

BYLAWS

(Complete set)

Professional Photographers of Washington, Inc.

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ARTICLE I NAME AND PURPOSE

Section 1

The name of this association shall be **Professional Photographers of Washington, Inc.**

Section 2 In furtherance of purposes stated in the Articles of Incorporation, the objects and purposes of the association shall be to advance photography in all of its branches, both as an art and as a profession; to create, foster, promote and maintain cordial relations and cooperation and interchange of thought and opinion freely among its members, including the publication of newsletters, directories, etc.; to oppose violations and infringements of the rights of professional photographers or their organizations; to foster the practical benefits to be derived from personal acquaintanceship and discussion of subjects having to do with photography including the conduct of state and regional conventions, trade shows, seminars, clinics, short courses, etc.; to cooperate with any and all government agencies and departments having to do with the art or profession of photography; to cooperate with other organizations which may be striving to accomplish similar purposes.

Section 3 Code of Professional Responsibility Each Member of the Professional Photographers of Washington, Inc. should aspire to the following: Strive at all times to upgrade and improve his or her knowledge and skill of professional photography, marketing and related areas. In all dealings with users of photography and the general public, each member and participant of this Association shall endeavor to, Present all photographic services in surroundings and in a manner which reflects the highest levels of professionalism, to deal with all users of photography and the general public with honesty and integrity, Not use any marketing or competitive practice which violates any Federal Trade Commission, or other Federal or State Regulatory Agency rule or regulation, or Federal or State Statute or any decision of any Federal or State Court; and strive at all times to produce photography and photographic services in accordance with the highest levels of professionalism. In all dealing with fellow professional photographers, students and others who aspire to be professional photographers, each member and participant of the Association will strive to share the knowledge and skill of professional photography and to support efforts for, and assist in the education of all interested persons and the general public in the art and science of professional photography.

Professional Photographers of Washington, Inc. Code of Professional Responsibility 1-24-1993

ARTICLE II MEMBERSHIP

Section 1 ACTIVE MEMBERSHIP

The Board of Directors shall establish classes and or sub-classes of active membership and assign thereto various characteristic and dues structures.

Section 2 APPLICATIONS FOR MEMBERSHIP

Anyone interested in becoming a member of the Professional Photographers of Washington, ***Inc.*** may do so by submitting a written and signed application, on a form approved by the Board of Directors, submitted to Professional Photographers of Washington, Inc. managing office. Membership will commence once all fees and dues have been received.

Section 3 TERMINATION OF MEMBERSHIP

Section 3.1 Any member may resign at any time; however, resignation shall not relieve the member so resigning of the obligation to pay any dues or fees incurred by that member theretofore unpaid, nor shall there be a refund of dues to any member who resigns prior to the end of a term for which they have paid dues.

Section 3.2 Any member, who has not renewed their membership dues by the time set by the Board of Directors each year, will be removed from the active member list. If dues are not paid in full by the end of the following month, their membership will be terminated.

ARTICLE III DUES

Section 1 The Board of Directors shall determine the manner and payment and the amount of annual dues to be paid.

Section 2 Annual dues shall be payable in advance.

ARTICLE IV ASSOCIATION YEAR

Section 1 The association shall operate on the basis of a calendar year, from January 1 to December 31, inclusive, of each year.

ARTICLE V ASSOCIATION OFFICERS

Section 1 Officers The officers of this Association shall be PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER and IMMEDIATE PAST PRESIDENT.

Section 2 District Representatives The Professional Photographers of Washington, Inc., shall be composed of several districts as determined by the Board of Directors.

Section 2.1 Election of District Representatives Each District shall elect one member to serve a term of two years on the Board of Directors. Elections will be held in "odd" numbered calendar years for NORTHWEST, SEATTLE, PIERCE, SOUTHWEST, OLYMPIC, and CENTRAL Districts. Elections for the remaining districts shall be held in "even" numbered years. Procedure for electing District Representatives shall be as directed by the Board of Directors.

Section 2.2 Directors District Representatives shall be voting Directors of the board.

Section 3 Executive Board The Executive Board is to be composed of five members, the four elected officers and the immediate past president.

Section 4 Directors' Decisions The decision of the Board of Directors in all matters shall be final, subject only to an appeal to the Association.

Section 4.1 Control and Declaring Office Vacant The Board of Directors shall have general control over all officers and committees and may for good cause declare any office vacant.

