

1. CONSTITUTION AND BYLAWS

OF

Delaware Professional Photographers, Inc.

Adopted: February 12, 1985

Amended: 1/17/87, 11/17/87, 10/15/90, 11/20/90, 11/19/91, 5/19/92,
9/21/93, 6/21/94, 10/18/94, 11/15/94, 2/21/95 { **new date** }

ARTICLE I – NAME

The official name of this organization shall be:

Delaware Professional Photographers, Inc.

ARTICLE II – PURPOSES AND OBJECTIVES The purposes and objectives of the Association shall be:

1. to advance photography in all its branches, both as an art and as a profession
2. to foster and maintain cordial relations among the membership of the Association
3. to promote the interchange of thought and opinion among members of the Association
4. to promote mutual improvement through information and education
5. to promote good will and ethical standards in dealing with the public

ARTICLE III – MEMBERSHIP

Section 1. Categories The Membership of the Association will have three (3) categories of members; namely – Active, Associate and Sustaining.

Section 2. Active Membership

- A. An Active member shall be any person who owns, is a partner in, manages, or is employed in a licensed business engaged in photography. An Active member must be a member of the Professional Photographers of America. Only Active members are eligible to vote, participate in the Degree Program, and enter print competitions.
- B. An additional benefit of Active membership is spousal privilege. The spouse of an Active member may attend monthly meetings at no additional charge, but may not participate in competition and does not have voting privileges. The spouse may earn the Associate Fellow of Photography degree through participation and/or education (e.g. speaking.)

Section 3. Associate Membership An Associate member shall be any person engaged in photography part-time or as an employee, an aspiring professional, a student of photography, or a spouse of an Active member. An Associate member does not need to be a member of PPA. He or she may enter print competition, but for score only. The Associate member does not have voting privileges.

Section 4. Sustaining Membership A Sustaining member shall be a manufacturer or dealer of photographic supplies and materials, his/her employees and representatives. The Sustaining member does not have voting privileges.

Section 5. Leave of Absence A Leave of Absence may be offered by the Board or may be granted at the discretion of the Board after reviewing the written request submitted by a member.

A Leave of Absence may be granted for personal, business, medical, or financial reasons, or as the Board deems acceptable. A Leave of Absence may be granted for a period of up to one year. During leave, the member may not attend meetings, enter print competition, vote, or attend the annual banquet. However, the member retains all his/her degrees and all merits towards any future degree. Print points cannot be retained or carried beyond the calendar year in which they were awarded.

ARTICLE IV – APPLICATION FOR MEMBERSHIP

Section 1. Application Procedure An individual applying for membership in the Association must submit to the Membership Chairperson: (1) an application for membership and (2) payment of dues for the category of membership being applied for.

Section 2. Business License All members required by law to have a business license must submit the license number to the Membership Chairperson on all renewals and new applications.

Section 3. Application Review and Recommendation After reviewing an application, the Membership Chairperson may tentatively approve the applicant and recommend through the Association Newsletter that the applicant be accepted for membership into the Association.

Section 4. Objections to Membership Any voting member of the Association who objects to an acceptance of an application must so advise the Membership Chairperson prior to the first Board of Directors Meeting following publication of the applicant's name in the Association Newsletter.

Section 5. Final Approval/Disapproval of Membership Final approval or disapproval of any membership application lies with the Board of Directors. A total of four (4) "no" votes is required to disapprove a membership.

ARTICLE V – BOARD MEMBERS AND ELECTIONS

Section 1. Board Members

- A. The five (5) Officers of the Association are: the Chairperson of the Board, the President, the Vice-President, the Secretary, and the Treasurer. The Board will also include three (3) Members at Large: one (1) from each of Delaware's three (3) counties – New Castle, Kent, and Sussex. These eight (8) constitute the Board of Directors.
- B. To be an Officer, a person must be both an Active member and a full-time professional photographer. Members at Large must be either an Active or Associate member. The President must be an Active member and a member of PPA.

