

## BAY PROFESSIONAL PHOTOGRAPHERS ASSOCIATION BY-LAWS

### Article I - NAME AND LOCATION

Section 1. The name of this association shall be "BAY PROFESSIONAL PHOTOGRAPHERS ASSOCIATION", and the permanent address shall be that of the current Executive Secretary or other such address as the Board of Directors shall determine.

### Article II - OBJECTIVES

Section 1. The objectives of the Corporation shall be to advance photography in all its branches, both as an art and as a profession; to create, foster, promote, and maintain cordial relations and cooperation and interchange of thoughts and opinions freely among its members; to oppose violation and infringements of the rights of professional photographers or their organizations; to promote and support legislation favorable to and oppose legislation unfavorable or prejudicial to the interests of professional photographers; to foster the practical benefits to be derived from personal acquaintances and the discussion of subjects having to do with photography, to cooperate with and grant franchises to other organizations which may be striving to accomplish similar purposes.

Section 2. The Board of Directors shall be empowered to designate the official publication of the Corporation. Such publication must be one whose circulation encompasses the entire membership.

Section 3. Membership. The eligibility and requirements for membership are defined in R-2 of the Rules and Regulations.

### ARTICLE III - MANAGEMENT

Section 1. The property, affairs, and business of the Corporation shall be vested in a Board of Directors consisting of seven (7) members. The members of said board shall, upon election, immediately enter into the performance of their duties and shall be duly elected and qualified.

Section 2. The Board of Directors shall have control and management of the affairs of the Corporation, with authority to establish and maintain rules and regulations to be known as Rules and Regulations of the BAY PROFESSIONAL PHOTOGRAPHERS ASSOCIATION, to engage assistance, fix salaries, admit, suspend, or expel members and to do anything necessary and desirable in the conduct of the business of the Corporation in accordance with the by-laws and Rules and Regulations.

### Section 3. ELECTIONS

(a). The Board of Directors shall be composed of seven (7) Active or Honorary Life Members of the Corporation who shall be elected by ballot at each annual meeting in

such manner for a term of three years. No director shall be elected to serve more than two consecutive terms of three years.

(b). A nominating committee appointed by the President shall present its nominations for election to the Board of Directors prior to the Annual Meeting.

(c). Nominations for the Board of Directors may be made from the floor at the Annual Meeting of the Corporation.

Section 4. A regular meeting of the Board of Directors shall be held immediately following their election for the purpose of electing officers from among their own members.

Section 5. The President may, when he deems it necessary, or the Executive Secretary shall, at the written request of the majority of Board members, issue a call for a special meeting of the Board of Directors. Five days notice in writing shall be required for such special meetings.

Section 6. A majority of the Board of Directors shall constitute a quorum for the election of officers and all other business or purposes not otherwise provided herein. In the absence of the President, the Vice-President may preside; otherwise, the members present may choose a chairman for the meeting. A quorum shall consist of fifteen (15) active members.

Section 7. Any member of the Board of Directors absent from a meeting shall send a communication in advance to the President or Executive Secretary stating the reason for his or her absence, and the membership of the Board of Directors in attendance shall decide in each instance whether or not such absence is excusable. In the event there are three inexcusable absences on the part of any member of the Board of Directors, his membership on the Board shall be declared vacant.

Section 8. Any vacancies that may occur on the Board of Directors for any reason may be filled by the Board of Directors for the unexpired term.

#### ARTICLE IV - OFFICERS

Section 1. The officers of the Corporation shall be President, Vice-president, Secretary - Treasurer, and Executive Secretary and shall hold office for a term of one year or until their successors have been elected.

#### ARTICLE V - MEETINGS AND CONVENTIONS

Section 1. There shall be an Annual Meeting of the Corporation during the month of August, unless otherwise ordered by the Board of Directors. Written notice of such meetings shall be sent to each member of the Corporation thirty (30) days prior to the meeting.

Section 2. Special meetings of the Corporation may be called by the Board of Directors. Notice of any special meeting shall be given ten (-LD) days In advance of time, place, and purpose of the meeting.

Section 3. Fifteen (15) Active members in good standing shall constitute a quorum.

Section 4. Whenever, in the judgement of the Board of Directors, any question shall arise which it deems necessary to be put to a vote Of the active membership, and when it is considered it not expedient to call a special meeting for such purpose, the Directors may submit such mater, in writing, to the Active membership for a vote, and the question thus presented shall be determined by a majority of the signed votes received in the mail within two (2) weeks after being submitted to the membership for such vote, providing at least fifteen (15) Active members returned their votes.

Section 5. A minimum of ten (10) meetings in full charge of the Board of Directors, shall be held annually at such times and places and consisting of such programs as the Board may determine.

#### ARTICLE VI - COMMITTEES

Section 1. The President shall appoint all committee chairmen and may appoint any additional committees as necessary. The President may also appoint any committee chairman that he deems necessary and shall do so at the discretion of the Board of Directors.

#### ARTICLE VII - VIOLATION OF CODE OF ETHICS AND POWER TO TAKE DISCIPLINARY ACTION

Section 1. After a hearing as detailed in R-1 Rules and Regulations, the Board of Directors may take disciplinary action against any member for violations of duties of membership, or upon a member having been convicted, adjudged, or otherwise recorded as guilty by any court of competent jurisdiction, of a felony or misdemeanor involving moral turpitude. The manner of initiating a hearing and the nature of discipline is detailed and defined in R-1 Rules and Regulation, Code of Ethics.

#### ARTICLE VIII - MEETINGS AND CONVENTIONS - REGISTRATIONS AND FEES

Section I The Board of Directors shall determine, by majority vote, the manner of payment and the amount to be paid for registration fees, dues, banquet tickets, and other service charges at conventions and meetings.

#### ARTICLE IX - RULE OF ORDER

Section 1. In all questions of parliamentary practice not covered by these By-laws, Roberts Rules of Order shall prevail.

#### ARTICLE X - AMENDMENTS

Section 1. These By-laws may be amended, revised or repealed, in whole or part, by a two-thirds vote of the Active members present at any duly organized meeting of the Corporation; or by two-thirds vote of a constituted quorum when vote is by written ballot by mail, provided the proposed change is submitted in writing to the last recorded address of each Active member at least thirty (30) days before the change is to be considered.

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