

BY-LAWS

Austin Professional Photographers Association

Table of Contents

- I. Name and Main Office
- II. Purposes of Association
- III. Membership
- IV. Membership Dues
- V. Officers
- VI. Board of Directors
- VII. Meetings, Conventions & Seminars
- VIII. Committees
- IX. Affiliations & Other Provisions
- X. Amendments

BE IT ENACTED as By-Laws of the Professional Photographers Guild of Austin, Inc., as follows:

ARTICLE I

Name and Main Office

The name of this organization shall be the **Professional Photographers Guild of Austin, Inc., also referred to as the Austin Professional Photographers Association** and the main office shall be in the city of Austin, County of Travis, State of Texas, **or any other place as the Directors may determine, as the affairs of the association may require from time to time.**

ARTICLE II

Purposes

The purposes of the Association shall be to elevate the standards of professional photography in all its standards, both as an art and as a profession, to promote fellowship among its members, to encourage individuals to enter into and develop in the trade of professional photography, to educate its general members to the many benefits to be derived from competitors helping each other improve their

work, to oppose violations and infringements of the rights of professional photographers, and to raise the standing of the profession in the eyes of the public. All such purposes shall be achieved according to law.

ARTICLE III

Membership

notGeneral

Sec. 1. Membership classifications, applications, and approval shall be in accordance with **Board of Director policy**. There are seven (7) classifications of guild membership: Professional, Limited, Associate, Student, Honorary, Life and Service membership.

Sec. 2. Members must meet the qualifications of the various classifications described in this article and as approved by the Board of Directors. Members agree to abide by this Association's Code of Ethics. The Board of Directors may discipline, suspend, or terminate any membership for violation of this Association's Code of Ethics or for any other just cause.

Sec. 3. The Board of Directors shall establish the amount and manner of payment of dues, fees, and other charges for members.

Sec. 4. Membership period is one full year, except as described below for Honorary and Lifetime members.

Sec. 5. All members must sign and abide by the Association's Code of Ethics as part of membership.

Member Classifications, Requirements, Privileges and Rights

Sec. 6. (a) A Professional Active membership shall be extended to any photographer, visual artist, studio owner, or studio manager who has been actively engaged in photography for one (1) or more years and is dedicated to the elevation of the standards of professional photography. A Professional Active member must derive a portion of their income from photography and must have a current, valid Texas State Sales and Use Tax Permit, or be employed by an institution that has one.

A Professional Active Member has voting rights, may hold office and may serve on committees, represent the Association on both state and national levels and

participate in all events and activities of the Association available to any member, including accrual of annual Fellowship points.

Sec. 6. (b) A Limited membership shall be extended to any individual who is not yet considered a professional photographer or visual artist. This individual is interested in photography as an art or learning photography as a profession and wishes to join the Association for educational purposes and to build associations with other working professionals. A Limited member may not vote or hold office but may serve on committees. A Limited member may participate in competitions, meetings, workshops, social activities and any other Association events and/or activities. A Limited member does not accrue annual Fellowship points.

Sec. 6. (c) An Associate membership shall be extended to a spouse or non-photographer staff member of any qualified Professional Active or Limited member in good standing. An Associate member may not vote or hold office but may serve on committees. An Associate member may participate in competitions, meetings, workshops, social activities and any other Association events and/or activities. An Associate Member does not accrue annual Fellowship points for annual Association awards and may not represent APPA at either the state or national levels.

Sec. 6. (d) A Student Membership shall be extended to full-time students enrolled in a college or approved vocational or technical school for photography. Students must present valid credentials regarding school, course(s) and instructor(s). A Student member may not vote or hold office but may serve on committees and participate in competitions, meetings, workshops, social activities and any other Associations events and/or activities. A Student Member does not accrue annual Fellowship points for annual Association awards and may not represent APPA at either the state or national levels.

Sec. 6. (e) An Honorary Membership shall be extended to an individual by the unanimous vote of the Board of Directors. An Honorary member is not required to pay annual dues as determined by the Board of Directors. Membership does not require paying fees for workshops, meetings and events at the same rate as a Professional Active Member. An Honorary Member has voting rights, may not hold office but may serve on committees;

Sec. 6. (f) A Lifetime Membership may be granted to those individuals who have consistently given exceptional contributions or support to the Association over an extended period of time of not less than 10 years and who have served at least

three years as an officer or on the Board of Directors. The Board of Directors may, at its discretion, consider individuals who do not meet the ten-year requirement by unanimous vote. Life members shall have all the rights and privileges of a Professional member. Past presidents of the Association are considered to have been extended this membership.

