

PROFESSIONAL PHOTOGRAPHERS OF NEBRASKA



PROFESSIONAL PHOTOGRAPHERS OF NEBRASKA BYLAWS

APPROVED BY THE BOARD OF DIRECTORS ON JANUARY 22, 2024

EFFECTIVE JANUARY 29, 2024

ARTICLE 1—MEMBERSHIP

Section 1. The membership of this Corporation consists of such individuals, firms, partnerships, corporations, and institutions as may be eligible under the various classes described in this Article; same shall apply for the membership through an application form, as described below and in Article 12 of these by-laws. Such application shall be provided by the Corporation. All members in all classes of membership shall subscribe to the "Code of Ethics" of this association and shall so state in writing on the application form. Any individual or business found to have an ethics complaint on file that has not been addressed to the satisfaction of the ethics committee shall not be eligible for any type of membership in the Organization.

Section 2. There shall be four (4) classes of membership as follows: a. Active, b. Supplier, c. Life, and d. Student.

Section 3: Active Membership:

- a. May be held by any individual whose business or occupation consists of the making of photographs; a service specialist (those who provide handicraft services to the profession); and other individuals who meet the requirements for Active Membership and attests to same on application. Active members need not be Nebraska residents.
- b. An active member who is a Nebraska resident or within 25 miles of Nebraska border may hold an office and serve on the Board of Directors.

Section 4: Supplier Membership may be held by:

- a. Manufactures or distributors of photographic equipment, printers, publishers, and firms and individuals providing services and supplies to the photographic industry.
- b. Supplier members may attend events and activities of the Corporation and shall, as a reflection of their contributions to the Corporation in the form of dues paid and services performed, be exempt from paying registration fees. The supplier member shall be provided one meal ticket for the event or as otherwise prescribed by the Board.
- b. Up to three (3) persons may be admitted to events and activities under one supplier membership. Additional personal must pay applicable fees unless an exemption is granted by the Board of Directors.
- c. Supplier members may actively solicit business from other members at any event or activity of the Corporation.
- d. Supplier members shall receive all publications of the Corporation and shall also receive one copy of the annual membership list of the Corporation.

Section 5: Life Membership may be held by any individual, group, firm, corporation, or other entity.

- a. Such individual, group, firm, corporation, or other entity must first be proposed for Life Membership by any member of the Corporation in good standing to the Board of Directors, either in writing or verbally. The Board of Directors shall consider said proposal at their next regularly scheduled meeting taking the following into consideration:
- b. The proposed for life membership has provided outstanding service to or for the Corporation over an extended number of years.
 1. In the form of financial support, or
 2. in the form of service to the Corporation, or
 3. in the capacity of an officer or employee of the Corporation.
- c. After due consideration, and upon a two-thirds vote of the Board of Directors, the proposed shall either be awarded or denied life membership.
- d. Those awarded life membership shall be so notified by the membership chair-and recognized at the next following conference.

Section 6: Student Membership: Student member shall be any student studying photography in a qualified high school, trade or vocational school or college photography program. Student members do not have a vote on the matters of the Corporation. They may however volunteer to work with the Board and earn the appropriate service credit toward their PPofN degrees.

Section 7: Out-of-state Membership:

Individuals within the United States may join the Corporation as active members at the same cost as Nebraska members. Members who live or operate within Nebraska, or within 25 miles of the Nebraska border, may also hold positions on the Board of Directors.

Section 8: Presidents of PPA community networks from other States shall be privileged to attend events and activities as guests of the Corporation paying only for their meals and lodging. Spouses of guest officers shall pay registration fees unless exempted by the Board of Directors.

ARTICLE 2—ANNUAL BOARD MEETINGS

Section 1: Annual meetings of the members of the Corporation shall be held following the annual conference, but before May 31st of each year.

