

Arkansas Professional Photographers Association, Inc.

CONSTITUTION and BY-LAWS

(As amended at annual membership meetings through 2013)

CONSTITUTION

ARTICLE I

NAME

The name of this Organization shall be: Arkansas Professional Photographers Association.

ARTICLE II

PURPOSE

The purpose of the Association shall be the continual advancement of all phases of professional photography as an art and as a vocation through the cooperative efforts of its members.

ARTICLE III

Code of Ethics

Section 1. We shall endeavor to maintain a dignity of manner in our behavior, in the presentation of our photography and photographic services, in our appearance and that of our place of business, and in all other forms of public contact.

We shall at all times avoid the use of unfair competitive practices, as determined by any court of competent jurisdiction and related laws and statutes. We shall observe the highest standard of honesty in all our transactions, avoiding the use of false, confusing, inaccurate and misleading terms, descriptions and claims.

We shall at all times endeavor to produce photographs of a quality equal or superior to the samples we display, to apply our finest efforts toward providing the best possible photographic services and to play our part in raising the general standards of photographic craftsmanship. We shall show a friendly spirit of cooperation to our fellow professional photographers and assist them in time of need whenever possible. We shall share our knowledge with them and encourage them individually and collectively so that the status of professional photography may be constantly raised in the eyes of the public.

Section 2. We shall recognize the authority of the Arkansas Professional Photographers Association in all matters pertaining to this code, understanding that the membership of any person, firm or institution who violates or repudiates this code may be terminated, as set forth herein.

ARTICLE IV

Membership Classification

Section 1. There shall be seven classes of membership in this Association: Active, Life, Associate, Sustaining, Honorary, Student and Trial.

Section 2. Active Member shall be an individual who is an owner, co-owner, partner, department head or manager of an established professional photographic studio or is the head of a photographic department in a non-photographic institution or firm. Within this context, there may be more than one Active Member in a firm, institution or studio.

An Active Member shall be eligible to vote and hold elective office in the Association.

Section 3. Life Member shall be a member or former member who has been extended a Life Membership by the Board of Directors for long and faithful membership in and service to this Association.

A Life Member shall be eligible to vote and hold elective office in the Association, but shall not be subject to payment of dues or registration fees.

Section 4. Associate Member shall be an assistant or employee of an established professional photographic studio or of a photographic department in a non-photographic firm or institution. Members of the family of an Active Member may be Associate Members, whether engaged in professional photography or not. An Associate Member shall not be eligible to vote or hold elective office in the Association.

Section 5. Sustaining Members shall be a firm or representative of a firm selling photographic equipment and supplies or related service to the profession. A Sustaining Member shall not be eligible to vote or hold office, but may serve in an advisory capacity in Association affairs upon invitation. A Sustaining Member is subject to payment of dues and registration fees. Additional representatives of the Sustaining Member are not subject to payment of dues, but are subject to payment of registration fees.

Section 6. Honorary Members shall be any individual who has been extended an Honorary Membership by the Board of Directors as a reward for special or noteworthy service to this Association or to professional photography. An Honorary Member shall not be eligible to vote or hold office, but may serve in an advisory capacity in Association affairs upon invitation. An Honorary Member shall be subject to dues or registration fees.

Section 7.

Student membership shall be for students who are registered as a regular student in an accredited institution, college, university, or vocational school, which is approved by the board of the APPA, Inc. for a period of up to four (4) consecutive years, and providing that the applicant is not currently soliciting business for a profit in the field of photography.

Section 8.

A one time trial membership for a new applicant (has not previously been a member of the APPA) shall be for a period of six months, and include membership in the SWPPA. Trial membership holders shall not be eligible to vote or hold elective office in the association.

ARTICLE V

Board of Directors

The Board of Directors, hereinafter referred to as the Board, shall be the governing body of this Association.

Section 1. The Board shall be composed of five Regional directors and five Regional alternates, representing the five regions of Arkansas as set forth in the By-Laws: a President, a Vice President, a Treasurer and a Secretary.

A. Members of the Board shall be nominated and elected in accordance with the By-Laws at the Annual Membership Business Meeting of the Association and shall serve for one year or until their successors have been duly elected. The newly elected Board shall hold its first meeting immediately following its election.