Section 4.2 Board of Appeals
The Board of Directors shall constitute a Board of Appeals from the rulings of all officers, and the actions of all committees.

Section 4.3 Appealing Board Decision Appeal may be taken from any decision of the Board of Directors to the Association and on such appeal the decision appealed from shall be reversed only by a 2/3 vote of the members present at a regular meeting to be specified by the Board of Directors, a quorum being present, notice of such appeal having been given by the Secretary to all members of the Association in writing at least ten (10) days in advance of such meeting.

ARTICLE VI ELECTION OF OFFICERS

Section 1 Officers

Section 1.1 Annual Elections The officers shall be elected annually by the eligible voting membership in the manner prescribed by the by laws of the Association.

Section 1.2 Assume Responsibility They shall receive the charge and assume the responsibility of office at the President's Banquet, which shall, at all times, be preceded by the Annual Meeting of the Association.

Section 2 Governing Body The governing body of the Association shall be a Board of Directors.

Section 3 Ex-Officio Ex-officio members of the Board of Directors; all past Presidents, committee chairmen, the Executive Manager and Parliamentarian have the right to attend meetings and to speak, but not to make motions or vote.

Section 4 Eligibility Only voting members shall be eligible to hold elected office in this Association.

Section 5 Terms and Requirements Any active member of the Association in a voting category is eligible for nomination to the office of President, Vice President, Secretary, or Treasurer with the following specific requirements:

President: A nominee for President shall have served a one-year term as Vice President or a minimum of two (2) years on the PPW Board of Directors, and has membership in good standing with the Professional Photographers of America, Inc.

Vice President: A nominee for Vice President shall have served a minimum of one (1) year on the Board of Directors.

The **President and the Vice President** will be elected to a one-year term. In the event that a major project would be materially aided by a continuity of leadership, the **President and the Vice President** may be eligible for a second one-year term by action of the Board of Directors. An interim of three (3) years must expire before the reelection to the office of **President or Vice President** after serving the term(s) allowed. The **Secretary** and the **Treasurer** may be elected to one year terms and remain eligible for consecutive one year terms.

Section 6 Nominating Committee In the event there is no volunteer for any specific office, a Nominating Committee of three or more shall be appointed by the Executive Board to provide one or more candidates for each elective Executive Office, obtaining nominees approval and assurance that such candidates will serve in the specific office if elected.

Section 7 Balloting The Association, at its annual meeting, will provide a ballot of candidates.

Section 8 Nomination From The Floor At the annual meeting prior to election, any eligible voting member may nominate an additional eligible qualified voting member for any office. After a second by an eligible voting member, that candidate's name may be placed upon the ballot.

Section 9 Absentee Ballots Absentee ballots will be available from the office of the Executive Manager.

Section 10 Publication Of Procedures The procedure for the election of officers of the Professional Photographers of Washington, Inc., shall be published at least once, during the third quarter, each year for the information of the total membership

ARTICLE VII DUTIES OF OFFICERS

Section 1 President It shall be the duty of the President to preside at meetings of the Association, the Board of Directors, or the Executive Board and to perform such other duties as would ordinarily pertain to this office. The president signs all legal documents.

Section 2 Vice President It shall be the duty of the Vice President to preside at meetings of the Association and Executive Committee in the absence of the President and to perform such other duties as would ordinarily pertain to this office. The Vice President is President in training.

Section 3 Secretary It shall be the duty of the Secretary to record the attendance of meetings and preserve the minutes of the meetings, and such other duties as pertain to this office.

Section 4 Treasurer

4.1 Specific duties It shall be the duty of the Treasurer to have custody of all funds, accounting for it to the Association at its annual meeting and at any other time upon demand of the Executive Board and to perform such duties as pertain to this office.

4.2 General The Treasurer shall oversee deposits of funds of the Association in a bank to be named by the Board of Directors.

4.3 Bank Account Disbursements All bills shall be paid by check signed by the Treasurer.

4.4 Check Signatures The President shall also be authorized to sign checks for emergency purposes. Both Treasurer and President shall be bonded in an amount determined by the Board.

Section 5 Employing Personnel The Board of Directors shall have the power to employ any person or persons deemed necessary to carry out the business and to promote the general purposes for which the Association is organized. The Board of Directors will have the power to determine what compensation, if any, is to be paid any officer or director.

