

# Constitution and Bylaws



## The New Hampshire Professional Photographers Association

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## The New Hampshire

### Professional Photographers Association

#### ARTICLE I

##### Name and Purpose

This constitution establishes The New Hampshire Professional Photographers Association (NHPPA) as a non-profit association of professional photographers and other interested persons who are dedicated to photography as an art, business and science. The purpose of the NHPPA is to raise the standard of professionalism among its members through group and individual participation in activities and through the exchange of knowledge.

#### ARTICLE II

##### Code of Ethics

**Section 1.** Each member of the association will:

1. Endeavor to maintain dignity in the presentation of photography and services as well as in the other forms of public contact.
2. Observe the highest standards of honesty, avoiding the use of false, confusing, inaccurate and misleading terms, descriptions and claims.
3. Endeavor to produce photographs of a quality equal or superior to the samples displayed, to apply one's best efforts toward providing the best possible photographic services, and to play a personal part in raising the general standard of photographic craftsmanship.
4. Have a sincere and friendly spirit of cooperation to fellow professional photographers and assist them whenever they are in need.
5. Avoid the use of unfair competitive practices and the violation of Federal Anti-trust laws and related statutes.
6. Assist one's fellow photographers by sharing knowledge with them and encouraging them individually and collectively to achieve and maintain the highest standards of quality in producing a photographic product or providing photographic services.
7. Recognize the authority of this association in all matters relating to the interpretation of this Code.

#### ARTICLE III

##### Membership

##### **Section 1. Membership Categories**

**1. Professional Photographer** – A working photographer – To qualify applicant must submit a portfolio of work, consisting of ten (10) 8x10 prints to the NHPPA Board, that is deemed “Average Professional”, or above, by NHPPA print review committee, in the photographic specialty they promote, ie portraits, wedding, scenic, art, commercial.

**2. Aspiring Professional** – An individual preparing for a career in photography, or a new entry level professional. The Aspiring Photographer must submit a new portfolio of their work, meeting the standards of “Professional Photographer”, to the NHPPA Board, in order to be accepted to Professional Photographer membership category.

**3. Associate Member** –A non-photographer member.

**4. Student Photographer** - An individual enrolled in an accredited Photography degree program. Proof of enrollment is required.

**5. Vendor Member** – An individual, or firm, whose products or services are a source of supply to the members of NHPPA

**6. Honorary Life Member** - An individual who has rendered outstanding services to the Association. They shall be nominated and approved by a majority of the Executive Board. They shall not be required to pay dues or convention fees.

**7. Out of State Professional Member** - A non-NH resident, member of another State Association, who is engaged in the business of photography. In-State membership in any other State Association precludes membership in the Professional or Associate categories. Out of State Members, who were active members in fiscal year 2000-2001, and who continue to pay Professional, or Associate dues, without lapse in membership, may continue in the Professional or Associate Membership categories.

## **Section 2. Membership applications, rights and privileges**

1. All membership applicants must be sponsored by a current member of NHPPA. Membership applications and accompanying portfolios are subject to approval by the NHPPA Board of Directors.
2. The right to vote is limited to those members in good standing in the following membership categories 1,2,3,5,6 and 7.
3. The right to hold office is limited to persons in categories 1,3,5, and 6.
4. Membership dues for each category of membership shall be established annually by a majority vote of the Board of Directors and shall be published in the association newsletter.
5. Application for membership shall be submitted in writing accompanied by a dues check in the correct amount. Checks for unaccepted memberships will be returned.
6. The Code of Ethics shall be incorporated with and shall be a formal part of every application for membership. Each applicant shall sign the application, such signature to be in addition to the customary writing or printing of the applicant's name on the application form.
7. All current applications/renewals for membership, together with their accompanying signed copies of the Code of Ethics, shall be retained in a permanent alphabetical file by the Secretary of the Association.
8. All member categories will be listed on the NHPPA web site.
9. Members in good standing have signed a current membership application/renewal form, including the code of ethics, and have dues paid up to date and are current with all outstanding fees due for meals, library, advertising etc. Members in good standing should attend at least one NHPPA event per year.

## **ARTICLE IV**

### **Officers**

The officers of this Association shall be a President, First Vice-President, Second Vice President, Secretary and Treasurer. These officers shall be elected at the annual business meeting of NHPPA and shall take office on the first day of the fiscal year following the annual business meeting at which they were elected. They shall hold office for one year or until their successors shall take office.

## **ARTICLE V**

### **Duties Of Officers**

All officers of the Association will perform duties as described below and additional duties as described in the NHPPA Operations Manual. They shall comply with the applicable provisions of the NHPPA Policy Manual.

**The President** shall preside at all meetings of the Association, appoint all committees with the approval of the Board perform such other duties as ordinarily pertain to his office, and be ex-officio member of all committees. The president shall conscientiously promote the growth and improvement of the Association and be responsible for the organization and conduct of the annual conference

**The First Vice-President** in the absence of the President shall perform the duties of the President. The First Vice-President shall assume any duties assigned by the President.

**The Second Vice-President** will perform the duties of the First Vice-President in their absence and any duties assigned by the President.

**The Secretary** shall keep an accurate account of the minutes of all meetings and fulfill all secretarial assignments delegated by the President or required by the office.

**The Treasurer** shall keep an accurate account of finances, send dues notices to members, have charge of accounts due, collect all dues, render monthly statements, pay bills as authorized by the Board of Directors and keep the Association's accounts up-to-date. The Treasurer shall have an accurate statement of accounts available to the Board of Directors at all times.