Sec. 6. (g) A Service Membership shall be granted to an individual or company who supplies products or services to the photographic or visual arts industry. A Service member is required to pay annual dues as determined by the Board of Directors. A Service Member does not accrue annual Fellowship points for annual Association awards;

ARTICLE IV

Membership Dues

Sec. 1. The Board of Directors shall have the authority to establish the monetary amount of annual dues and fees.

Sec. 2. Lifetime and Honorary members shall not be required to pay membership dues but are required to pay for events and activities of the Association at the same rate as Professional Active members.

Sec. 3. Annual Dues shall be payable in advance for a period of 12 months and membership shall commence from date of payment for a year.

Sec. 4. Elected and appointed officers of this Association shall pay membership dues while holding office unless waived by the Board of Directors and approved within the current year budget and approved by the membership.

Sec. 5. Any member failing to remit his dues within 30 days after they have become due and payable shall be removed from the active membership list.

Sec. 6. Membership is non-transferable.

Sec. 7. Each member, as a condition of membership, must sign and subscribe to the Association's "Code of Ethics" via the application form on the website.

ARTICLE V

Officers

Sec. 1. The elected officers of this Association shall be a President, a Vice-President, a Treasurer, and a Secretary.

Sec. 2. The above-named officers shall be elected at a business meeting to be held annually and such officers so elected shall take office January 1 or until a successor to office has been elected.

Sec. 3. In the case of death, resignation, or the inability to fulfill an elected office of the Association, the Board of Directors shall have the authority to fill such vacancy as they deem necessary to enable this Association to function until the next annual election.

Sec. 4. The duties of the President shall be: to preside at all meetings of the Board of Directors; to designate the time and place of special meetings of the board; to direct the activities of the Association in a manner prescribed by the Board; to review all bills and accounts presented for payment; to act as a member ex-officio of all committees; and to perform the duties imposed upon a like officer of similar associations.

Sec. 5. The Vice-President shall perform the duties of the President during the President's absence or inability to serve and, in case of vacancy in the office of the President, the Vice-President shall succeed to the office of President for the unexpired term. Only members in good standing and with two (2) years of service on the Board of Directors, either elected or appointed, are eligible to be nominated for the position of vice president unless otherwise approved by the board of directors. The Vice-President establishes and schedules programs for the business meetings for the following year; acts as the focal point for questions concerning the Constitution; organizes the Annual Image Competition in collaboration with the Image Competition Director; and manages any fundraiser held at business meetings. The Vice President is also responsible for the planning and execution of the Annual Holiday Party. The retiring Vice-President shall advance to the office of President, subject to approval by membership present during the annual election.

Sec. 6. The Treasurer manages all Association funds; keeps accurate records of income and expenses; submits the Treasurer's report to the President and/or Communications Liaison; reviews the Treasurer's report at Board of Directors and business meetings; makes recommendations on proposed funds expenditures;

presents an Annual Budget to the Board of Directors and General Membership for approval; and coordinates required IRS filings. The treasury shall be audited yearly, after the November meeting and shall be completed within 90 days and then presented to the General Membership meeting at the next scheduled business meeting. The Treasurer shall not serve for more than two consecutive terms, unless an extension is approved by a majority vote of the membership at the annual election vote. The Treasurer shall succeed to the office of President in the case of death or the resignation of both the President and the Vice-President and in such event will fill the unexpired term.

Sec. 7. The Secretary shall be responsible for the recording and publishing of the minutes of the Board of Directors and General Membership business meetings; The Secretary shall succeed to the office of the President in the event of death, resignation, or inability of the President, Vice-President, and Treasurer to serve, and in such event will fill out the unexpired term.

Sec. 8. Any elected officer may be removed from office for cause, such as but not limited to, misconduct, incompetence, or inability to fulfill the duties of their office. The Board of Directors shall ask said officer to resign and should he/she fail to resign, he/she shall be removed by a two-thirds vote of the Professional Active/Life/Honorary members in good standing, present and voting at a general membership meeting. The membership shall be notified in writing of such a vote at least 72 hours prior to the meeting.