ARTICLE VIII MEETINGS

Section 1 Annual meeting The Annual meeting of the Association shall be held during the first half of the year at a time and place to be fixed by the Board of directors.

Section 2 Special Meetings Special meetings of the Association may be called at any time by the Board of Directors.

Section 3 Board Meetings Regular meetings of the Board of Directors shall be held at least once every four (4) months at a time and place to be fixed by the Board. Each Board member shall be given reasonable notice of time and place of such meetings.

Section 4 Special Board Meetings Special meetings of the Board of Directors may be called at any time by the President or by the Secretary. Each Board member shall be given reasonable notice of time and place of such a meeting.

Section 5 Quorum A majority of the Board of Directors shall constitute a quorum, and the majority of those present shall suffice on any question, which is put to vote.

Section 6 The Executive Board shall meet at a special call of the President at a place and time to be designed by him/her.

Section 7 District Meetings District Representatives shall hold District meetings once each calendar quarter for members. The District Representative shall present reports of District meetings to the Board of Directors.

ARTICLE IX COMMITTEES

Section 1 Committees The President, with the advice of the officers of the Association and subject to the approval of the District Representatives and elected officers, shall appoint all standing committees and such other committees as may be deemed necessary, for carrying on and conducting the affairs of the Association. The standing committees shall be appointed for a standard term of one year.

Section 2 Standing Committees

Section 2.1 Bylaws The purpose of this committee shall be to maintain and keep current the Bylaws of our Association as well as make recommendations for changes within the by laws to meet the changing needs of our Association.

Section 2.2 Public and Business Affairs This committee is the consumer protection arm of our Association and exists as the liaison with the office of the Attorney General of the State of Washington, the legislative bodies and the legal counsel; which represents the Professional Photographers of Washington, Inc.

Section 2.3 Scholarship This committee shall set specific guidelines for the use of the Professional Photographers of Washington, Inc Scholarship Funds and monitor their growth and use.

Section 2.4 Merit, Award, Citations The purpose of this committee shall be to keep accurate and timely records of merits accrued.

Section 2.5 Education Director shall oversee and establish continuing contemporary education which meets the growing needs of the Professional Photographers of Washington, Inc., as a professional trade association

Section 2.6 Annual Education Conference and Print Salon Chair shall oversee all aspects of this committee as set by the Board of Directors and report at all board meetings.

Section 2.7 Seminar Chair Shall coordinate all aspects of Seminars, as set by the Board of Directors and report at all board meetings.

Section 2.8 Membership The Chair shall coordinate all aspects of the Membership Committee, as set by the Board of Directors and report at all board meetings

Section 2.9 Pacific Northwest School The chair shall be the Director of the school and shall coordinate all aspects of the school as set by the Board of Directors and report at all board meetings.

Section 2.10 Long Range Planning The immediate Past President shall serve as the chair. This committee shall be made up of the Education Director, Membership chair, Marketing chair and all Past Presidents of this association.

ARTICLE X EMBLEM

Section 1 Ownership The Professional Photographers of Washington, Inc. emblem shall be the property of the Association and the Association may revoke its use at any time.

Section 2 Use Only members in good standing in this Association shall have the right to use or display the emblem in or about their place of business, or in any way in connection with their business. The exclusive right of the Association to the use of such an emblem shall be secured and maintained by the Executive Board of this Association, as authorized and provided by the laws of the Federal Government and the State of Washington. The use of the emblem, in any form whatsoever, to imply a “free” offer is strictly forbidden.

ARTICLE XI PARLIAMENTARY PROCEDURE

Section 1 Meeting Rules Meetings of this Association shall be governed by Robert's Rules of Order where Bylaws do not conflict.

Section 2 Voting Rules The method of voting shall be governed by Robert's Rules of Order.

ARTICLE XII AMENDMENTS TO THE BYLAWS

Section 1 Procedures These rules, regulations and by laws may be repealed, altered or amended at any regular meeting of the Board of Directors or of the Association; or at any special meeting called for that purpose, provided that notice of such meeting and proposed changes shall be sent to all members and districts at least thirty (30) days prior to such action. Initiation of such changes shall be by 2/3 vote of Board members present at any Board meeting. Final action shall require 2/3 vote of the total Board membership, or of the members present at any meeting of the Association.

End of Professional Photographers of Washington, Inc. Bylaws