Section 2: The annual Board of Directors meeting shall be held at the designated time and place for the qualification and installation of the directors of the Corporation. Election of said

directors is to be held by ballot with voting to be executed by direct mail, by electronic ballot, or by any other means determined by the Board-

Section 3: All committee-chairs shall submit complete and detailed written reports covering their individual activities for their term of service. These reports shall be made available to members of the Corporation.

Section 4: Special meetings of the membership may be called by the President at such times and places as said Board of Directors may designate.

ARTICLE 3--DUES

Section 1: The Board of Directors shall fix the cost of dues to be paid by the various classes of membership.

ARTICLE 4--BOARD OF DIRECTORS

Section 1: The Board of Directors holds full authority to govern the affairs of this Corporation. Each elected member of the Board of directors shall solemnly uphold the Articles of Incorporation; shall diligently abide by the rules and regulations as set forth in the by-laws of this Corporation; and shall, by their own initiative, take an active role in furthering the cause of the organization.

Section 2: The number of Directors constituting the Board of Directors of this Corporation shall be determined by the President but in no case shall the number be less than five (5) nor more than thirteen (13) as established in Article VI of the Articles of Incorporation.

Section 3.: Members to be eligible for election to the Board of Directors, shall hold active membership in the Corporation. The method of nominating members for the Board of directors shall be defined in these by-laws under Article 9.

Section 4: The Board of Directors shall set a budget that reflects anticipated income and fixed and variable expenses of the organization.

Section 5: The President has the authority to appoint a temporary director to fill a vacancy until the next election opportunity allows for that vacancy to be permanently filled.

ARTICLE 5--OFFICERS

Section 1: The officers of the Corporation shall be elected by the directors and shall consist of:

- a. President
- b. Vice-President/President Elect
- c. Treasurer
- d. Secretary

Section 2: One person may hold any two offices concurrently, except the offices of President and Vice-President.

- a. The officers shall be elected to serve a one-year term, or until their successors are elected and installed.
- b. Executive Board members will have their terms extended on an annual basis up to and including their presidential year of service.

Section 3: The method of electing the Officers shall be outlined in detail under Article XVI of these by-laws.

Section 5: A vacancy in any office of the Corporation shall require an immediate special meeting for the purpose of electing a new officer to fill the un-expired term.

ARTICLE 6--FISCAL YEAR

The Fiscal year of this Corporation shall begin on the first day of April and end on the thirty-first day of March of the following calendar year.

ARTICLE 7--SIGNATURE AUTHORITY

When so authorized by the Board of Directors, the President and Secretary shall have the authority to sign all notes, mortgages, bonds, and other evidence of indebtedness pertaining to the business of the Corporation, both signatures being required to bind the Corporation.

ARTICLE 8--COMMITTEES

Section 1: The President shall appoint a Chair to head each of the following standing committees. The chair shall serve for one year or until their successor is duly appointed.

Section 2: The President may, at their discretion, create such special or temporary committees to be headed by the chair of their choice to fulfill Corporation needs not otherwise covered by the standing committees.

Section 3: The chair of each committee must hold active, membership in the Corporation, may recruit any number of members to assist them, shall be subject, always, to the direction of the Directors and President, shall submit periodic reports as requested and shall prepare a comprehensive written report as prescribed.

Section 4: The following standing committee positions shall be assigned to non-officer directors, who may in turn recruit non-Board members to assist them in their duties. In return, the non-Board members shall receive service merits for their work.

- a. **SPONSORSHIP** shall be responsible for maintaining and obtaining new vendor sponsors throughout the year.
- b. **EDUCATION** shall be responsible for contacting and recruiting speakers and programs for the annual conference and workshops. This position will work closely with the Sponsorship director to coordinate through vendor partner for sponsored speakers.
- c. **PUBLIC RELATIONS AND MARKETING** shall be responsible for marketing and ongoing public relations of the organization.
- d. **MEMBERSHIP** shall be responsible for the recruitment and retention of new and existing members. The director shall be assisted by all members of the Board.
- e. **FELLOWSHIP** shall be administered by a chair who is appointed by the President.
- f. **ETHICS PROGRAM** shall be administered by a committee appointed by the President.
- g. **SCHOLARSHIP PROGRAM** shall be instituted and operated by the Corporation to provide continued educational opportunities for the membership. It shall be administered by a chair who is appointed by the President.
- h. **NOMINATIONS AND ELECTIONS** shall have the responsibility of conducting all elections for the Corporation in a manner demonstrating utmost fairness and equity.