B. Subsequent Board Meetings:

1. The Secretary, at the order of the President, shall notify all interested parties at least fourteen (14) days in advance as to the time, place and purpose of the meeting.

2. The President shall call a Special Board meeting upon written request of two or more Board Members or upon written petition of five or more Active Members, the meeting to be held within twenty days after receipt of such written request or petition.

C. Attendance of Board Meetings:

1. Board Members are obligated to attend all regular or called Board meetings. Any Board Member missing two consecutive meetings, without due cause, may be subject to dismissal from the Board by majority vote of the rest of the Board and the vacancy will be filled as set forth herein. The membership standing of a dismissed Board Member shall not necessarily be affected by such action.

a. In the event that it should be impossible for a Regional Director to attend a board meeting, it is his/her duty to properly inform the Alternate of that Region who shall attend and vote in his/her instead.

- b. Alternates are urged to attend all Board meetings possible, but their attendance is not obligatory, nor do they have a vote if their Director is present.
- 2. All Past Presidents shall be regarded as honorary members of the Board with the privilege of discussion and suggestion, but shall not have a vote, in matters brought before the Board.
- 3. All meetings of the Board shall be open to the entire membership. However, members shall not be entitled to participate in the procedures except through their Regional Directors, unless, in the view of the presiding officer, such participation would be advantageous on a particular matter before the Board. Such participation shall be limited to discussion and suggestion on that particular matter.
- 4. The Executive Director shall be an ex-officio member of the Board with the privilege of discussion and suggestion, but shall not have a vote, in matters of the Board.
- 5. The Executive Secretary shall be an ex-officio member of the Board with the privilege of discussion and suggestion, but shall not have a vote, in matters of the Board.
- 6. The Director of Delta School of Professional Photography shall be an ex-officio member of the Board with the privilege of discussion and suggestion, but shall not have a vote, in matters of the Board.

D. Vacancy of Office

- 1. Any Board Member who moves from the State of Arkansas or ceases to be engaged in professional photography shall be automatically relieved of his/her office.
- 2. If a vacancy occurs for any cause in the office of President, the Vice President shall succeed to the office of President for the un-expired term. In case of further vacancies, the order of succession shall be Treasurer, then Secretary.
- 3. If a vacancy occurs for any cause in a position of Regional Director, the Alternate for that Region shall automatically be advanced to the position of Director and a new Alternate from that Region shall be appointed by the President.

Section 2. The Board shall endeavor at all times to determine and carry out the expressed will of the membership, bearing in mind the best interest of all concerned. It shall be the duty of each member to make his/her will known to the Board through his/her Regional Director.

A. It shall be the responsibility of the Board to advise the membership from time to time as to the general state of the Association.

B. The action of the Board shall always be subject to review, and approval or disapproval of the membership.

C. Within these bounds, the Board shall have full authority to manage the affairs of the Association as they deem necessary, in accordance with this Constitution and By-Laws.

D. At any meeting of the Board, a majority shall constitute a quorum.

ARTICLE VI

Association Membership Meetings

Section 1. There shall be an Annual Convention, conditions permitting, to be held at a time and place and consisting of such programs as shall be determined by the Board. The Annual Membership Business Meeting shall be an integral part of the program to be conducted as set forth in the By-Laws and in accord with the general practice for such meetings.

A. Conditions permitting there shall be an Annual Print Exhibit in conjunction with the Annual Convention, to be under the direction of the Print Chairman (who shall be appointed by the President and approved by the Board) and conducted in accordance with the Rules for Annual Print Exhibition, as set forth in the By-Laws.

B. The Board shall have full authority to contract for such program talent and print judges as they deem necessary for a successful Convention and shall have authority to make reasonable financial commitments therefore.

Section 2. Regional Meetings or Seminars shall be held during the year at times and places and consisting of such programs as the Board may determine.

ARTICLE VII

Associate Fellow and Fellow of Photography Degrees

Exceptional ability and services to professional photography and to this Association shall be recognized by the awarding of degrees to individual members of this Association.

Section 1. There shall be three degrees, the awarding of which shall be attested to by the presentation of diplomas and insignia. The insignia shall be hung on a ribbon to be worn around the neck. A degree shall become effective at time of presentation and shall remain in effect as long as the degree holder retains his/her membership in the Association.

