

# BYLAWS

## of the WISCONSIN PROFESSIONAL PHOTOGRAPHERS ASSOCIATION, INC.

### BYLAWS ARTICLE I. INTRODUCTION

1.1. **NAME.** The name of this corporation is “Wisconsin Professional Photographers Association, Inc. (WPPA).” When the words “Corporation”, “Association”, or “WPPA” are used in this Constitution, they shall refer to this corporation.

### BYLAWS ARTICLE II. CONDUCT OF MEMBERS

2.1. **STANDARDS OF CONDUCT.** Any member may be expelled from the Association, or suspended from membership in the Association, for a period of time, if the Board of Directors determines that the member was convicted by any court of an offense involving moral turpitude, or that the member committed actions, or omissions, in violation of Article II of the Constitution.

2.2. **PROCEDURE FOR CRIMINAL CONVICTION.** Any member may request the Board of Directors to take disciplinary action against any other member convicted of an offense involving moral turpitude. Before taking disciplinary action, the Board of Directors shall determine that the member, in fact, has been convicted of a criminal offense, and that the criminal offense did, in fact, involve moral turpitude. Following such determinations, the Board of Directors shall determine whether the person should be expelled, or suspended, and if suspended, the length of such suspension.

2.3. **PROCEDURE IN OTHER CASES.** The following procedure shall be followed for disciplinary action against a member for reasons other than conviction of a criminal offense.

(A) Any member may request that the Board of Directors take disciplinary action against another member. Such requests shall be in writing, and shall specify the actions, or omissions, allegedly done, and the provision of Article II of the Constitution which allegedly was violated. Upon the receipt of a complaint by any person who is not a member, the Secretary shall prepare a statement of the alleged actions, or omissions, and the provision of Article II of the Constitution allegedly violated.

Any member may also request disciplinary action against another member for harassment or misconduct. All procedures in the bylaws must be followed and the request shall be in writing and contain specific details of the alleged harassment or misconduct.

(B) The President shall appoint a Special Judiciary Committee composed of not less than three (3) members who are absolutely impartial, and who do not have any personal interest in the matter, or the persons, involved in the controversy.

(C) The Special Judiciary Committee shall establish a meeting date for the purpose of investigating the charges. The Secretary shall prepare copies of the charges and specifications, and transmit them to all interested persons, not less than fourteen ( 14) days prior to the date of this meeting. All interested persons will be invited to present their views and relevant facts in person, or in writing.

(D) After this meeting, the Special Judiciary Committee will prepare a report of its findings and recommendations of each member of the Special Judiciary Committee. In the event that a majority of the Special Judiciary Committee determines that the disciplinary actions is not warranted for any reason, the disciplinary action shall be terminated.

(E) If a majority of the Special Judiciary Committee recommends that the disciplinary action be taken, it shall forward its report to the Board of Directors. Following receipt of this report, the Board of Directors shall vote on whether to expel the member, and such vote shall require a two-thirds (2/3) majority of the Directors present at the meeting. If the Board of Directors determines not to expel the member, it shall vote on whether to suspend the membership privileges, or to censure the member. A vote of suspension for a period in excess of nine (9) months shall require a two-thirds (2/3) majority of the Directors present at the meeting. A vote to suspend membership privileges for a period less than nine (9) months, or to censure the member, shall be carried with a majority vote of the Directors present at the meeting.

Only voting members of the Board of Directors may be present during the discussion and voting on the filed grievance. Voting shall be by secret ballot.

Should one of the parties named in the grievance be a voting member of the Board of Directors, that member shall not be permitted to participate or be present during the discussion or voting on the grievance.

Recording of the proceedings shall not be permitted in any manner.

Publication of the agenda in advance of the Board meeting, and publication of the minutes of the Board of Directors meeting will list the grievances only as grievance 1, grievance 2, etc. The names of the parties named in the grievance, will not be published. However, the official minutes, that are held by the secretary of the WPPA, will contain the grievance, the names of those involved, the voting results by the Board, and the disciplinary action taken.

(F) The Secretary shall inform all interested parties of the final disposition of the disciplinary action by the Special Committee, or the Board of Directors.

(G) Any person who is expelled, suspended, or censured may appeal the finding of the Board of Directors at the next membership meeting. A majority of the members voting at such a meeting may reduce, or nullify, the disciplinary action taken against the individual.

## **BYLAWS ARTICLE III. MEMBERS**

**3.1. NEW MEMBERS.** The following procedure for admission of new members shall be followed:

(A) An applicant must submit a written application. The application must specify the category of membership applied for, and must contain the applicant's signed agreement to abide by the Code of Conduct and Competition Standards found in Sections 2.1 and 2.2 of the Constitution.

