

DPPA By Laws and Constitution Changes and Additions 2014

The Constitution and By Laws
The Detroit Professional Photographers Association

Article 1 – Name

The name of this association shall be the Detroit Professional Photographers Association. It shall be a nonprofit corporation organized and existing under the laws of the State of Michigan.

Article 2 – Purpose

The purpose of this association shall be to promote:

- A. Professional photography both as an art and profession
- B. The business and educational welfare of all its members
- C. Good fellowship and cooperation among all its members
- D. High ethical standard among all its members

Article 3 – Membership

Section 1 – Members of the Association shall be studio owners, employees, independent photographic image artist, students, and manufacturers and dealers representatives actively engaged in some capacity of professional photography.

Section 2 – There shall be (6) six classes of membership known as “Active”, “Associate”, “Sustaining”, “Life”, “Student”, and “Honorary”.

Section 3 – Active membership shall consist of owners and managers of photographic businesses engaged in Professional Photography, established in and according to the laws of their State or Province, to include but not be limited to the obtaining of all required business permits, sales tax license, and other requirements of the State or community. They must be actively and regularly engaged in the business of professional photography.

Section 4 – Associate Membership

- A. Shall consist of any employee of a professional photographic studio or processing function except that no part owner or corporate officer may hold associate membership unless the partnership or corporation is represented by an Active Membership holder.
- B. Associate members shall be the employees of an active member and must be actively and regularly engaged in the business of professional photography for that active member.

Section 5 – Sustaining membership shall consist of individuals, partnerships or corporation:

- A. Engaged in the manufacturing, importing, distributing, retailing and/or wholesaling or photographic equipment, materials, supplies and accessories.
- B. Engaged in the photographic processing services.

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Section 6 – Life membership may be granted at the sole discretion of the Board of Directors to:

Any person who has been a member of the Detroit Professional Photographers Association for at least 10 consecutive years and has attained the age of 65. The member must be nominated to the Board of Directors for consideration of granting Life Membership. Life Members do not have to pay annual dues and may attend all regular membership meetings. Life members may be nominated for election to the Board of Directors.

Section 7 – Honorary membership may be conferred by the Board of Directors upon members of the profession, manufacturer, salesmen or technical representatives for outstanding services rendered this association. An honorary member shall receive membership and guest privileges for one year.

Section 8 – Life, and Sustaining members shall be accorded all the privileges in the association except voting, or speaking on the floor during regular business sessions of the association, except when accorded the privilege by the presiding officer or when serving as a duly elected member of the Board of Directors.

Section 9 – Any person desiring to apply for membership shall fill out the application form provided by the association and submit with one year's dues to the association. Upon approval of the Board of Directors of the association, the applicant shall become a member.

Section 10 – The Board of Directors shall have the final decision regarding the acceptance or rejection of all memberships.

Section 11 – No member of this association shall enter into any agreement of any nature, whatsoever, the object of which is to restrain trade, limit production, circumscribe competition, regulate prices, distribute business, or perform any act which is contrary to law.

Section 12 – Student Membership may be granted, after application, to any person with valid post-secondary school identification for a period of no more than a total of two years. Student membership allows the student to attend all regularly scheduled meetings and competitions of the Detroit Professional Photographers Association. The Student Membership confers no voting privileges. Dues for Student Membership will be determined by the Board of Directors.

Article 4 – Board of Directors

Section 1 – A nominating committee shall be created in December with a former board member as its chairperson. They will seek qualified nominees for the Board of Directors from the current membership. They shall at the January and February regular meetings ask for and accept qualified nominations from the floor. All nominations shall be closed on the last day of February. To be eligible to serve as a Board of Director of the Association the member must have been a member in good standing for at least one year at the time they shall take office. The election to be held no later than the last day in April, either by regular mailed ballot or electronic means double ballot system at the Board's discretion.

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Section 2 – The Board of Directors shall be composed of 11 active and or associate members. The President may appoint, with board approval, to a three year term a sustaining member to serve as a vendor liaison and to perform what other duties as the President may require. Except that a sustaining member may not be an officer of the Board. The officers being the President, President Elect, Vice President, Secretary, and Treasurer, and Immediate Past President.

No more than Two (2) members from a single photographic business shall serve on the board at the same time.

Section 3 – The active, associate, and sustaining members of the board shall be elected for a three (3) year term. No board member can serve more than two consecutive terms.

Section 4 – The board shall hold regular meetings at least two weeks prior to the regular meetings of the association and special meetings at the call of the president.

Section 5 – The president shall call special meetings of the board at the written request of at least two (2) members of the board.

Section 6 – Every director shall be entitled to reasonable notice in order to give him ample time to attend all meetings. Reasonable notice is defined as a minimum of four (4) days.

Section 7 – At all the meetings of the board a majority of directors present shall constitute a quorum for the transaction of business.

Section 8 – Any member of the board who shall miss three (3) consecutive board meetings (unless prevented by illness or cause beyond his control which the board so finds) shall automatically cease to be a member of the board.

Section 9 - In the event of a vacancy caused by death, resignation or failure to appear at meetings as above provided, the remaining members of the Board, by a majority vote, shall elect a member to fill the unexpired term caused by the vacancy.

Section 10 – The Board of Directors shall have the power to hire an executive secretary. The job description and salary are to be determined by the board of directors.

Section 11 – Except as otherwise provided by law, a volunteer director of the Corporation is not personally liable to the corporation or its members for monetary damages for a breach of the director's fiduciary duty. The corporation assumes all liability to any persons other than the corporation or its members for all acts or omissions of a volunteer director incurred in the good faith performance of his or her duties as a director, occurring on or after the date this resolution is approved by the membership.