Section 2. Election Procedures

- A. Elections are held once every year at the November meeting of the Delaware Professional Photographers, Inc.
- B. All Board Members are elected by ballot and serve a term of one (1) year, beginning with their installation. They will serve their term until their successors are duly elected or appointed and installed.
- C. The President shall appoint a Nominating Committee, which will present a slate for the coming election to the Board of Directors for approval. The slate will be published in the Newsletter mailed to the members prior to the October meeting. Additional nominations from the floor may be made at the October meeting. The final slate will be published in the Newsletter mailed to the members prior to the November meeting when elections are held.
- D. Only Active members may vote. Voting will be done by secret written ballot. Members must be present at the election to vote.

Section 3. Vacancies

- A. A vacancy occurring in any office but the Presidency is filled by an appointment of the Board of Directors, the appointment to be effective for the duration of the unexpired term.
- B. When a vacancy occurs in the office of the President, the Vice-President becomes the President and serves in that capacity for the remainder of the unexpired term.

Section 4. Resignations

- A. An Officer or Member at Large may resign from the Board by submitting a written resignation to the Board of Directors.
- B. A vacancy caused by the resignation of a Board Member is filled in accordance with Section 3, above.

ARTICLE VI – DUTIES OF BOARD MEMBERS

Section 1. Chairperson of the Board The Chairperson of the Board presides at all meetings of the Board of Directors. The immediate past-President of the Association automatically becomes Chairperson of the Board at the installation of the new President.

Section 2. President The President shall preside at all general meetings of the Association, at Board Meetings in the absence of the Chairperson of the Board, shall appoint committees, and perform such duties as ordinarily pertain to this office.

Section 3. Vice-President The Vice-President shall preside at all meetings of the Association and the Board of Directors in the absence of the President. He/she shall perform such other duties as described in the Bylaws and ordinarily pertain to the office of Vice- President.

Section 4. Secretary The Secretary shall keep and preserve the Minutes of all meetings of the Association and the Board of Directors, maintain an accurate and complete record of the membership, and perform other such duties as described in the Bylaws.

Section 5. Treasurer The Treasurer shall be the custodian of all funds of the Association, handling disbursement of funds with checks or other financial instruments to be signed by either the Treasurer or the President. He/she shall provide an accurate written report of the financial condition of the Association upon demand by the Board of Directors and at the conclusion of his/her term of office. An independent audit shall be made of the Treasurer's accounts at the conclusion of each fiscal year. The Treasurer also performs any additional duties as described in the managing guidelines.

Section 6. Members at Large The duties of the Members at Large are to attend the Board of Directors meetings and to actively participate in the supervision of the business of the Association.

Section 7. Detailed Descriptions of Duties It is the responsibility of the Managing Guidelines Committee to prepare a written set of Managing Guidelines, containing detailed descriptions of the duties of each Association Officer and committee Chairperson. The purpose of the Managing Guidelines is to establish a business-like administration and facilitate the transition when new Officers and Chairpersons assume their responsibilities.

Section 8. Discipline of Board Members When required, discipline of Association Board Members proceeds as follows:

- A. At the direction of the Board of Directors, the Committee on Unethical Practices conducts a thorough investigation of the conduct of the Board Member(s) in question and, if warranted, makes disciplinary recommendations to the Board of Directors, which in turn decides upon and takes appropriate action.
- B. Any Board Member, who, within the course of a single year, is absent from three (3) meetings of the Board of Directors without valid reason, shall be expelled from the Board of Directors.
- C. Any Officer may be removed from office by a two-thirds (2/3) vote of a quorum of the Professional Active members at any regular meeting, or by a two-thirds (2/3) vote of the Board of Directors at any legally constituted meeting of the Board.
- D. Any Officer disciplined in accordance with these procedures outlined in this Section has the right to appeal. An Intent of Appeal must be submitted in writing by the

appellant to the Board of Directors within thirty (30) days of his/her being notified of the disciplinary action being taken. The Intent of Appeal is then published in the next issue of the Association Newsletter, and the appellant given the opportunity to state his/her appeal at the next general meeting of the Association membership. At that meeting, an Active general membership vote will be taken by secret ballot. An affirmative vote by a quorum of the Active members present is required for acceptance of the appeal.

