

# **Bylaws of the Intermountain Professional Photographers Association**

## **Article I**

The name of this corporation shall be "*The Intermountain Professional Photographers Association.*"

## **Article II Terms of Existence**

This corporation shall be a non-profit organization and shall exist for a period of ninety-nine years following its incorporation.

## **Article III Location**

### *Section 1*

The Board of Directors, of this corporation, may establish chapters within the state of Utah and elsewhere.

### *Section 2*

The objects and purposes of such chapters shall conform to the objects and purposes of this corporation; and such chapters shall be under the direction and supervision of the Board of Directors of this corporation.

### *Section 3*

Such chapters shall elect, from their membership, a president and a secretary, and such other officers, as they may deem necessary.

### *Section 4*

Such chapters may assess and collect dues, from their members, subject to the consent of the Board of Directors of this corporation.

### *Section 5*

Such chapters shall, upon demand, make their records, including financial records, available to the Board of Directors of this corporation.

## **Article IV Objects**

### *Section 1/Purposes*

The objects and purposes of this corporation shall be to develop, improve, promote and advance the photographic industry and the photographic profession; to develop, improve and promote good relations with the consuming public; to create, foster, promote, and maintain cordial relations, cooperation and interchange of thought, opinion, and information among its members; to oppose the violation and infringement of rights of professional photographers in their products; to encourage pride in the photographic profession; to enhance the prestige of the photographic profession; to promote and encourage sound business methods and practices, having to do with the activities of the association and the members thereof; to work for the fair treatment of the photographic industry by governmental agencies; and to stimulate and promote the general interest of the members of the corporation.

## ***Section 2***

This corporation shall have all powers necessary or incident to the performing of any of the purposes of the corporation. Incident thereto, and not in any manner in limitation thereof, the corporation shall have the power to sue and be sued, to adopt a corporation seal and to change it as it pleases, to be contracted with, to receive and hold property, both real and personal, and chooses in action whether obtained by purchase, gift, or devise, and the corporation shall have all other powers necessary thereof to carry on and promote the objects and purposes of said corporation.

## ***Section 3 / Limitations***

No rules, regulations or bylaws shall be adopted by this corporation which shall seek in any manner to stifle competition, limit production, restrain trade, or pool profits.

## ***Section 4***

No coercive measures of any kind shall be used to induce any person, firm, corporation, or organization to become a member of this corporation; nor shall there be any attempt to discriminate against any person, firm, corporation, or organization that is not a member of this corporation.

# **Article V Government**

## ***Section 1***

The government of this corporation shall be vested in a Board of directors consisting of nine (9) or eleven (11) members. Each even numbered year, four or six directors shall be elected for a term of two years, and each odd numbered year, five directors shall be elected for a term of two years.

## ***Section 2 / Election of the Board***

The Board of Directors, at its regular board meeting prior to the annual business meeting, shall nominate members in good standing for the office of director. The incumbent president shall, at the annual business meeting; present the list of nominees selected by the board, to the membership; and then shall call for nominations from the floor. Any member in good standing, may then nominate any active member, in good standing, as a nominee for the Board of Directors of this corporation. However, all such intention to nominate from the floor must be submitted to the board, not less than twenty-four hours before the annual business meeting, for the sole purpose of determining if such potential nominee is interested in being nominated and if the nominee is an active member of this corporation and is in good standing. The voting shall be by secret ballot. These candidates elected to the Board of Directors of this corporation by a majority vote of the active members presented at the annual business meeting, shall take office 60 days after election was held to serve their prescribed terms.

## ***Section 3 / Election of Officers***

There shall be elected, from the members elected to the Board of Directors, a president, vice-president (who shall be president elect), secretary, and treasurer. The Board of Directors at its last regular board meeting prior to the annual board meeting, shall nominate the candidates for the above named executive offices for a term of one year subject to the following qualifications: The candidate for the office of president must have served at least two years on the Board of Directors of this corporation. The candidates for the remaining offices must have served at least one year on the Board of Directors of this corporation. The incumbent president shall, at the annual meeting of the Board of Directors, to the members of the board and board-elect, call for nominations from the floor. Any board members, in good standing, may nominate any board member, in good standing for any office, subject to the qualifications of the office. The voting shall be secret ballot. Those candidates elected as officers of the Board of Directors of this corporation shall take office on the

60<sup>th</sup> day after the board member elections were held, and shall hold office until the 60<sup>th</sup> day after the next year's elections. At no time shall the office of president be held for longer than two consecutive years.

