

# **2004 By-Laws Update**

# Purpose

- **Bring DPPA into *electronic age***
- **Meet changing needs of industry**
- **Conform to business practices**
- **Give Nominating Committee latitude**

# Updates to be Ratified

- **Membership levels**
- **Membership term**
- **Board qualifications**
- **Board duties**
- **General provisions**

# Membership Levels

- **Active:**
  - Two years in photography business
  - Texas Sales Tax account
  - Photography portfolio website
  - Listed DPPA website directory
- **Aspiring:**
  - Less than two years in business
  - Limited income from photography

# **Membership Directory**

- **Electronic directory on website**
- **Printed name/status/phone list available at meetings**

# **Membership Term**

- **Membership going forward in 2012:**
  - **12 month term from month of joining**
  - **Renewal due in expiration month**

# Board Qualifications

- **President-Elect**
  - **Director of Finance, or if unable to serve**
  - **Director of Membership**
  - **Both previously served in another board position for one year**

# **Board Duty Updates**

- **Past President – meeting photographs**
- **Treasurer – dues collection**
- **Membership Director – renewal notices, membership database, name tags, Fellowship Program and marketing**

- **Communications Director – website, newsletter and membership database**
- **Skills Development Director – Print competition rules oversight, awards materials and coordination of December Print Awards presentations**

# **General Provisions**

- **Association does not endorse or assume any liability for the business practices or personal acts of its members**

**Annouced at January 10, 2012  
General Meeting  
for vote at February 7, 2011  
General Meeting**

DALLAS PROFESSIONAL PHOTOGRAPHERS ASSOCIATION  
Constitution and By-Laws

Article I  
Name

The name of the organization shall be “The Dallas Professional Photographers Association” of Dallas, Texas (hereinafter referred to as the “Association”), and shall be a non-profit corporation under Section 501C(6) of the Internal Revenue Code, registered as “Dallas PPA”, and governed by a duly-elected Board of Directors (hereinafter referred to as the “Board”).

Article II  
Objectives

The objectives of the Association shall be to:

- Elevate the standards of professional photography through the educational and training process,
- Serve Dallas and the surrounding areas with the finest professional photography services possible,
- Promote goodwill and fellowship among its members, and
- Plan, organize, and promote excellent public relations between the Association and the general public.

Article III  
Code of Ethics

Upon being accepted into membership of the Association, an applicant shall subscribe without reservation to its Code of Ethics and will solemnly agree to:

1. Endeavor to maintain a dignity of manner in behavior, the presentation of photography and photographic services, in appearance, and that of the studio or place of business, and in all forms of public contact.
2. Observe the highest standards of honesty in all transactions, avoiding the use of false, confusing, inaccurate and misleading terms, descriptions and claims.
3. At all times endeavor to produce photographs of quality equal or superior to the samples displayed, to apply the best efforts toward providing the best possible photographic services and to raise the general standard of photographic craftsmanship.

4. Show a friendly spirit of cooperation to fellow professional photographers and assist whenever possible should they be in trouble or difficulty.
5. At all times avoid the use of unfair competitive practices as determined by any court of competent jurisdiction, the Federal Antitrust Laws and related statutes.
6. Assist fellow photographers and share knowledge with them and encourage them individually and collectively to achieve and maintain the highest standards of quality.
7. Recognize the authority of the Association in all matters relating to the interpretation of this Code in accordance with the statutes of the United States and the State of Texas, and decisions of the courts and governmental agencies of competent jurisdiction.

## Article IV Membership

### Section 1

The membership of this Association shall primarily consist of individuals or businesses in Dallas and the surrounding cities and towns in the North Texas area. At the discretion of the Board, membership status may also be granted to applicants residing or based elsewhere, so long as they meet the membership criteria set forth herein, comply with the application process, and commit to the Association's Code of Ethics.

### Section 2

Membership shall be composed of seven different classifications: (a) Active; (b) Active Associate; (c) Sustaining; (d) Sustaining Associate; (e) Aspiring, (f) Life, and (g) Honorary.

### Section 3

Criteria for the various classifications of membership are:

- (a) **Active:** A photographer, studio owner, or studio manager **engaged in the business of photography for two (2) or more years** and is committed to the goals and objectives of the Association.

An Active member must have resided in the North Texas area for a minimum of six (6) months or have been a member in good standing of a similar regional, state, or local association of professional photographers for the preceding six-month period.

An Active member must have a website that serves as a portfolio of photographic work and services provided.