A. The Degree of Associate Fellow of Photography shall be awarded to individuals who have been members of this Association for three or more consecutive years prior to making application for the Degree and who meet the requirements outlined herein. To qualify for this degree, the applicant must have at least 25 Credits, of which at least 10 must be Achievement Credits.

B. The Degree of Fellow of Photography shall be awarded to individuals who have been members of this Association for five or more consecutive years prior to making application for the Degree and who meet the requirements outlined herein. To qualify for this Degree, the applicant must have at least 50 Credits, of which at least 10 must be Print Exhibition Credits and at least 20 must be Achievement Credits.

C. The Degree of Senior Fellow of Photography shall be awarded to individuals who have been members of this Association for five or more consecutive years and who have successfully attained the degree of Fellow of Photography and who meet the requirements outline herein. A ribbon to be awarded after a total of one hundred credits of which at least sixty credits must be achievement credits. Senior Fellowship will be designated by a red and black ribbon. A bar will be awarded each recipient for each twenty-five credits earned above the Senior Fellow of Photography Degree.

Section 2. Credits shall be earned as follows:

A. Achievement Credits shall be awarded for the service to the profession and to this Association. Credit shall be earned as follows:

1. For one year as Association President - 5 Credits.
2. For one year as Vice President; Secretary; Treasurer; Official Editor of The Tripod; Official Webmaster - 3 Credits
3. For one year as Regional Director -1 Credit
4. For each 5 years of membership in this Association - 1 Credit
5. Talent or Print Judge at a recognized photography convention -1 Credit
6. For one year as the Director of Delta School of Professional Photography - 3 Credits
7. For each new active member sponsored (retroactive to September 11, 1983) -1 Credit
8. For each year as Print Chairman - 2 Credits
9. For a member of print crew, print rack crew or any committee approved by the Board as submitted by the board -1 Credit
10. One year as Executive Secretary - 3 Credits
11. One year as Executive Director - 3 Credits
12. Seminar Chairman -1 Credit
13. For each article published in **The Tripod** without illustration - 1 Credit, With illustration - 2 Credits (with a maximum of three credits per calendar year).
14. Attendance at three APPA sponsored events during a calendar year -1 Credit.
15. Attendance at recognized PPA affiliated educational facility - 2 Credits. (The following schools will be considered, but not limited to these schools: **Delta School, Winona, Texas School**, etc., formal schools such as "PIT", "Brooks, and others will not be recognized). Members are to submit Photostat copies of PPA merit certifications or attendance certificates for verification - maximum six credits per calendar year.
16. Members who have earned the following degrees:
Master of Photography Certified Professional Photographer
Photographic Craftsman Photographic Specialist or other degrees presented by PPA - 3 Credits
17. Delegates to SWPA or PPA -1 Credit
18. Speaker at APPA Convention/Seminar - 2 Credits

B. Print Exhibition Credits shall be awarded for outstanding photographs in the Annual Print Exhibit of this Association.

1. Prints scoring 76-79 -1 Credit
- 2.. Prints scoring 80 or above - 2 Credits (No more than 12 prints credits in any one year may be earned.)

Section 3. An individual holding either the Associate or Fellow Degree may be awarded the other Degree, but not in the same calendar year.

Section 4. The following procedure shall be used in applying for Degrees:

A. A Committee of Degrees consisting of the Immediate Past President as Chairman and three additional members shall be appointed by the newly elected President to serve for one year.

B. A member who has earned the required number and type of credits for a Degree, and is otherwise qualified, shall submit a written application listing and attesting to same.

C. The Committee of Degree shall meet shortly before the Annual Convention to consider all applications received and shall, after due deliberation, submit a recommendation on each applicant to the Board of Directors. The Board of Directors shall be empowered to approve or disapprove any or all awarding of Degrees by majority vote.

D. Conditions permitting, the presentation of the Degrees shall be a part of the Annual Awards Banquet program. Otherwise, the awarding shall be made as the Board shall decide.

ARTICLE VIII

Fiscal Year and Membership Year

The Fiscal Year of this Association shall be July 1 to June 30. The membership year shall be January 1 to December 31 and dues are payable in January for the current calendar year.