#### ***Section 4/ Power and Responsibility of the Board***

The Board of Directors of this corporation shall have plenary power to govern the affairs and direct the business of the corporation. Incident to, and not in limitation of such powers, the Board of Directors shall have the care, custody, and control of the corporate property; and not withstanding the provisions of Section 16-6-9, Utah Code Annotated, 1953, shall have the power to mortgage, encumber, lease, sell, and convey real or personal property of the corporation (unless such property has been received as a gift or devise for some special purpose, and if so received, it shall be used or applied only for such purpose).

A. The Board of Directors shall have the power to fix the dues of the members and prescribe the mode of payment thereof, the Board of Directors shall annually make a report to the members of their transactions, of the conditions of the corporation, and all property, real and personal, held or owned by the corporation.

B. The Board of Directors shall have the power to adopt a corporate seal and change it at its pleasure; to recommend the adoption, amendment or repeal of the Articles of Incorporation and the Bylaws; and to appoint such additional officers and committees as it may deem appropriate to manage the affairs of this corporation.

C. The Board of Directors shall have the power to decide and pass upon all admission to membership, and to provide for the issuance of certification and to take such action as it may deem necessary in the payment of their dues.

D. The Board of Directors, at the last regular Board meeting prior to the annual business meeting, shall act as a nominating committee for the candidates for directors and officers; and shall have the right to fill such vacancies among the officers and/ or Board of Directors may have the option of retaining an Executive Secretary, or Manager, or assist in the performance of its duties; and fix the salary and authorize the expenditures of any paid employee of this corporation.

E. The Board of Directors shall plan an annual convention and other meetings. They shall secure and promote speakers, demonstrations, and programs to further the objects and purposes of this corporation.

F. The Board of Directors shall have the power to fill by appointment, a vacancy(s) on the Board of Directors created by resignation, death, or removal from office. The director(s) so appointed must be eligible for office and agree to complete the unexpired term of office.

#### ***Section 5 / Quorum***

A quorum is required for the Board of Directors to be empowered to transact corporation business. A quorum will be considered to be established when, at a regularly called meeting of the Board of Directors there is a simple majority present, at least one of whom shall be an officer.

#### ***Section 6 / Dismissal from office***

Any member of the Board of Directors can be removed from office, by majority vote of the Board of Directors, for failure to attend, in person or by proxy, 50% of the corporation's regularly scheduled board of directors meetings, absence from

two consecutive meetings, for malfeasance in office or for unethical conduct in office or profession. A proxy for a board member at a meeting of the board, may be another member of the Board of Directors, or any voting member, in good standing, of this corporation.

### *Section 7 / Executive Committee*

The leadership of the Board of Directors of this corporation shall be vested in an executive committee, which consists of the president, vice president, secretary, treasurer, and executive manager. The duties of the executive committee shall be as follows:

- A. It is the duty of the president to preside at all meetings of the Board of Directors as chairman of the board. The president shall act as the presiding officer at all meetings of the corporation, and shall be deemed an ex-officio member of all committees, standing or appointed. The president shall have the right to appoint committees, and delegate presiding authority. In fiscal affairs the president shall, along with the treasurer and other duly authorized officers as employees of this corporation, be authorized to sign warrants, checks, and disburse funds of the corporation to meet duly authorized obligations. Upon completion of their term, the President shall become the immediate past president and remain on the board as an advisor non-voting member of the board for one year. If they were in the middle of their term as a board member for the remainder of that term the new President shall appoint an eligible member to complete the remainder of that term. The immediate past president shall be ineligible to run for the board for a period of two years from the time of their presidency. If an eligible candidate cannot be found, they could be appointed to the board by a sitting president.
- B. The vice-president shall act in the stead of the president in the absence, or disability of the president; and shall aid the corporation.
- C. The secretary shall keep the minutes of all meetings of the Board of Directors and the annual and quarterly meetings of the corporation, and shall be responsible for official correspondence of the corporation. The secretary may delegate to any employee of the corporation such of the detailed duties of the office, as the secretary may deem advisable.
- D. The treasurer and executive manager shall be the fiscal officers of the corporation. The treasurer and executive manager shall keep an accurate record of the income and disbursements of funds, prepare financial statements, make checks for the authorized obligations of the corporation, and shall supervise the collection of dues and other matters pertaining to the financial affairs of the corporation. The treasurer and/or executive manager shall have the financial records audited by a committee of three appointed by the Board of Directors at the end of each fiscal year, and shall have such audit available to the Board of Directors within the following thirty days. The treasurer may delegate to any employee of the corporation any of the detailed duties of the treasurer's office as it may be deemed advisable. All checks drawn on the funds of this corporation shall be signed by the president, the vice-president, the treasurer, the executive manager, or any two of them.
- E. The treasurer shall be an assistant to the executive manager on the finance committee. Duties of the treasurer shall be delegated by the Board of Directors and the executive manager.