An Active member must have a Texas State Sales Tax Permit, or be employed by a studio that has one. An Active member may vote, hold office, serve on committees, and represent the Association on both state and national levels. An Active member may enter one print or album per month in the print competition months as listed on the Dallas PPA website. An Active member is also listed in the Member's Directory of the Dallas PPA website.

- (b) **Active Associate:** An Active Associate member shall be the non-photographer spouse or non-photographer staff member of any qualified Active member in good standing. An Active Associate member may not vote or hold office, but may serve on committees. An Active Associate receives newsletters and emails, but is not listed in the Member's Directory on the Dallas PPA website.
- (c) **Sustaining:** A Sustaining member shall be a manufacturer or supplier of photography products or services, and/or their authorized representative. Sustaining members may not vote or hold office, but may serve on committees. Sustaining members are listed in the Vendor's Directory on the Dallas PPA website.
- (d) **Aspiring:** An Aspiring member shall be an individual with less than two years experience in professional photography and/or who earns limited income from the practice of professional photography. Aspiring members shall be reviewed periodically by the Board to determine their eligibility for a classification upgrade to "Active" member status. Aspiring members may not vote or hold office, but may serve on committees. Aspiring members receive newsletters and emails, but are not listed on the Dallas PPA website.
- (e) **Life:** After due consideration by the Board, and at its discretion, a currently Active member whose contributions to the Association and commitment to its objectives have been of an exemplary nature may be recommended for Life membership. Life members may vote, serve on committees, and hold offices for which they meet the requirements, so long as they continue to actively support the Association.

- (f) **Honorary:** The Board, at its discretion, may recommend the granting of Honorary membership in the Association to an individual whose significant contributions to the field of professional photography are deemed worthy of such honor, and have been widely acknowledged by the photographic community. Honorary members may not vote or hold office, but may serve on committees.

#### Section 4

An application for membership in the Association must be completed and signed by the applicant and submitted to the Board for review, along with payment of the required dues. The Board shall approve applications for membership in the Active Associate, Sustaining, Sustaining Associate, and Aspiring categories. After Board approval, all applications for Active, and Board recommendations for Honorary membership categories shall be presented by the presiding officer at a regular meeting of the Association and voted upon by the membership.

#### Section 5

A favorable vote of three-fourths (75%) of the Active members present and voting at a regular monthly meeting of the Association shall be required to approve all applications for Active and Honorary membership.

#### Section 6

A complete and monthly updated Active, Life, Honorary and Sustaining membership roster shall be maintained on the Dallas PPA website available to all visitors to the site. The membership roster shall not be made available, other than through the Dallas PPA website by individual searching, to anyone other than current Board members for their use in managing the Association. The Board may, at its discretion by vote, make membership roster information available to PPA and the Texas PPA for their official use. The Board may make printed lists of the entire membership available at general meetings. The lists shall contain member names, status level, and telephone numbers only, and be for the purpose of encouraging communications among members.

### Article V Dues

#### Section 1

Membership dues rates shall be reviewed and set by the Board on an annual basis. Applicable dues for new members are payable at the time for which membership is applied. Dues shall be collected for a twelve month period in the month in which membership application is made. The membership shall expire at the end of the twelve month period.

## Section 2

All dues for renewal of memberships are payable on or before the expiration date. Life and Honorary members are exempt from payment of such dues.

## Section 3

Any member failing to remit their dues for renewal of membership by the last day of the month following expiration, shall be notified by the Director of Finance of their arrears. Failure to remit the required dues by the end of the second month following expiration is grounds for cancellation of membership and forfeiture of all rights within the Association. Any member dropped from the membership rolls for non-payment of dues must reapply for membership in the manner prescribed in Article IV.

## Section 4

Payment of membership dues shall be suspended for any member on full-time active duty in the military service, and such members shall be deemed in good standing throughout such period of military service. No application for readmission shall be necessary, but remittal of appropriate dues shall be required upon termination of their active duty in the armed forces. Payment of back dues shall not be required.

## Section 5

A remit, or suspension of dues may be issued by the Board for the benefit of any member enduring physical calamity or impaired health. Such action may be taken by the Board solely at its discretion and considered on a case-by-case basis.

## Article VI Disqualification

### Section 1

A member may be removed from the membership rolls for cause, at any regular or special meeting of the Association by secret ballot of at least three-fourths (75%) of the Active members present and voting.

## Section 2

Complaints of cause must be filed with the Board at least ten (10) days before a regular scheduled meeting of the general membership, stating clearly the grounds for such action.

## Section 3

The Board shall consider the complaint at least twenty-four (24) hours before the meeting and: (1) may reject the complaint; (2) may ask the offending member to resign; or (3) may present the question to the active members for their vote.