(B) The Membership Chair shall consider all applications and shall conduct the factual inquiries which it deems necessary to determine whether the applicant qualifies for the membership status applied for, and whether it believes the applicant should be admitted to membership. The Membership Chair shall report its findings and recommendations to the Board of Directors.

(C) After the Board of Directors received the report from the Membership Chair, it shall determine whether, or not, to admit the applicant as a member of the Association. The Board of Directors may take whatever action it deems advisable, either consistent, or inconsistent, with the recommendations and findings of the Membership Chair.

(D) The sponsor must know the applicant, and/or conduct adequate investigation to establish that the applicant fits the current description for the membership category applied for.

(E) Non-Discrimination: The WPPA and its Board of Directors will not discriminate against any membership applicant, based on color, sex, sexual preference, national origin or religious beliefs.

**3.2. MEMBER IN GOOD STANDING.** Any member whose dues are not paid by the 10th day of January of any year shall be considered not to be in good standing, and their status shall remain the same until either their dues are paid, or they are terminated as a member of the Association. The Board of Directors may take whatever action it deems advisable, either consistent, or inconsistent, with the recommendations and findings of the Membership Chair

**3.3. WITHDRAWAL.** Any member may withdraw from membership in the Association at any time by notifying the Secretary of their desire to withdraw from membership. Any member who withdraws may be entitled to receive any refund of dues already paid at the discretion of the board.

**3.4. DUES.** Dues for membership shall be paid on a calendar year basis. Dues schedule for current members, and new members, shall be determined annually by the Board of Directors. Dues for renewal of membership are payable by Dec. 31st. Members not paying renewal dues by Jan. 15th will be assessed a late penalty. Members accepted for membership following the Fall State Convention will be considered paid through the following year.

## **BYLAWS ARTICLE IV. MEMBERSHIP MEETINGS**

**4.1. TIME AND PLACE OF ANNUAL MEETING.** The Board of Directors shall determine the time and place of the annual membership meeting. Time and Place / Executive Coordinator should look at possible dates for our Affiliated Convention between the last Saturday in February and the first two week ends in March.

**4.2. NOMINATING COMMITTEE.** The President Elect shall serve as the Chairman of the Nominating Committee. The remainder of the committee shall be composed of the members of the Executive Board (President, Vice President, Secretary, Treasurer and Past President). The Nominating Committee shall nominate an individual for each of the following positions:

- (A) Each of the three (3) positions of elected director;
- (B) President Elect;
- (C) Vice President;
- (D) Secretary; and
- (E) Treasurer.

**4.3. NOMINATING PROCEDURE.**

(A) PUBLICATION. The Nominating committee shall meet at such a time so as their nominations may be published in the Fall State Convention issue of the newsletter. The committee's nominations may be disclosed to the board of directors for informational purposes before they are published, but the board is not obligated to approve or disapprove of such recommendations.

(B) AT-LARGE NOMINATION. Following publication of the nominating committee's proposed slate, a member may choose to run for any of the elected offices up to and including President-Elect, provided they meet the requirements for such office. If such an "at-large" nomination is desired, the following procedure shall be followed:

- 1) Secure an official At-Large Nomination Form from the Nominating Committee Chairman within 21 days after notice has been given of those nominated.
- 2) Complete the form according to the specified instructions on same.
- 3) Return the completed form to the nominating chairman by the deadline date specified on the form.

4) The determination of the Nominating Committee as to the authenticity and legality of the complete form(s) shall be final.

(C) NON-CONTESTED ELECTION. If no at-large nomination forms are filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Members at their annual meeting.

(D) CONTESTED ELECTION. If at-large nominations are received, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to only vote for the number of candidates to fill the vacancies. This revised slate shall be published in the January newsletter.

(E) ABSENTEE BALLOTS. Absentee ballots may be secured by request to the Secretary. Absentee ballots shall be completed in accordance with instructions printed on the ballot and returned to the Secretary no later than ten days prior to the annual meeting. Absentee ballots shall remain unopened until such a time as they are called for during the annual meeting.

## **BYLAWS ARTICLE V. OFFICERS**

**5.1. APPOINTED OFFICERS/DIRECTORS.** The President, with the approval of the Board of Directors, may appoint any member to the following seven positions, provided that no more than three of the positions can be held by individuals belonging to the same Local Affiliate Chapter. Each person shall hold their office from the date that they accept the appointment until the date that their successor accepts the appointment. The appointed officers who will serve as Directors are as follows:

(A) Convention Chairman. The Convention Chairman shall be responsible for making all necessary arrangements for the smooth operation of the convention.