ARTICLE IX

Rules of Order

In all matters of parliamentary procedures not covered herein, Roberts Rules of Order shall prevail.

Article X

Amendments to the Constitution

This Constitution may be amended as follows:

Section 1. A written petition signed by five or more Active or Life Members and a copy of the proposed amendment shall be submitted to the Board of Directors for their consideration. If they deem it to be in order, copies of the proposed amendment shall be printed and mailed to all members of record at least three weeks prior to the next Annual Membership Business Meeting, at which time it shall be placed on the agenda for action by the membership.

Section 2. A two-thirds vote of the Active and Life Members present at that Meeting shall be required to pass the amendment.

Section 3. If the amendment is passed, the President shall direct that new copies of the Constitution, as amended, (or copies of the amended portion only, at the option of the Board), shall be printed and distributed to all members of record at the earliest possible date. New members shall be supplied with a current copy of the Constitution as a part of their credentials. This Constitution and any By-Laws adopted hereunder and not in conflict herewith shall be the sole governing documents of this organization and all previous Constitutions and By-Laws are hereby repealed, whether in conflict herewith or not.

BY-LAWS

ARTICLE I

Enforcement of the Code of Ethics

The membership of any member who repudiated or violates the Code of Ethics may be terminated by action of the Board of Directors, as follows:

Section 1. A written complaint of a violation shall be filed with any Board member. At its next meeting, the Board shall conduct a thorough investigation.

Section 2. If the evidence indicates a violation, in the majority opinion of the Board, the President shall communicate in writing with the accused member who may, upon presentation of a suitable explanation, apology and written assurance that the offense will not be repeated, be retained as a member in good standing.

Section 3. If a second complaint, accompanied by evidence of a successive violation, is received against the same member, it shall be investigated by the Board. If the member is found guilty, in the majority opinion of the Board, the President shall notify the member that his membership has been terminated. The former member shall forfeit all remaining Dues and shall be prohibited from further display or use of all Association identification, emblems or insignia.

ARTICLE II

Election Procedure for Board of Directors

Section 1. Officers: Prior to the Annual Membership Business meeting the President shall appoint a nominating committee of not less than three Active or Life Members whose duty it shall be to recommend one Active or Life Member in good standing for each of the following offices: President, Vice President, Treasurer, Secretary, and as necessary, Arkansas Professional Photographers Association delegates to the Professional Photographers of America and to the Southwestern Photographers Association. The committee shall ascertain from each selected member that the member is agreeable to the nomination and shall, if elected, serve to the best of his/her ability.

At the appropriate time during the course of the Annual Membership Business Meeting, the chairman of the committee shall report the recommendation for each office to the membership. The chairman shall then make a motion That the report of the nominating committee be accepted and the names contained in the report be placed in nomination for the offices. The President shall call for a second to the motion. If seconded, the motion shall be voted on and, if passed by a majority, the names shall be placed in nomination.

The President shall then call for nominations from the floor for each office in turn. If such nominations are made, they shall not require a second and shall be placed in nomination. Election shall then proceed, by secret ballot if there is more than one nominee for any office, being decided by a majority of Active and Life Members present.

Section 2. Regional Directors and their Alternates. The State shall be divided into five regions for representation purposes.

Four regions shall be determined by the Arkansas border and lines running due east and west, north and south through Little Rock.

These divisions shall be known as Northwest Region, Northeast Region, Southeast Region and Southwest Region. The fifth division shall be Pulaski County, which shall be known as Central Region.

At the appropriate time during the Annual Membership Business Meeting, the members shall divide into five groups, according to the Region of their residence. Each group shall elect an Active or Life Member in good standing from their Region to serve as Regional Director and another to serve as Alternate Director.

The members shall then reconvene and the President shall call for the announcement from each Region of their elections.

ARTICLE III

Duties of Board Members

Section 1. President. The President shall preside at all meetings of the membership and the Board and shall be an ex-officio member of all committees; shall designate the time and place for Board meetings; shall receive and approve or disapprove all bills presented for payment; and shall perform all other general duties of the office, under the direction of the Board.