***Section 8 / Fiscal Year***

The fiscal year of the corporation shall begin the first day of January each year and end the thirty-first day of December.

***Section 9 / Ex-officio Members of the Board***

Ex-Officio members of the Board of Directors of this corporation shall consist of the following:

- A. The immediate past president of this corporation, who shall sit as advisor to the Board of Directors.
  
- B. All past presidents of the corporation.
  
- C. Any elected National Councilpersons to the Professional Photographers of America, from the state of Utah or any other states in which chapters of this corporation exist. These persons are encouraged to attend meetings of the Board of Directors at their own discretion, but their presence shall not be counted when determining a quorum as they do not have voting power concerning board action.

***Section 10 / Committees; Standing and Special***

A. Executive Committee:

The executive committee of this corporation shall be the president, vice president, secretary, treasurer, and executive manager.

B. Nominating Committee:

The Board of Directors of the corporation shall serve as the nominating committee.

C. Finance Committee:

The executive manager of this corporation shall serve as Chairman of the finance committee and the committee shall be under the direction of the Executive Committee of this corporation. It shall be the responsibility of the committee to prepare and present the budget for the corporation and perform whatever other functions, pertaining to the financial affairs of the corporation, shall be assigned to it by the president of the Board of Directors. The treasurer should conduct a quarterly audit of the finances of this organization and submit to the board a printed quarterly report of expenses and income.

D. President's Committee:

The committee shall be composed of the past presidents of this corporation. They shall elect a chairman, annually from their membership.

1. It shall act as an advisory council to the Executive Committee in matters of policy and legislation.

2. It shall meet annually prior to the annual business meeting.

E. Convention Committee:

The annual convention of this corporation shall be administered by a convention committee.

1. The chairman of the committee shall be appointed by the Board of Directors, upon recommendation of the president. The convention chairman shall be a member of the board, and must have served at least one full year as a member of the Board.

2. The committee shall be composed of the Board of Directors, officers, and/or members of the corporation, as may be selected by the chairman.

F. Other Committees:

1. Special or continuing committees shall be appointed by the president of the Board of Directors, as deemed necessary.

2. The chairman and members of such committees shall be appointed from the Board of Directors and/or the membership of this corporation.

G. Committee Limitations:

No committee shall have the authority to bind the corporation, or incur any indebtedness or obligation against the corporation, unless especially authorized by the Board of Directors.

## Article VI Membership

### *Section 1 / Admission and Qualifications*

Membership in this corporation shall be available to any person, firm, corporation, or organization actively interested in the professional photography industry. Membership shall be requested by application to the Board of Directors, application for membership can be denied by two-thirds majority vote. The application for a membership shall be accepted in one of the following classifications

### *Section 2 / Classification of Membership*

A. **Active Members:** An active member shall be a person, in good standing, who earns a portion of his or her livelihood as a professional photographer, or who is the owner or manager of a professional photography business, or a person designated by such a firm, or who is an independent retoucher or artist. Only active members shall have the right to vote and hold elective office in this corporation. Active members are eligible for scholarships awarded by this organization.

B. **Sustaining Members:** A sustaining member shall be a person or firm who manufactures or distributes photographic equipment, materials, or merchandise, or offers a service to professional photographers, or the official representative of such firms. Sustaining members shall be entitled to all the privileges of membership except voting and holding elective office in this corporation, and scholarship awards. Any corporation or individual who offers annual sponsorship of \$400 or greater shall be entitled to register up to 3 individuals as sustaining member representatives of that corporation or organization.