(B) Print Chairman. The Print Chairman shall be responsible for all aspects of the operation of the print show held in conjunction with the Annual Regional Affiliate Convention and Fall State Convention.

(C) Trade Show Chairman. The Trade Show Chairman shall be responsible for all aspects of the operation of the trade show held in conjunction with the Annual Regional Affiliate Convention and Fall State Convention.

(D) Website Chair. The Website Chair shall be responsible for all aspects of the maintaining of the Association's website.

(E) Computer Services. The Computer Services Chairman shall be responsible for all

1. Inventory all WPPA computer equipment to make sure all is accounted for.
2. Make recommendations for all new equipment and software to the Board of Directors..
3. Provide equipment and assist Print Chair with input of all print judging information and printout any reports needed by Print Chair.

4. Maintain safe backup for all database information.
5. Assist any Chair that has state computer equipment when they need assistance with said computer systems and/or software.
6. Provide the Board of Directors with any information they need to perform the duties if that data is within my purview.
7. All applicable data-base programming.

(F) Certification Chairman. The certification chairman will be responsible for coordinating all aspects of the certification program for the WPPA.

(G) Fall State Convention Chairman. The Fall State Convention Chairman shall be responsible for all aspects of producing a successful Fall State Convention.

**5.2. APPOINTED OFFICERS - NOT DIRECTORS.** The President-Elect, with the approval of the Board of Directors, shall appoint an assistant Convention Chairman, assistant Print Chairman, assistant Tradeshow Chairman, and assistant Fall State Convention Chairman each year prior to the Fall State Convention. None of these assistant chairman shall vote at any meeting of the Board of Directors. However, they may attend such meetings and join in the discussions held at such meetings. Each of such assistant chairman shall assist the Chairman in charge of the activity in whatever manner the Chairman determines appropriate. The appointment of an assistant shall in no way diminish the authority and control of the Chairman.

**5.3. OTHER OFFICERS AND COMMITTEES.** The President may appoint a member, or members, as a committee, or an office, to perform specific activities. These activities shall include, but may not be limited to, the following:

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|---------------------------|--|
| (A) AV Coordinator        | (O) Long Range Planning                  |
| (B) Awards                | (P) PR Director                          |
| (C) Banquet               | (Q) Membership Chair                     |
| (D) Budget & Audit        | (R) Mentoring                            |
| (E) Certification Liaison | (S) Merit Supervisor                     |
| (F) Constitution & ByLaws | (T) Nominating                           |
| (G) Copyright             | (U) Photography                          |
| (H) Decorations           | (V) Registration                         |
| (I) Fellowship Chair      | (W) Scholarship                          |
| (J) Floor Manager         | (X) School Services                      |
| (K) Fun Night             | (Y) Trade Show Representative            |
| (L) Grievance             | (Z) Treehaven Liaison                    |
| (M) Hospitality           | (AA) Elite Collection/Assn't Print Chair |
| (N) Learning Experience   |  |

**5.4 EXECUTIVE COORDINATOR** The Executive Coordinator is an official member of the Board. She/he will normally be directed by the President when direction is needed. The Executive Coordinator is required to attend all Board Meetings, this is a non-voting position. The Executive Coordinator is an employee of the WPPA. A monthly salary plus budgeted miscellaneous expenses for office supplies, post office box, bulk rate permit, telephone, travel expenses to state board meetings, WPPA convention registrations, hotel for WPPA Fall and Affiliated conventions. Specific job description and salary, plus bonuses, as per contract. Official contract copy will be maintained with current Secretary, the current Treasurer, and the Executive Coordinator.

## **BYLAWS ARTICLE VI. BOARD OF DIRECTORS**

**6.1. REGULAR MEETINGS.** Regular meetings of the Board of Directors shall be held following the annual meeting of the membership, and at least once during the second, third, and fourth quarters of the year. In addition to other business which may come before the Board of Directors at the regular meeting following the annual meeting, the Board shall specify locations and tentative dates for the regular meetings to be held until the next annual meeting of the members. At this meeting, the Board shall also determine one, or more, locations suitable for special meetings of the Board. The President shall establish the actual date of the special meetings (other than the special meeting following the annual membership meeting), and such dates shall be within two (2) weeks of the tentative regular meeting dates established by the Board of Directors .