## Section 4

It is further provided that either the complainant or member whose offense is alleged in such complaint, may have the right to appeal any decision by the Board by bringing the question before the active membership in person or by their agent within sixty (60) days after the announcement of such decision. The complainant, or member affected, should contact the presiding officer to have their request placed on the agenda for the meeting at which they plan to present their appeal.

## Section 5

In all cases, the vote by at least three-fourths (75%) of the Active members present and voting, shall be the final authority.

## Section 6

It is further provided that any member expelled for cause shall thereafter have no right to, or interest in, the records, assets, privileges, benefits, or use of the Association's logo, which are its property.

## Article VII Officers & Board

### Section 1

The Board of the Association shall consist of a President and the following eight (8) directors, whose duties and responsibilities are set forth in this Article:

- Director of Finance (Treasurer/President-Elect)

- Director of Public Relations (Past-President)
- Director of Education
- Director of Membership
- Director of Communications (Dallas PPA website)
- Director of Records (Secretary)
- Director of Seminars
- Director of Skills Development

Each director must have been an Active member for at least one year.

The President must be a current member of the Professional Photographers of American organization (PPA), and must have served as (1) Director of Finance (Treasurer) for one year and in one year in another Board position or (2) served for one year as Director of Membership and one year in another Board position prior to nomination.

The Director of Finance (Treasurer) must have served on the Board for one year prior to being eligible for the position.

Unless unavailable to serve, the Director of Finance (Treasurer) shall be the President-Elect.

If the Director of Finance is unavailable to serve as President-Elect, the nominating committee shall select a replacement candidate that has previously served in a Board position for a minimum of two years, including a term as Director of Finance (Treasurer) or for one year as Director of Membership and one year in another Board position.

## Section 2

The President's duties shall consist of the following:

- a. Attend and preside over all regular, special, and Board meetings.
- b. Work with the Director of Education in selecting program speakers.
- c. Appoint staff committees.
- d. Serve as a non-voting member of all committees (except for the Nominating Committee), but may not serve as Committee chair.
- e. Attend, at their option, all meetings of the Nominating Committee, as an observer.
- f. Promote good vendor relationships.

- g. Promote and organize social functions.
- h. Coordinate the development of policies and procedures for the conduct of all phases of the Association's operations.
- j. Apply guidelines and standards for performance of the duties of each position on the Board, and insure an orderly and efficient transition as Directors assume their positions for the following year.
- k. Insure that all Directors fulfill their responsibilities in a timely manner as prescribed in the Association's procedures and By-Laws.
- l. Assist in the implementation of the Association's plans and goals, and promote its continued growth and success.

### Section 3

The Past-President will be the Director of Public Relations, and duties shall consist of the following:

- a. Attend all regular, special, and Board meetings.
- b. Preside over all of the above meetings when the President is unable to do so.
- c. Arrange for photographs to be taken at meetings.
- d. Oversee the collection and submission of articles for the publications of this and other similar Associations, as well as for those of the Texas Professional Photographers Association (TPPA), and PPA.
- e. Serve as Chairperson of the Nominating Committee.
- f. Assist in the implementation of the Association's plans and goals, and promote its continued growth and success.

### Section 4

The Director of Finance (Treasurer) serves as President-Elect, and duties shall consist of the following:

- a. Attend all regular, special, and Board meetings.

- b. Maintain an accurate record of all income and expenses of the Association.
- c. Make written reports of the financial condition and projected expenses of the Association and submit to the Board for their review and acceptance.
- d. Insure payment of all bills in a timely manner and provide assistance to other Board members in compiling budgets for activities under their responsibility.
- e. Preside over the receipt of all monies collected at all meetings.
- f. Insure that non-routine or non-recurring expense items of \$100 or more are approved by a majority vote of the Board.
- g. Maintain savings and investment accounts.
- h. Maintain an accurate record of paid members, and provide the Director of Membership and Director of Communications with copies of such data. Submit statements of dues and advertising owed by Sustaining members, and to other members whose dues are in arrears. Assist Director of Membership in disseminating dues statements to the membership in the months before expirations occur and in the collection of the dues.
- i. The Director of Finance, and other Board members authorized to sign checks or manage financial accounts shall be bonded at the Association's expense.
- j. Assist in the implementation of the Association's plans and goals, and promote its continued growth and success.

## Section 5

The Director of Education's duties shall consist of the following:

- a. Attend all regular, special, and Board meetings.
- b. Secure monthly program speakers.
- c. Promote and maintain the Mentor and Masters programs to be presented separately from the general meetings.
- d. Work closely with other Board members to organize and promote other educational projects, including luncheon meetings, studio visits, etc.