Section 2. Vice President. The Vice President shall perform the duties of the President in case of the President's absence or inability to serve. The Vice President, or his appointee, shall serve as the convention chairman for the annual convention. He shall serve as Loan Collection chairman.

Section 3. Secretary- The Secretary shall serve as the recording secretary responsible for recording minutes of all business meetings including the Board of Directors meetings and annual membership business meetings. He shall mail to all board members copies of the Board meeting minutes within ten (10) days following each meeting. He shall be responsible for mailing notices of Board and prepare, in cooperation with the President, an agenda for said meetings. A copy of the agenda shall be included with the notice of the meetings. He shall make available to the membership in printed or electronic form the minutes of the annual membership business meeting. The Secretary will be available to assist the Executive Director at the registration table at the annual state convention.

Section 4. Treasurer. The Treasurer shall be responsible for the trade show at the annual state convention. He shall be available to assist the Executive Director in collecting fees at seminars and shall be the Chairman of the Audit Committee.

Section 5. Executive Director. The Executive Director shall be responsible for the Association funds, financial records, annual billing for membership Dues, operation of registration procedures at membership meetings, including collection of Fees and Dues and the proper recording of the same. He shall be prepared to submit a financial statement from time to time at the request of the Board. He shall sign membership cards and checks in payment of Association expenses, and shall be prepared to make purchases for general expenses subject to approval at the next board meeting. He shall submit an annual financial statement to an auditing committee at the end of the year and shall make this report available to the membership in printed or electronic form after it has been audited. He shall not be subject to dues or convention fees and shall be paid an annual fee, with the amount to be set by the Board. He shall be appointed by the Board for a one-year term to coincide with the fiscal year.

Section 6. Executive Secretary. The Executive Secretary shall be responsible for all credits earned by membership of the Association. He is to keep an accurate record of all credits earned. He is to notify all members of the accumulation of credits earned for degree consideration no later than January 31 of each year. He is also to assist the Executive Director at all seminars and conventions. He shall be appointed by the Board for a one-year term to coincide with the fiscal year.

ARTICLE IV

Membership Application Procedures

Section 1. ACTIVE AND ASSOCIATE MEMBERSHIP.

A. An official Application for Membership Form will be supplied upon request to the applicant, who shall fill out and sign the Application, along with the Code of Ethics agreement and supply a copy of the business' Arkansas or applicable sales tax permit. Applicants shall pay dues by either a check or credit card via the application form on the official APPA Website and mail or deliver the required documents and fees to the Executive Director.

B. Upon tentative approval of the board, the application shall be published to the membership. At the end of 5 business days, if no objection has been received, the Applicant shall be notified by the Executive Director, in letter form, of approval for Membership and will receive a logo bearing the Association Emblem, Certificate of Membership, a Membership Directory and a Code of Ethics, included in a current copy of the APPA Constitution and By-Laws.

Section 2. NON-MEMBER. Non-Member status as directed by the APPA Board shall be issued to a prospective person interested in attending an APPA function. **A.** An Association Member who knows the non-member shall vouch to the integrity and potential membership qualifications of the individual.

B. The individual shall pay current Registration Fees, for which a separate receipt shall be made. An official Application for Membership Form shall be given to the individual for later use.

Section 3. OUT OF STATE VISITORS.

A. An out of state individual arriving at a Meeting Registration Desk who can show evidence of current membership in his/her state association shall be welcomed and admitted upon payment of Registration Fee only.

B. An out of state individual who is not a member of his/her state association shall be regarded as a Non-Member as outlined in Section 2.

ARTICLE V

Dues and Registration Fees

Section 1. The amount of Annual Dues shall be set by the APPA Board, as well as, all due dates and other payment dates. The Executive Director shall mail statements prior to January 1 to Active, Associate and Sustaining Members. Members who have not paid by February 1 shall be considered delinquent and subject to being removed from the Membership Roll by the Board.

Section 2. Registration Fees for Membership Meetings shall be set by the Board, as necessary. Life and Honorary Members and dependent children of members shall not be required to pay such fees.

ARTICLE VI

Rules for Annual Print Exhibit

Section 1. The Annual Print Exhibit shall be under the direction of the Print Chairman and shall be handled by a Print Committee appointed by the President. The Print Committee shall have the authority to decide any question not specifically covered by these rules.