**6.2. SPECIAL MEETINGS.** Special meetings of the Board shall be held whenever called by the President. Any three (3) Directors may also call a special meeting, and in such event, the President shall establish a time for the special meeting, and such meeting shall be held within two (2) weeks of the President's receipt of the request from the three (3) Directors. The location shall be one of the locations chosen by the Board of Directors at the special meeting following the annual membership meeting (if such locations were in fact chosen at this meeting).

**6.3. NOTICE.** Written notice stating the place, day, and hour of any regular, or special meeting shall be mailed not less than seven (7), nor more than fifty (50) days before the date of the meeting.

**6.4. QUORUM.** A total of five (5) members of the Board of Directors shall constitute a quorum for the conduct of business at either a regular, or a special meeting.

**6.5. CONDUCT OF MEETINGS.** The President, and in the President's absence the President Elect, and in the President Elect's absence the Vice President, and in the Vice President's absence any person chosen by the members of the Board present, shall call the meeting of the Board to order, and shall act as Chairman of the meeting, and the Secretary shall act as secretary of the meeting, but in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting. All meetings shall be conducted according to Robert's Rules of Order, except as such rules are inconsistent with any provision of the Constitution, or Bylaws, or the members of the Board attending the meeting vote to follow other rules.

**6.6. VOTING.** Each member of the Board of Directors shall have one vote. There shall be no voting by proxies.

## **BYLAWS ARTICLE VII. AMENDMENT**

These bylaws may be amended by a majority vote of the directors present at any meeting of the Board of Directors provided notification of the amendment is included with the meeting notice. A 2/3 majority will be required without prior notice. Any Bylaw amended by the members shall become a part of the Constitution, and shall no longer be part of the Bylaws.

## **BYLAWS ARTICLE VIII. FINANCIAL**

**8.1. FISCAL YEAR.** The fiscal year of this corporation shall be April 1st through the following March 31st.

**8.2. ASSETS.** The assets of the Association shall be contained within the classifications which are as follows:

- (A) Cash and Securities;
- (B) Personal Property; and
- (C) Real Property

Financial statements which relate to the assets of the Association shall list those assets in an evaluation based on the reasonable market value of the assets at its time of the statement.

**8.3. SOURCE OF INCOME.** The Association shall derive its income from dues, rentals, fees, and such other sources as are consistent with the Constitution & Bylaws and the laws of the State of Wisconsin.

**8.4. PURCHASE AUTHORIZATIONS.** The President and the Treasurer shall authorize all purchases of property, supplies and services; except that authorization of the Board of Directors and Officers must be obtained prior to the act of committing the association to any obligation in excess of \$500 that has not been specifically allowed for in the current budget.

**8.5. AUTHORIZATION OF DISBURSEMENTS.** The Secretary and Treasurer shall be authorized to initiate action to disburse moneys owed by the Association for its obligations, provided that said obligations have been authorized by these Bylaws, or by action of the Board of Directors and Officers.

**8.6. FINANCIAL REPORTS.** The Board of Directors and Officers shall periodically require the preparation and submission of financial reports which will reflect both the financial activity and position of the Association. Such reports shall be published among the membership.

**8.7. BUDGET.** The Board of Directors shall adopt a balanced budget prior to April 15 of each year. This budget shall take effect by April 15th.

**8.8. NON-BUDGET EXPENDITURES IN EXCESS OF \$1000.** Requests for purchases (whether immediate or extended) in excess of \$1000 which have not been allowed for in the budget, must be approved at two consecutive meetings of the Board of Directors; approval requires a simple majority vote in favor of the purchase at two consecutive meetings and is only approved after a majority vote at the second meeting. Requests for purchases in excess of \$1000 as noted above may be approved at any single meeting of the Board of Directors, provided advance written notice of the purchase is included in the meeting packet. Approval at a single meeting of the Board of Directors will require a 3/4 majority approval by the voting members of the board.

**8.9 COMPLIMENTARY REGISTRATION.** The President, and spouse or guest, and the other members of the Executive Board (President-Elect, Vice President, Secretary, Treasurer and Past President) along with the AV Coordinator, Computer Services Chair, Print Chair, Tradeshow Chair and Life Members shall have complimentary registration at the Regional Affiliate Convention and the Fall State Convention. The Convention Chairman, shall have complimentary registration at the Regional Affiliate Convention. The Fall Convention Chairman , shall have complimentary registration at the Fall State Convention.

## **BYLAWS ARTICLE IX. SPONSORSHIP OF CLINICS & SEMINARS**

Standard procedures for sponsorship of clinics and seminars by Individual Members, Regional Associations, and Sustaining Members.

