Yes	Yes	Yes	No
Photog. Asst. Program	Yes	Yes	Yes	Yes	Yes	Yes
Lending Library	Yes	Yes	Yes	Yes	Yes	Yes
Print Competition	Yes	Yes	Yes	Yes	Yes	No
Album Competition	Yes	Yes	Yes	Yes	Yes	No
PA Certification Program	Yes	Yes	No	Yes	Yes	Retains
Attend Social Events	Yes	Yes	Yes	Yes	Yes	Yes
Attend Board Meeting	Yes	Yes	No	Yes	Yes	Yes
Nominate for Office	Yes	Yes	No	No	Yes	No
Service Program	Yes	Yes	No	Yes	Yes	Retains
Degree Program	Yes	Yes	No	Yes	Yes	Retains
National Award	Yes	Yes	Yes	Yes	Yes	Yes
Use State Logo	Yes	Yes	No	Yes	Yes	Yes
Regional Judging	Yes	Yes	No	Yes	Yes	Yes
Spouse/Children Included	Yes	Yes	No	Yes	Yes	Yes
Employee Participation	Yes	No	No	Yes	No	No

See Constitution and By-Laws (Article III) for description of member categories.

* GENERAL RESPONSIBILITIES AND GUIDELINES FOR ALL BOARD MEMBERS (Excerpt from PPA of PA SOG)
1. "*As a general rule, an Executive Board Member should be nominated only after performing duties and working on primary active committees (print show, registration, etc.) over a number of years in the Association. This gives the Executive Board Member nominee a better understanding of the workings of this Association.*"