

PPWM

PROFESSIONAL PHOTOGRAPHERS OF WESTERN MICHIGAN Constitution and Bylaws

Revised: 2012

Article 1 -NAME

The name of this association shall be "The Professional Photographers of Western Michigan," a not for profit organization located in the Western Counties of the State of Michigan.

Article 2 - PURPOSE

The purpose of this association shall be to advance the profession of photography by promoting the business and educational welfare of professional photographers in Western Michigan, and to promote a spirit of fellowship and cooperation among those persons involved in the practice of professional photography throughout the region.

Article 3 - OFFICERS

Section 1 - The officers of this association shall consist of a President, a Program Chairperson/President-Elect, a Vice-President for member Services, a Secretary, a Treasurer, a Communications Chairperson, an Competition/Education Chairperson, and an Immediate past President. These officers shall constitute the Board of Directors and will be elected by the Active members, hereinafter defined, at the annual January business meeting of the association and shall be formally installed at the following monthly meeting.

Section 2 - The Board of Directors shall constitute the sole governing body of the Professional Photographers of Western Michigan

Section 3 - The duties of the officers shall be those that usually pertain to and are generally assumed by such officers, subject to the supervision and special instruction of the Board of Directors.

Section 4 - The terms of the seven regular Board members shall be for three years, and shall be staggered so that every year at least two new members are elected to terms for the following three years

Section 5 - The president shall appoint a nomination committee prior to the regular January business meeting whose duty it shall be to present at the business meeting at least one nominee for each upcoming vacancy on the Board. Nominations may also be made from the floor at the regular January business meeting.

Section 6 - All Board member vacancies for the coming year shall be filled by a ballot vote at the annual January business meeting after the nominations have been made.

Section 7 - After the vote at the January business meeting, the new Board shall meet and elect from its own numbers the following: 1. A president-Elect/Program Chairperson; 2. A Vice-President for Member Services; 3. A Secretary; 4. A Treasurer; 5. A Communications Chairperson; 6. A Competition/Education Chairperson.

Section 8 - The officers shall be elected for one year and shall serve until their successor has been elected and installed. New Board members shall be eligible for any of the offices except President Elect/Program Chairperson, who must have served in another position on the Board for at least one year. (Except for the President and President Elect/Program Chairperson, officers may be re-elected and continue to hold their office for successive terms.)

Section 9 - The President shall be empowered to appoint any committees appropriate to the welfare of the association.

Section 10 - All Board members shall serve the association without compensation in any form.

Section 11 - The Immediate Past President shall serve as an ex-officio member of the Board for the year immediately following his or her term as President.

Section 12 - One business member will be appointed by the Board as an advisor to the Board for a term of one year.

Section 13 - Any member of the Board of Directors who shall miss three (3) consecutive meetings (unless prevented by illness or causes beyond his control, which the Board so finds) shall automatically cease to be a member of the Board.

Section 14 - In the event of a vacancy on the Board of Directors the Board shall appoint a person to fill the vacancy for the unexpired portion of the term.

Section 15 - Any Active member of the association, hereinafter defined, may request the recall of a member of the Board of Directors by submitting a petition requesting said recall, signed by one-third (1/3) of the members of the association, to the President or his designee shall establish a recall election date and advise the Active membership of same.

Article 4 - MEETINGS

Section 1 - The annual business meeting of the Professional Photographers of Western Michigan, for the purpose of the election of officers and other business matters, shall be held the month of January at a place and time designated by the Board of Directors

Section 2 - Regular meetings of the members of the Professional Photographers of Western Michigan shall be held monthly, at a time and place designated by the Board of Directors. The Board shall be empowered to set a suitable day of the month for regular monthly meetings to be held.

Section 3 - Meetings of the Board of Directors shall be held no less than quarterly, at such a time and place as they may so designate.

Section 4 - Special meetings of the Board of Directors, or of the membership, may be called at any time by the President or of the membership, may be called at any time by the President or at the request of a simple majority of the Board members.

Section 5 - Guests of members of the association shall be eligible to attend the monthly meeting of the Professional Photographers of Western Michigan by paying a guest fee as determined by the Board of Directors.

Section 6 - Spouses of members may attend General membership meetings at no charge, provided they are not involved in the studio or other photographic business.

Section 7 - A quorum for the transaction of business at a general membership meeting of the association shall be one-third (1/3) of the Active members, hereinafter defined, in good standing.

Section 8 - A quorum for the transaction of business at any Board of Directors meeting shall be a simple majority.

Article 5 - MEMBERSHIP

Section 1 - Any professional photographer (and his or her employees) who are subscribes to the Code of Ethics of the Professional Photographers of Western Michigan, hereinafter stated, is eighteen (18) years of age or older, satisfies the membership criteria outlined below, and is approved for membership by the Board of Directors, shall be eligible to become a member.

Section 2 - There shall be five categories of membership within the association: Active, Associate, Aspiring, Business, and Life, defined as follows.