## **ARTICLE VI**

### **Board Of Directors**

**Section 1.** The Board of Directors consists of:

- the officers of NHPPA,
- the Immediate Past President,
- Editor of the Newsletter,
- one PPA Councilor selected by the NHPPA Board,
- Membership Chairman,
- the NHPPA representative to PPANE
  
- the Vendor Representative

- Three Directors from the membership at large, one elected each year during the Annual Business Meeting, from nominations made from the floor, whose term shall be for three years or until successors take office. In 1997, one Director will be elected for a term of one year, one Director will be elected for a term of two years and one Director will be elected for a term of three years.

**Section 2.** The Executive Board consists of the five elected officers of NHPPA plus the Immediate Past President. The Executive Board shall have the power to take actions of an emergency nature between scheduled meetings. Such actions may be agreed upon by a poll of the Executive Board. All such polls and decisions will be recorded in the official minutes of the Association.

## ARTICLE VII

### Duties of the Board of Directors

- a. The Board of Directors has charge of all the affairs and act for and in the name of the Association.
- b. A majority of the members of the Board shall constitute a quorum.
- c. The President of the Association shall be the chairman of the Board with the power to call meetings.
- d. The Board shall have the power to remove from office by a two-thirds majority vote any officer or Board member for neglect of duty and to expel any officer, Board member, or Association member charged with conduct which endangers or which may endanger the welfare, interest, or character of the Association.
- e. The Board of Directors shall have the power to fill vacancies on the Board to serve until the next Annual Meeting.
- f. The Board of Directors may create such committees as shall be found necessary.
- g. Any action of the Board may be overturned by a 2/3-majority vote of the membership eligible to vote. A motion to overturn must be recognized by the President of the Board when the motion is raised at any general meeting. The members must be present to vote. If requested, voting may be by secret ballot.

## ARTICLE VIII

### Nominating Committee

A nominating committee is established for the purpose of selecting a slate of nominees for the elective positions, plus a State Representative to PPANE. This committee shall consist of five members, with no aspirations of holding an office at that time. They shall be:

- a. The Immediate Past President, who shall serve as Chairman.
- b. Two members elected by the Board of Directors
- c. Two members elected by the membership at large.

## ARTICLE IX

### Meetings

1. All meetings of the Board and of the Association will be conducted according to Robert's Rules of Order, except where superseded by this Constitution.
2. **Board of Directors Business Meetings:** The Board of Directors shall meet as necessary for the purpose of conducting the business of the Association. The time and place of each meeting will be advertised in advance so that members may attend. The President shall be the Chairman of the Board with the power to call additional meetings if necessary. No business shall be conducted at the monthly meetings, other than the annual business meeting, except as determined by the President.
3. **Monthly meetings** shall be held on the first Wednesday of each month, except the months of May, July, August, and December, or other selected dates as determined by the Board of Directors. Specific meeting dates shall be announced in the association newsletter.
4. **Annual Business Meeting:** The January meeting will be the Annual Business Meeting. See Article XII for the order of business of the Annual Business Meeting. A quorum is 25% of the voting membership of the association.
5. **Annual Conference:** The annual conference is the major educational and social event of the year and will normally be held the last consecutive Sunday, Monday, and Tuesday within the month of April. Specific dates of and place of the event will be established by the Board of Directors.
6. **Educational Seminars** may be scheduled by the Board of Directors to meet the needs of the membership.

## **ARTICLE X**

### **Financial Matters**

1. Annual dues are payable no later than the first day of June each year.
2. There shall be sufficient moneys retained in the Treasury for the running of the Association. All excess funds shall be maintained in interest bearing accounts whose location shall be at the discretion of the Board of Directors.
3. In the event that the Association should be dissolved, no residual moneys in the Treasury or other accounts administered by the NHPPA will accrue to the officers or past officers of the Association. All moneys remaining under control of the NHPPA after discharge of debt shall be contributed to other, non-profit, photography oriented organizations for the specific purpose of providing scholarships in education for photographers.
4. Expenses made necessary in doing the business of the Association shall be reimbursed to authorized persons by the Association in accordance with established policy and as provided for in the annual budget. Authorized persons may include officers, committee members, and others by special authorization.

## **ARTICLE XI**

### **Amendments**

Any changes in the constitution of NHPPA must fulfill the following requirements.

- a. The proposal for changes to the constitution and bylaws shall be presented to the Board of Directors by the first of October preceding the Annual Business Meeting.
- b. The exact wording must be approved by a majority vote of the Board, and then;
- c. The exact wording must be published at least 10 days before the Annual Meeting, and then;
- d. Be approved by a 2/3-majority vote of the voting members present at the Annual Business Meeting.

## **ARTICLE XII**

### **Order of Business of the Annual Business Meeting**

1. President's Welcome
2. Reading of the Minutes
3. Report of the Treasurer
4. Reports of the Committees
5. Old Business
6. New Business
  - a. Report of the Nominating Committee
  - b. Election of officers
  - c. Elect the New Hampshire Representative to PPANE
  - d. Nominate and Elect the Directors
7. Nominations for National Councilman to PPA
8. Adjournment

### **ARTICLE XIII**

#### **Violation of the Code of Ethics**

Violations of the Code of Ethics are punishable by temporary or permanent revocation of membership or other remedies set forth in appropriate policy. The Board of Directors will establish a policy to deal with reports of violations of the Code of Ethics.

### **ARTICLE XIV**

#### **Antitrust Policy**

Section 1. It is the policy of this Association to comply with all federal, state, and local trade regulations and antitrust laws. Any activities of the Association or Association related actions of its staff, officers, Directors, or members, which violate these regulations and laws, are detrimental to the interests of the Association and are contrary to Association policy.

Section 2. Officers, directors, members, or employees who participate in conduct which the Board, by a 2/3 majority vote, determines to be contrary to the Association's antitrust compliance policy shall be subject to disciplinary measures, up to and including termination of membership or employment.

Amended at the Annual Business Meeting, January, 2008