The print judging shall be open to the eligible membership; however, no word, gesture or action which might tend to influence or distract the judges shall be permitted. Illumination at the viewing position shall conform to the current standard for PPA judging and other PPA Print Rules shall be followed to the extent that APPA prints could be sent on to PPA, should the maker so desire.

Section 2.

A. Eligibility. Any Active, Life or Associate Member of this Association may enter. Out of State photographers may submit prints provided that, in a given year, the Board has decided to have an Out of State Category and provided that all other Rules are met by the entrant.

B. Prints. Prints entered in previous APPA competition and accepted for hanging are not eligible. All previous ribbons or seals must be removed from the face of the print. No title or name of maker may appear on face of the print. All clips, hooks or other devices for hanging must be removed from back of prints. All prints must conform to Professional Photographers of America standards and sizes.

The following identification shall be on the back of the mount: Name of maker, name of studio or firm, street address, city, state and zip code, title of entry (untitled prints will not be judged) and category in which the entrant wants the print to be judged.

Pertinent information regarding print rules, entry forms and print labels shall be made available to the membership in printed and/or electronic form no less than 90 days prior to the competition.

C. Entry Fee. There shall be an Entry Fee for each Member submitting prints. The Fee shall be set by vote of the membership at the Annual Membership Business Meeting. A check or money order in the proper amount shall be enclosed with the prints of each entrant, made payable to the Arkansas Professional Photographers Association.

D. Number of Prints and Categories. Due to changing conditions from year to year, the Number of Prints permitted per entrant and the Categories in which prints are to be judged shall be decided by the Board of Directors and reported at appropriate times to the membership.

E. To facilitate handling, all entries should be in fiber salon cases. Any entries received in other packaging shall be done so at the Member's own risk and the APPA shall not be responsible for damage caused by handling, storage, or other actions by the print committee while said prints are in the possession of the print committee; only one entrant's prints per case. All entries must be received at the Place and prior to the Deadline as published in **The Tripod**, to be eligible for judging.

F. Print cases shall be sent postage paid or otherwise delivered at the entrant's expense. Print cases not picked up at the end of the Convention will be returned to the entrant collect.

Section 3. All Print Rules, generally contained herein, and published later in an edition of **The Tripod**, must be adhered to for entries to be eligible for judging.

ARTICLE VII

Delta School

The name of the school shall be: "Delta School of Professional Photography" Hereinafter referred to as the "School"

Section 1. MISSION STATEMENT

"To provide a quality educational environment in a facility within the Delta region which is easily accessible to professional and aspiring photographers; a Professional Photographer of America (PPA) Continuing Education affiliated school which will accommodate all areas of photographic imaging."

Section 2. ORGANIZATION AND OBJECTIVE

Organization

- a) The School is a wholly owned subsidiary of Arkansas Professional Photographers Association (hereafter known as APPA).
- b) The School is organized to operate educational courses in professional photography and photographic imaging.
- c) The School will receive and administer funds and property for the above stated charitable and educational purposes.

d) The School shall operate in such a manner as to provide quality education at the lowest possible cost to the student and to advance professional photography in all its disciplines.

Objective

a) The objective of the School shall be accomplished by careful management of the funds and assets of the School and through the volunteer efforts of the Trustees, student assistants and such other persons as may volunteer their time and efforts needed to make the School operate successfully.

b) The School shall not adopt any practice, policy or procedure, which would result in the discrimination on the basis of race, religion, sex or national or ethnic origin.

c) No part of the net earnings of the School shall inure to the benefit of, or be distributed to the Trustees, officers or other private persons, except that the Trustees shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

d) Upon the dissolution of the School, the Trustees shall, after paying or making provision for the payment of all liabilities of the School, dispose of all the assets of the School under the direction of the Board of Arkansas Professional Photographers Association (hereafter referred to as the Board).

ARTICLE VIII

By-Laws Amendments

These By-Laws may be amended by a two-thirds vote of Active and Life Members present at the Annual Membership Business Meeting. New copies of the By-Laws, (or copies of the amended portions, at the option of the Board), shall be printed and distributed to all members of record at the earliest possible date. New Members shall be supplied with a current copy as part of their credentials.