- e. Appointment of an Active member to maintain an accurate inventory of the Association's audio-visual equipment (e.g., props, projectors, screens, sound systems and similar items), and appoint volunteers to provide secure physical custody of such equipment.
- f. As needed, serve on committees to assist in providing program needs.
- g. Assist in the implementation of the Association's plans and goals, and promote its continued growth and success.

## Section 6

The Director of Membership's duties shall consist of the following:

- a. Attend all regular, special and Board meetings.
- b. Maintain an accurate record of current membership and provide a record of new members to the Board.
- c. Promote new member growth and renewal of membership.
- d. Review and evaluate all new member applications, interviewing applicants as deemed advisable, and make recommendations to the Board.
- e. Maintain and monthly update an accurate membership database and provide monthly updates to the Director of Communications for the Dallas PPA website membership roster.
- f. Prepare and send dues renewal notices to the members in the months prior to the expiration of their memberships. Assist in the collection and followup of unpaid dues
- g. Maintain a meeting reservation system and notify the appropriate facility personnel in a timely manner of the number of persons expected to attend.
- h. Maintain and provide name tags for all members.
- i. Maintain and distribute Association membership marketing materials.
- j. Promote and encourage member participation in the Fellowship Program, including the retention of records and award materials.
- k. As needed, serve on committees to assist in promoting events to the membership and commitment for attendance.

- l. Assist in the implementation of the Association's plans and goals, and promote its continued growth and success.

## Section 7

The Director of **Communications's** duties shall consist of the following:

- a. Attend all regular, special and Board meetings.
- b. Serve as Editor of newsletter.
- c. **Serve as, or coordinate with, the Association's Webmaster, for the maintenance of its web site, and solicit information items for posting thereto. Insure that information updates and revisions are posted to the web site in a timely manner.**
- d. **Coordinate and oversee the Association's membership maintenance software or online application with the other Board functions.**
- e. **Assist Director of Membership in maintaining and distributing Association membership marketing materials.**
- f. **As needed, serve on committees to assist in promoting events to the membership and commitment for attendance.**
- g. Assist in the implementation of the Association's plans and goals, and promote its continued growth and success.

## Section 8

The Director of Records' duties shall consist of the following:

- a. Attend all regular, special, and Board meetings.
- b. Maintain a record of minutes of all meetings and submit to the Board for their review and approval.
- c. **Assist the Director of Membership with general meeting registration and logistics.**
- d. **Maintain a record of the By-Laws, and work with the Board to distribute proposed revisions or amendments thereto to the membership for a vote to adopt.**

- e. Assist in the implementation of the Association's plans and goals, and promote its continued growth and success.

## Section 9

The Director of Seminars duties shall consist of the following:

- a. Attend all regular, special and Board meetings.
- b. Organize and promote the annual Little Red Schoolhouse weekend seminar and other seminars as needed. Establish and coordinate committees, as needed, that encourage member participation in planning and conducting the seminar events.
- c. Maintain and furnish the Board with copies of financial records of income and expenses from all seminars.
- d. Utilize members to coordinate the availability and setup of audio-visual equipment and props as required for seminars.
- e. Assist in the implementation of the Association's plans and goals, and promote its continued growth and success.

## Section 10

The Director of Skills Development's duties shall consist of the following:

- a. Attend all regular, special and Board meetings.
- b. Provide oversight of the print competition rules and make copies available at the meetings.
- c. Appoint and maintain a judging panel for monthly and special print competitions, in accordance with established print competition rules.
- d. Maintain a stock of ribbons and the Photographer of the Month trophy. Purchase the awards for the annual print awards presentation in December.
- e. Supervise monthly and mock print competition entries, provide oversight to judges, tally results of scoring, present awards to recipients, and maintain the scoring records.

- f. Provide and maintain accurate records for Photographer of the Year Award, and cumulative scores in all competition categories.
- g. Oversee the December Holiday Print Awards Meeting and coordinate the awards presentations. Coordinate a meeting committee to plan, promote and conduct the event.
- h. Promote the PPA Certification Program by insuring that all members are aware of its provisions and what it represents. Encourage eligible members to take part in the Program by providing assistance in obtaining study resources and testing information.
- i. Promote and educate the membership and prospective members about local, state and national print competition and the PPA's Master Degree Program.
- j. Assist in the implementation of the Association's plans and goals, and promote its continued growth and success.