Section 9. Discipline of Members When required, discipline of Association members proceeds as follows:

- A. At the direction of the Board of Directors, the Committee on Unethical Practices conducts a thorough investigation of the conduct of the member in question and, if warranted, makes disciplinary recommendations to the Board of Directors, which then takes appropriate action.
- B. Any member who is found by a two-thirds (2/3) vote of the Board of Directors to have violated the Code of Ethics of the Association shall be put on a six (6) month probation. At the end of the six (6) month term the Committee on Unethical Practices shall make a recommendation to the Board concerning continuation of membership. A two-thirds (2/3) vote by the Board is required to revoke membership. There will be no rebate of membership dues. During the six (6) month probation term the member in question may attend all functions of the Association but may not participate in Print Competitions or vote.
- C. Any member disciplined in accordance with the procedures outlined in this section has the right to appeal. An Intent of Appeal must be submitted in writing by the appellant to the Board of Directors within thirty (30) days of his/her being notified of the disciplinary action being taken. The Intent of Appeal is then published in the next edition of the Association Newsletter, and the appellant is given the opportunity to state his/her appeal at the next general meeting of the Association membership. At that meeting, an Active general membership vote will be taken by secret ballot. An affirmative majority by a quorum of Active members present is required for acceptance of the appeal.

ARTICLE VII — EXECUTIVE SECRETARY

The position of Executive Secretary will be filled by appointment from the Board. Duties of the Executive Secretary will be described in the Managing Guidelines. The Executive Secretary is not a Board Member and does not vote on Board matters.

ARTICLE VIII — MEETINGS

Eight (8) or more general meetings shall be held, preferably on the third Tuesday of the Month.

ARTICLE IX – DUES

Section 1. Determination of Dues Dues shall be prescribed by the Board of Directors.

Section 2. Payment of Dues Annual Membership dues and due date(s) shall be prescribed by the Board of Directors and listed in the Managing Guidelines.

Section 5. Reinstatement Any member whose membership has been suspended for nonpayment of dues must reapply for membership following the normal application procedure. If a suspended member wishes his/her merits and points reinstated, then a late fee must be paid. The Board of Directors establishes the amount of the late fee.

ARTICLE X – COMMITTEES

The Standing Committees of the Association shall be the Membership Committee, the Program Committee, the Committee on Unethical Practices, the Bylaws Committee and the Convention Committee. Each Standing Committee shall include one (1) member from the Board of Directors who shall be the Chairperson of the committee on which he/she serves. No one shall be Chairperson of more than one Standing Committee. Special Committees may be appointed by the President or the Board of Directors.

ARTICLE XI - APPROVAL OF CONSTITUTION AND BYLAWS

This Constitution and these Bylaws were officially adopted by the initial Board of Directors of the Association at its organizational meeting held on February 12, 1985 following the incorporation on February 10, 1985.

ARTICLE XII – AMENDMENTS

This Constitution and these Bylaws may be amended by a two-thirds (2/3) vote of the Active membership present at any regular meeting of the Association, provided that a copy of the proposed amendments are sent to the Active members ten (10) days in advance of such meeting.

ARTICLE XIII - PARLIAMENTARY LAW

Section 1. Definition Roberts Rules of Order, Revised, is the authority on all questions of acceptable parliamentary procedure not covered by the Association Constitution and Bylaws.

Section 2. Parliamentarian At the outset of his/her term, the President of the Association appoints from among the members of the Board of Directors, a Parliamentarian to serve until the election and installation of the succeeding President.

ARTICLE XIV - QUORUM

Section 1. Quorum of Active Membership Twenty-five (25) percent of the Active members currently enrolled in the Association constitutes a quorum at a business meeting of the Association.

Section 2. Quorum of the Board of Directors Four (4) members constitute a quorum at a meeting of the Association's Board of Directors.

ARTICLE XV - DISOLUTION

In the event of dissolution, all assets, properties, etc. of the Corporation become the property of the Secretary of the State of Delaware. In the event of a successor organization, that entity may petition the Secretary of State for the residual assets and properties of the Corporation.