C. **Associate Members:** An associate member shall be any other person interested in professional photography who is not an active or sustaining member. These may be students, aspiring professionals, guests or family members of active or sustaining members, or professional photographers wanting a first year trial membership. Associate members shall be entitled to all the privileges of membership except voting and holding elective office in this corporation, and scholarship awards.

D. **Life members:** A life member shall be a person who has retired from the photography profession and who has been a member of the IPPA for at least 20 years. Past presidents are granted life membership upon completion of their term as president. Life membership may be conferred upon the approval of and at the discretion of the Board of Directors. Life members are entitled to all the privileges of active members. Life members shall not be required to pay dues or convention fees. Life members shall pay meal fees where applicable.

### ***Section 3 / Dues and Fees***

Each of the classifications of membership shall pay, annually, dues for membership.

A. The annual dues of the membership shall be approved and set by the board of directors and updated as needed and will consist of three classifications as follows:

- Active Members
- Sustaining Members
- Associate Members

B. Annual dues shall be paid and will be valid for one year from the date of payment. Notice of the amount to be paid by each member, shall be e-mailed 60 days before the expiration date of membership.

C. Attendance at the annual convention is subject to a separate fee. This fee shall be determined by the Chairman of the convention and approved by the Board of Directors determined by the Board of Directors and shall be due and payable prior to, or at the time of registration at the convention. This fee is a separate charge from the annual membership dues.

D. Attendance at quarterly meetings is subject to a separate fee. This fee shall be determined by the chairman of the quarterly and approved by the Board of Directors. Attendance at annual convention and/or quarterly meetings will be open to non-members upon payment of a registration fee. Said fee shall be determined by the Board of Directors and shall be due and payable prior to or at the time of registration at the convention or quarterly.

### ***Section 4 / Termination of Membership***

Membership in the corporation shall be terminated in any one of the following ways:

A. By nonpayment of dues for a period of two years. A member who fails to renew membership annually shall be termed inactive for a period of two years, after which the member shall be automatically terminated. A terminated member shall be required to apply for membership and to meet new member qualifications.

B. By resignation, in writing to the Board of Directors. However, the resignation shall not become effective until thirty days from the time it is received by the Board of Directors.

C. By a two-thirds majority vote of the Board of Directors for just cause.

Except for termination of membership because of nonpayment of dues, there shall be no expulsion until the member has been advised of the nature of the complaint made against the said members, and the member has been given a reasonable opportunity for a hearing before the Board of Directors.

## **Article VII Limitation**

Neither the member, nor the private property of the members of this corporation, shall be liable for the debts or obligations of the corporation, and this article shall not be subject to amendment in this respect.

## **Article VIII Dissolution**

In the event of dissolution of this corporation, the assets shall be liquidated by auction to pay whatever outstanding debts remain to the organization. The remaining funds will then be donated to a charity organization to be decided by the board.

## **Article IX Meetings**

### ***Section 1 / Annual Business Meeting:***

There shall be an annual business meeting of the membership of this corporation held during the fourth quarter or at the closest event either before or after the fourth quarter. The date for such annual business meeting shall be selected by the Board of Directors, and the membership shall be notified of said meeting at least thirty days in advance.

### ***Section 2 / Annual Board Meeting:***

There shall be an annual Board of Directors meeting following the annual business meeting. All incumbent board members and board members-elect shall be in attendance.

### ***Section 3 / Quarterly Meetings:***

There may be, in addition to the annual business meeting, three Quarterly Meetings of this corporation. The dates and locations shall be selected by the Board of Directors, and any current business of this corporation shall be open for discussion and approval of the membership.

### ***Section 4 / Special Meetings:***

Special meetings of this corporation may be called by the Board of Directors, or the president, or any five active members, in good standing, upon thirty days written notice to the membership.

***Section 5 / Attendance at meetings:***

All members of this corporation may attend the annual business or any duly called special meetings, and may be heard at such meetings.

**Article X Amendments to Bylaws**

The bylaws of this corporation may be adopted, amended, or repealed by an affirmative vote of two-thirds of the active members of this corporation in attendance at any meeting of the corporation; provided written notice of the proposed action has been given each member at the member's last known address or by email at least fifteen days in advance of such meeting.

**Article XI Separability**

In the event of any part of provision of these bylaws is determined to be invalid for any reason, all other and remaining provisions shall be valid and in full force and effect.