ARTICLE VI

Board of Directors

Sec. 1. The Board of Directors shall consist of the elected Officers of the Association, the Immediate Past President, the Communications Liaison (if one is appointed), and appointed Directors At-Large.

Sec. 2. The appointed members of the Board of Directors are appointed by the President. These appointed members shall consist of a Membership Director, Image Competition Director, Communications Liaison/Historian, Mentor & Recruitment Program Director, and two (2) Directors-at-Large.

Sec. 3. Two Directors At-Large may be nominated by the President-elect and appointed by a majority vote of the elected officers. Directors At-Large shall be a

member in good standing and available to serve in any capacity as needed. Appointed Directors At-Large shall take office on January 1 along with the newly elected Board.

Sec. 4. The Membership Director maintains membership records; actively seeks new members; reviews applications of prospective members; presents applications for membership to the Board of Directors with any recommendations; and is responsible for membership information that is provided to new members via the website. The Membership Director is also responsible for keeping attendance records at general meetings and those records shall be the final authority on all questions or disputes concerning a member's attendances.

Sec. 5. The Image Competition Director is responsible for photographic competition held at regular business meetings and in collaboration with the Vice President for the Annual Image Competition; recommends changes to the competition rules for the approval of the membership; presents awards for the photographic competition; maintains competition records; maintains award supplies.

Sec. 6. The Directors-at-Large/Image Competition Director/Historian share responsibility for photographically documenting the activities of the Association; submit prints/images to the Communications Liaison; assist or perform other Board members' duties when and as required; assist guest speakers in setting up and taking down their equipment and displays.

Sec.7. The Historian coordinates the preservation of historical documents involving the Association, in partnership with the Secretary and Treasurer.

Sec. 8. The Program Director, when appointed, coordinates with the Vice President with regard to monthly meetings; promotes events and is responsible for marketing the scheduled workshops, seminars, and any other educational and informative offerings for the membership.

Sec. 9. The Mentor & Recruitment Program Director arranges mentors and mentees; tracks requirements for mentors and mentees; communicates to participants in the Austin PPA Mentor Program; organizes events to raise visibility

and attract potential members; communicates with members about recruitment events and activities.

Sec. 10. The IT/Communications Liaison's duties, when appointed, include overseeing design and composition of the website; maintaining domain registration, IP addresses and search engine registration; and establishing a due date for all regular and voluntary contributions for monthly submittals. The Communications Liaison edits the content of articles submitted by members.

Sec. 11. Special meetings of the Board of Directors may be called by the President or by any Directors pursuant to formal notice provided to each director not less than 72 hours prior to the special meeting.

Sec. 12. A majority of the Board shall constitute a quorum for the transaction of business.

Sec. 13. The Board of Directors shall have all powers specifically delegated herein, including setting policies, planning programs, membership-related applications and issues, and conducting necessary business and financial transactions of the Association.

Sec. 14. The Board of Directors, by a two-thirds majority vote at any regular or special-called meeting where a quorum is present, may enact, revise, amend or rescind any resolution it deems necessary for the orderly direction and conduction of the corporation's business. Such resolutions shall have the force of law in the corporate operation.

Sec. 15. A Director At-Large may be removed from office by a majority vote of the elected officers of this Association upon showing just cause.

Sec. 16. All board positions, including elected Officers, Directors At-Large, are elected or appointed to serve a one (1) year term.

Sec. 17. Each member of the Board of Directors shall attend all Board and General Membership meetings in order to demonstrate ability to serve in their role. Failure to attend three (3) or more consecutive meetings of the Board shall demonstrate an inability to fulfill their role and can be considered as the resignation by the officer.

Sec. 18. All officers of this Association and members of the Board shall serve without compensation.

Sec. 19. All officers of this Association and members of the Board shall be familiar with the Association's By-Laws and shall conduct the affairs of the Association in accordance with said By-Laws.

ARTICLE VII

Meetings, Conventions and Seminars

Sec. 1. Meetings may be held as designated by the Board of Directors. Structure of meetings will be determined by the Board of Directors but must include approval of minutes and a financial report. General Membership meetings may be scheduled no less than 14 days in advance.

Sec. 2. There will be a minimum of four (4) Business meetings held as part of the General Membership meetings required each year, at least once a quarter.