1. **Active:** Active membership shall consist of the owner and/or employee of a photographic business, who is engaged full-time in the photographic profession. The right to vote or hold office in this association shall be vested solely in the Active Membership.
2. **Associate:** Associate membership shall consist of those individuals employed full-time in the photographic profession, with the exception of receptionists and artisans who may be part-time. No Owner, part-owner, or corporate officers may hold Associate membership unless the partnership or corporation is represented by an Active membership. This category is also for the spouses of Active members, or an employee under any Active Member.
3. **Aspiring:** Aspiring membership shall consist of those individuals who are aspiring to be a professional photographer. This member may be a student photographer, or a beginning photographer, who is aspiring to become a professional. No sales tax license is required for the Aspiring member. An individual may only be an aspiring member for one year. After one year, of the individual would like to continue in PPWM membership, they must become an Active or associate member.
4. **Business:** Business membership shall consist of manufacturers or distributors of photographic equipment, laboratories, publishers and other firm providing service to the profession. Business members are subject to the limitations of membership, hereinafter stated.
5. **Life:** Life membership may be granted to an Active or Associate member of PPWM who, after 20 years as a full-time professional photographer, has retired from the profession. This category is also for the spouse of Active of Associate retired members. Life members will not be required to pay dues. (Also see Article 5, Section 11.)

Section 3 - Applicants for Active membership must submit to the Board of Directors of the association, a completed, authorized membership application, with the Code of Ethics, hereinafter stated signed in ink.

Section 4 - The Board of Directors will judge, and periodically review, the membership application on the basis of position, nature of work, business practices and sponsors listed. Final approval for all memberships shall be vested solely in the Board of Directors of the Association.

Section 5 - Associated and business members shall be accorded all the rights and privileges of the association except those of voting and holding office. Business members are not eligible to enter association-sponsored exhibits.

Section 6 - Only Active members shall be allowed to vote on any question of election. In case an Active member is unable to attend a business meeting, he or she may send a representative in his or her place, and such representative shall be entitled to vote, provided written notice of such representation shall have been presented to the Secretary by the Active member, and provided further that the Secretary shall have notified those in attendance at the business meeting of such action, at the start of said business meeting.

Section 7 - No member of this association shall 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 is contrary to law.

Section 8 - Every member of this association shall be at liberty at all times, and in every respect, to conduct his or her business as he or she sees fit, provided that in so doing does not violate the Code of Ethics of the Professional Photographers of Western Michigan, hereinafter stated.

Section 9 - The right of use of the name, seal, logo or other identifying insignias of the association shall be the sole privilege of the Active, Associate, and Allied members of the association in good standing.

Section 10 - Any person who has been an Active member of the Professional Photographers of Western Michigan for a period of 20 consecutive years may be granted a life membership in the association. Granting of such membership shall be at the discretion of the Board of Directors and shall relieve the person concerned of payment of all future membership dues, present or later enacted. The life member shall be afforded all of the rights and privileges of an Active member of the association as long as her or she shall remain involved in the photographic profession or shall retire from same.

Article 6 - DUES

Section 1 - The Board of Directors is empowered to establish a membership dues schedule for all members of the association.

Section 2 - Action to alter the dues schedule will require a two-thirds (2/3) affirmative vote by the Board.

Section 3 - Effective January 1, 1990, each membership term shall be for one (1) year in duration, beginning January 1, and ending December 31. All dues are due and payable prior to January 1, of each membership term.

Section 4 - New, first-time members, when joining at any time during the first six months of the membership year shall pay the full term dues; And when joining at any time during the second half of the membership year shall pay one half (1/2) full membership dues.

Article 7 - CODE OF ETHICS

Section 1 - Upon being accepted into membership in the Professional Photographers of Western Michigan, an applicant will subscribe, without reservation, to this Code of Ethics and will solemnly agree to:

- (1) Endeavor to enhance and enable the status of the photographic profession by maintaining a dignity of manner in my behavior, in the presentation of my photography and photographic services, in the appearance of my studio or place of business, and in all other forms of public contact.
- (2) Observe the highest standard of honesty in all my transactions, avoiding the use of false titles, confusing or inaccurate technical terms or descriptions, and misleading terms or claims.
- (3) At all times endeavor to produce those types of photography and photographic services that will enhance the prestige of the profession, to apply my best efforts in behalf of the public, and to play my part in raising the general standard of photographic craftsmanship.

- (4) Show a friendly spirit of cooperation with my fellow photographers and assist them whenever possible should they be in trouble or difficulty.
- (5) At all times avoid use of unfair competitive practices as determined by any court of competent jurisdiction, the federal anti-trust laws, and related statutes.
- (6) Assist and give of my knowledge to the members of my profession, and encourage them individually and collectively, so that the quality of photography may constantly be raised to higher standards.
- (7) Recognize the authority of this association in all matters relating to the interpretation of this code in accordance with the statutes of the United States and the various states and decisions of courts and governmental agencies of competent jurisdiction.

Section 2 - The Code of Ethics shall be prominently incorporated with and be a formal part of every application for membership and shall be signed by hand, in ink, by each applicant.

Section 3 - No application for membership shall be accepted, and no services or privileges shall be accorded to any applicant unless and until the Code of Ethics has been signed.

Section 4 - The violation of any portion of the Code of Ethics shall be grounds for the Board of Directors to terminate or refuse renewal of membership in the association.

Article 8 - AMENDMENTS

These articles may be repealed, amended, or suspended by a two-thirds (2/3) vote of the Active members present at any regular meeting of the association providing that such proposed changes shall have been presented, in writing, to the Board of Directors, and that notice of a vote to amend the Constitution shall have been made to the general membership a minimum of fourteen (14) days prior to said meeting.