Article 5 – Officers

Section 1- The officers of this association shall be SIX (6)in number and shall consist of a President, President Elect, Vice President, Secretary, Treasurer, and Immediate Past President all of whom, except

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the Immediate Past President, shall be elected at the designated board meeting from among its members to serve until their successors are duly elected and qualified. A President may not succeed himself except when he is serving an unexpired term.

Section 2 - To be an officer, the member must have served at least one (1) year on the Board of Directors at the time he/she will assume office. In the event that there is not a qualified board member willing to be elected as an officer of the association the board may select another board member, who except for time served on the board, they deem qualified to serve as an officer and offer his/her name in nomination to be elected by the board as an association officer. In the event that there is still no current board member willing to be elected Vice President then the board may nominate for election a current association member who has served as president or as a board member of the DPPA, excluding the immediate past president who must remain off the board for at least one year. The President, President Elect and Vice President will succeed in line of office and will not be required to stand for reelection to the board. The immediate Past President to be a voting member of the board.

Section 3 – It shall be the duty of the President to preside at all meetings of the board and the association; to designate the time and place for special meetings; to cause the secretary to issue call therefore; and to do and perform the duties generally imposed upon like office of similar associations.

Section 4 – The President Elect shall perform the duties of the President during the President's absence or inability to serve. In case of vacancy in the office of the President caused by death or absence or inability to serve and in case of vacancy in the office of the President caused by death or resignation he/she shall become President of the Association for the unexpired term. The President Elect shall be in charge of programming.

Section 5 -The Treasurer shall collect and disburse of association monies and shall keep proper books and record of funds and properties of this association and shall upon taking office open a bank account in the name of the association. The President and the Secretary shall sign the authorization for said bank account.

Section 6 – The Treasurer shall on a monthly basis prepare an accurate and detailed statement of the association accounts with vouchers attached and shall present an annual report at the last board meeting of the year. An audit of the books is to be presented to the board approximately two months after the close of the fiscal year. The Treasurer shall be responsible for preparing and filing Federal tax returns and Michigan Annual Reports and to insure their timely filing. The Treasurer shall be bonded at the expense of the association.

Section 7 – The Secretary shall keep record of membership and all matters coming before the regular and special meetings and shall record the same in books provided for this purpose.

Section 8 – The secretary shall keep a record separate from the regular minutes of all changes of this constitution. A revised copy of the constitution containing any changes or amendments shall be made available to each association member.

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Section 9 – The Secretary and Treasurer shall each have the right to appoint any committees which they feel may be necessary to assist them in properly executing their duties.

Section 10 – Expenditures of association funds shall be approved by the majority of the board present at a board meeting.

Section 11 – All officers of the association shall deliver to their successors, within one month after the termination of their office, all books, records, funds and properties of the association.

Section 12 – The newly elected offices shall be installed at the annual banquet of the association and shall begin their terms of office and assume their duties immediately.

Article 6 – Committees

Section 1 – The President shall appoint all committees not otherwise provided in these By Laws.

Section 2 – The President shall appoint a nominating committee chairman, not of the Board of Directors, who in turn shall select a committee. All shall be Active or Associate members of the association.

Article 7 – Penalties

Section 1 – Complaints made by members of the association against other members shall be presented in writing to the board.

Section 2 – Any members may be suspended or expelled from this association by a two-thirds vote of the Board of Directors. The members in question, the complaining member and all members of the board shall be notified that this item of business is to appear on the agenda.

Section 3 – Said member may appeal and be entitled to a hearing upon written request to the board. The appeal can be made at a special or regular meeting of the board. Notification must be given as above.

Article 8 – Meetings

Section 1 – There shall be at least seven (7) regular meetings during the fiscal year of this association. Said meetings to be held at such time and place convenient to the members.

Section 2 – Special meetings of the association may be called by the President or by ten (10) voting members who shall direct their request in writing to the Secretary. Notice of such meetings must be mailed or electronically sent to each member ten (10) days before the date set. This notice shall state the business to be undertaken and no other business shall be considered.

Section 3 – At all regular or special business meetings of this association there shall be represented at least 25% of the voting members to constitute a quorum. A simple majority vote rules.

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Article 9 – Dues

Section 1 – The Board of Directors shall determine the manner of payment and the amount of the annual dues of members.

Section 2 – The annual membership of all members shall be for twelve (12) months, from August 1 to July 31.

Article 10 – Fiscal Year

Section 1 – The fiscal year of the association shall be from August 1 to July 31.

Article 11 – Rules of Order

Section 1 – In all question of Parliamentary Practice not covered by the Constitution, Robert’s Rules of Order shall prevail.

Article 12 – Special Business of the Board

The business of the Association is to be conducted at the regularly scheduled board meetings and or the regularly scheduled general membership meetings of the association each month. In the event that a decision of association business must be made before a regularly scheduled meeting the board, by majority vote, may choose to take a recorded vote on the issue by electronic means or phone conference. The specifics of the motion or action requiring the vote, and the specific voting of the board members, to be recorded in the next minutes of the board.

Article 13 – Amendments

Section 1 – The Constitution may be altered or amended at any regular meeting provided such a change or amendment by submitted to the secretary in writing and then presented to the membership at a previous meeting or mailed or sent by electronic means to the members at least ten (10) days prior to the meeting.

Section 2 – In no event may this Constitution or amendments the redo be suspended or abridged. It shall be understood that any or all references to “he”, “his”, “chairmen”, and “himself”, be recognized to also refer to “her”, “hers”, “chairwomen”, and “herself”.

Amended 6-17-2014

Amended 9-16-2014