Sec. 3. Weekend meetings or seminars may be held or co-sponsored at the discretion of the Board of Directors. One convention or seminar each year shall be designated as the APPA annual membership meeting. Notice of such annual meeting shall be provided to the membership.

Sec. 4. The attendance at any meeting scheduled 14 days in advance shall constitute a quorum.

ARTICLE VIII

Committees

Sec. 1. The President of this Association shall appoint a Nominating Committee to study and select the slate of officers to be elected to the Board of Directors for the upcoming year. The committee should have as its Chairman the immediate past President of the Association and shall consist of not less than three Professional Active or Lifetime members, including the incoming president, generally considered to be the current Vice President. This committee shall recommend from the Active Membership the name of a Member to hold each office of President, Vice-President, Treasurer and Secretary. The Chairman of the committee shall present the committee's recommendations to the general membership at the annual

meeting, and shall close the presentation by making a motion that the report of the nominating committee be accepted and that all names contained in the report be placed in nomination for each office.

Sec. 2. The President may appoint committees as deemed appropriate, such as an Ethics Complaint Committee or an action team. Committees will function on an advisory basis and only within the scope and context of its origination.

ARTICLE IX

Affiliations & Other Provisions

Sec. 1. The Association shall be affiliated with the Professional Photographers of America, Inc., and with the Texas Professional Photographers Association, and shall lend full support to each, and shall encourage attendance at their events in every way possible.

Sec. 2. A legally registered device shall be known as the Association Emblem and no alterations thereto shall be made without approval of the Board of Directors. The Association shall maintain sole ownership of the Emblem. Members in good standing shall have the privilege of displaying the Association Emblem subject to the following regulations: The Emblem may be used only by members in the size approved by the Board of Directors and in or upon the premises of their studio(s) or other business establishment(s) and upon stationery or advertising matter of the studio(s) or business establishment(s) and upon any vehicles(s) serving such studio(s) or business establishment(s).

Sec. 3. The fiscal year of the Association shall be from January 1 to the next December 31.

Sec. 4. In all matters of parliamentary procedure not otherwise directed in these articles, “Robert’s Rules of Order Newly Revised” shall apply. The Secretary shall maintain a copy of RONR Newly Revised.

Sec. 5. The by-laws of this Association may be reviewed annually.

Sec. 6. Copies of these by-laws shall be available to the membership. A copy of the By-Laws, as amended shall be distributed to the membership upon request and shall be maintained in electronic form on the Association’s website.

Sec. 7. Complaints about a member or officer of the Association can be filed by any member of the Association with the Secretary, who shall include the complaint in the agenda for the next Board of Directors meeting. The complainant must be stated completely and clearly. The complainant shall be afforded the opportunity to attend the Board meeting portion of the meeting to present the complaint and to answer any questions the Board may have.

Sec. 8. Those who file a complaint or raise a breach of ethics issue will be notified by the process in writing, including electronic notification.

ARTICLE X

Amendments

Sec. 1. Proposed amendments to this constitution shall be made in writing to the President and/ or any elected officer prior to any meeting of the Board of Directors. Upon review by the Board, the proposed amendments shall be presented to the next General Membership meeting, with or without recommendation. A vote of the proposal shall be taken at the following business meeting.

Sec. 2. Proposed amendments may be adopted by a two-thirds majority vote at any general membership meeting of the corporation. A vote can include member votes made by proxy. Proxy votes must be submitted prior to the call-to-order of the business meeting where the vote will be held. Proxy votes will be accepted via email from the registered member's email to an Executive Board member (a specific board member will be assigned prior to vote responsible for receiving the proxy vote(s)). A copy of the entire, proposed amendment must accompany the mailed-in proxy vote. Whenever a mail vote is taken to amend this constitution, ballots are required to be returned, and the entire amendment shall be included with the mail ballot.

Sec. 3. All amendments to by-laws shall become effective immediately upon passage, unless otherwise specified.

By-Laws Amendment Dates

(1) Amended October 15, 1990. Previous amendments dates not documented.

(2) Amended December 6, 1994.

(3) Revision of Amendments in progress March 2004 to October 2004.

(4) Amended October 13, 2004.

(5) Amended November 17, 2008.

(6) Amended April 18, 2011.

(7) Amended October 17, 2016

(8) Amended October 2017

(9) Amended June 28, 2021