**9.1. SPONSORSHIP.** Members and member organizations wishing to sponsor a seminar or clinic in Wisconsin, or Upper Peninsula, must submit a written application of their intent to do so, to the WPPA Seminar Committee for approval not less than sixty (60) days prior to the event. (Applications are available from a committee member, or from regional presidents.)

**9.2. ADMISSION.** Admission to the seminar must be available to any and all qualified WPPA members as space permits.

**9.3. SEMINARS.** Seminars must not cause a conflict of interest due to the content, or timing with any WPPA approved, scheduled event.

**9.4. SEMINAR COMMITTEE.** The Seminar Committee shall consist of the current Convention Program Chairman, the President Elect, the Fall State Convention Chairman, and the Local Affiliate Chapter Directors. They shall be responsible for reviewing, and either approving, or denying each application.

The following are suggested guidelines for the committee to use in processing each application:

- (A) Is the seminar in conflict with any WPPA event?;
- (B) Is the seminar in conflict with any Regional event?;
- (C) Is the seminar content too similar to a scheduled event?, and
- (D) Will the seminar be available to all qualified members?.

It is not the intention of the Seminar Committee to pass judgement on the content, or sponsorship of clinics and seminars, but to regulate when they will occur, so as to avoid conflicts.

The Seminar Committee will notify the applicant of its decision to approve, or deny permission with in seven (7) days of receipt of the application. A copy of the decision will also be sent to the WPPA Secretary for permanent record.

**9.5. APPLICATION DENIED.** If application is denied by the Seminar Committee, the decision may be appealed to the Board of Directors at the next regularly scheduled meeting. The decision of the Board is final. Any member proceeding with an unauthorized clinic, or seminar, may be subject to disciplinary action.

**9.6. MAILING.** An individual, sponsoring an approved seminar, may have use of the WPPA Mailing Service for advertising purposes. Any mailing cost, however, will be the responsibility of the sponsor.

**9.7. LIABILITY.** Approval of the proposed seminar by the Seminar Committee and WPPA does not in any way constitute any responsibility, or any endorsement of, and by, WPPA for the seminar, except in accordance with Article VIII.

**9.8. FINANCIAL ASSISTANCE.** Local Affiliate Chapters sponsoring an approved seminar may receive financial assistance from WPPA in an amount not to exceed \$150.00. This assistance may be used to help defray costs of fees and advertising. Financial assistance is available only once per year, and for only a single seminar. It is encouraged to request aid ONLY as necessary. Application for financial assistance must be made directly to the Board of Directors at a regular meeting following the seminar.

**9.9. REGULATION.** Individuals offering private classes, or instruction for profit, as a part of their earned income are not regulated by the Seminar Committee.

## **BYLAWS ARTICLE X. FUNCTION INCOMES AND EXPENSES**

All WPPA sponsored function income and expenses shall be made and posted to the WPPA Master Checking Account. This includes, but is not limited to, the yearly Convention and Fall State Convention.

## **WISCONSIN PROFESSIONAL PHOTOGRAPHERS ASSOCIATION** **FINANCIAL POLICIES**

1. Officers and Committee Chairs will be reimbursed for actual postage, and office supply expenses. Travel expenses are not allowed.
2. Services rendered are on a volunteer basis. Payment is made only for services with prior approval by the Board of Directors.
3. Receipts must accompany all expense forms.
4. Any expenses in excess of \$500 must have prior authorization of the Board of Directors and Officers. (Please note sections 8.4 and 8.5 of Article VIII of the WPPA Bylaws shown below.)
5. All expenses and income need to be directed to the Committee Chair and then, with the proper forms completed, forwarded to the Treasurer. Bills and payments should not be mailed directly to the Treasurer except by the Committee Chair.
6. Speakers expenses are covered per their contract, therefore any meals or entertainment expenses incurred by the Host is at the hosts expense.

## **BYLAWS ARTICLE VIII. FINANCIAL**

**8.4. PURCHASE AUTHORIZATIONS.** The President and the Treasurer shall authorize all purchases of property, supplies and services; except that authorization of the Board of Directors and Officers must be obtained prior to the act of committing the association to any obligation in excess of \$500 that has not been specifically allowed for in the current budget.

**8.5. AUTHORIZATION OF DISBURSEMENTS.** The Secretary and Treasurer shall be authorized to initiate action to disburse moneys owed by the Association for its obligations, provided that said obligations have been authorized by these Bylaws, or by action of the Board of Directors and Officers.