#### Section 11 Terms of Office

The Officers and Directors serve for a term of one year.

#### Section 12 Powers of Office

The President is empowered to dismiss any member of the Board (after just review by the Board) should that member fail to uphold the responsibilities of their position. The reappointment of the vacated position shall be accomplished by majority Board vote and general membership approval.

The Board shall have all powers specifically delegated herein, including setting and publishing of policies and procedures, planning of programs, interviewing prospective members, and conducting routine business.

Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of conflict) with any matter pending before the Board, of such a nature that it prevents that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and refrain from discussion and voting on the matter. If the member does not voluntarily excuse him/herself, the Board may, by majority vote, request that the member in question be excused from discussion and vote on the matter.

#### Section 13 Nominating Committee

The Nominating Committee is charged with the duty of presenting a single slate of new officer nominees to the membership at the regular meeting in October, for election at the annual business meeting scheduled for November of each year.

Further nominations for qualified candidates to serve on the Board for the following year may be made from the floor by any Active member, for any office, at any election. If the current President is unable to serve as Director of Public Relations for the following year, any Past-President who is currently an Active member in good standing is eligible to receive nominations from the floor. Such Past-President will have full Board duties and authority, and will be limited to a term of one year.

The Nominating Committee shall consist of the two immediate Past-Presidents and three Active members from the general membership. The current Past-President shall serve as Chairperson of the Committee. Any member chosen to serve on the Nominating Committee must have been an Active member for at least three years. The Committee members themselves are not eligible to serve on the Board for the following year, unless appointed and/or elected by due process to fill a vacancy on the Board.

## Article VIII Meetings

### Section 1

Regular membership meetings shall be held on a date and time, and at a place set by the Board.

### Section 2

The Board shall set reasonable fees to help offset the cost of providing the monthly programs, including provisions for meals and other related expenses.

### Section 3

Special or called meetings shall have a minimum of five (5) Board members, and a minimum of either twenty (20) Active members present, or twenty (20) percent of the Active membership, whichever is less, before conducting and/or transacting any business.

- a. Special meetings may be called by the President or by any member of the Board.
- b. Advance notice of special meetings must be provided to each Active member and received within three (3) business days before such called meetings. This

notice may be given in the form of email or other method which can be documented. Such notice shall state the nature of business to be transacted.

#### Section 4

Board meetings may be called by the President with notice given by telephone, email or by any other documented means.

- a. If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Association, the action shall be as valid as though it had been authorized at a meeting of the board.
- b. If a member is not reasonably able to attend a meeting, a majority of the members present may authorize participation by telephone or electronic means, so long as the absent member can hear, or be advised of the discussion of business, and other members can hear, or be advised of the absent member's votes or comments. A member participating by telephone or electronic means may count toward a quorum.

### Article IX Financial

#### Section 1

Proposals for the expenditure of the treasury funds other than normal operating expenses must be submitted to the Board for their review and approval at a regularly scheduled or specially called Board meeting.

#### Section 2

Special reserve funds can be established and used for designated purposes subject to a favorable vote of the majority of the Active members present and voting at any regular meeting. Such funds may be invested in interest bearing accounts at established financial institutions at the discretion of the Board.

Article X  
General Provisions

Section 1

While the Association promulgates a Code of Ethics for its members to which they subscribe, the Association does not endorse or assume any liability for the business practices or personal acts of its members.

Article XI  
Amendments to the Constitution and By-Laws

Section 1

This Constitution and By-Laws as set forth herein may be altered, amended or ratified at any regular meeting of the membership provided such alterations be first approved by a majority vote of the Board.

Section 2

Proposed amendments to the Constitution and By-Laws, not approved by a majority vote of the Board, may be brought forth and their adoption voted upon at any regular meeting provided such amendments be submitted to the Director of Records in writing and read by the Director of Records at a previous meeting of the general membership.

Section 3

All amendments to the Constitution and By-Laws are subject to a favorable vote of three-fourths (75%) of the active members present and voting.

Section 4

The Constitution and By-Laws cannot be suspended temporarily or permanently in any manner other than described in this article.

Article XI  
Parliamentary Authority

Section 1

The rules contained in Robert's Rules of Order (latest revision) shall govern the Association in all cases to which they apply and in which they are not inconsistent with these By-Laws.

Section 2

The Director of Records of the Association shall always maintain and keep on file a copy of the latest revision of Robert's Rules of Order.

Revisions to the August 2004 By-Laws, first presented and approved by a majority vote of the Board on December 28, 2011, were ratified by majority vote of the Active members present at the General Meeting on 2012.

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President

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Secretary