- i. **PRINT CHAIR**, a position that may be off the Board, is responsible for making all the necessary arrangements associated with promotion and execution of print competition. The print chair shall report to a designated director of the Board if the print chair is not currently a director of the Board.

ARTICLE 9--NOMINATIONS AND ELECTIONS

Section 1: The committee on Nominations and Elections shall have the responsibility of conducting all elections for the Corporation in a manner demonstrating utmost fairness and equity in the discharge of their duties as set forth in the following sections of this article.

Section 2: Nominations and Elections of directors shall be as follows.

- a. The committee shall publicize the time-period for nominations to all members in proper and sufficient time to receive nominations during the prescribed time period.
- b. Any member of the Corporation may nominate another member, for the Board by notification in writing to the chair-of the Nominations and Election Committee.
- c. Nomination of a current director/officer for a second/third term as director of the Corporation must be made by one of the current officers of the Corporation.
- d. The chair shall notify each nominee and request acceptance or rejection in writing.

ARTICLE 10--OFFICIAL PUBLICATIONS

Section 1: The Corporation shall maintain an official website and utilize other means of communication to keep the membership informed of events and activities of the Corporation, and to advance the profession of photography. In addition, a President's report that summarizes the activities of the organization, shall be produced annually.

Section 2: The chair of the committee on public relations shall make a full and detailed annual report to the Board. They shall also make periodic reports as may be requested by the President and/or the Board of Directors.

ARTICLE 11--MEMBERSHIP COMMITTEE & CHAIR

Section 1: The membership committee shall initiate their own program and devices in any campaign to obtain new members.

Section 2: The chair or designated member of the committee shall provide membership applications to all who request them, receive completed applications for membership, and process them.

Section 3: It shall be the duty of the membership chair to maintain a current membership list.

Section 4: The membership chair shall ensure that the membership data is up to date and accurate.

Section 5: The membership chair shall make a detailed written report as outlined under Article 14 of these by-laws.

ARTICLE 12--MEMBERSHIP APPLICATION

Section 1: An application for membership in the Association shall be designed by the membership committee.

Section 2: The Application for Membership shall contain a written statement showing the types of membership and the requirements for each, as well as a signed statement by the applicant that they will, if accepted for membership, abide by the applicable rules and ethics provisions of the organization.

Section 3: Any person who has applied for membership in the association, and has no ethics complaints pending, shall be granted temporary privilege to attend conventions or seminars while their application is in process. No other benefits or privileges shall be accorded the applicant until such time as their membership application is approved.

ARTICLE 13—WORKSHOPS AND CONFERENCE

Section 1: When conditions warrant, workshops and other educational opportunities shall be held at such times and places as the Board of Directors may designate. The Board of Directors shall have full charge and control of said conference, including any arrangements made by the chair of the conference committee.

Section 2: The Corporation, from time to time, shall conduct, sponsor, and promote workshops to further benefit the membership as a whole; the Board of Directors shall have full charge and control of such programs.

ARTICLE 14--FISCAL YEAR REPORTS.

Section 1: The chair of each standing committee, as well as any special committees, shall make a complete and comprehensive written report covering their committee activities, including an itemized summary of all financial transactions during his appointed fiscal year; shall have this written report in the hand of the President no later than the annual meeting who in turn, shall include these reports with his own fiscal year report to the Board of Directors.

Section 2: The Treasurer shall prepare a complete and comprehensive written report covering his duties and responsibilities of his office during his term; shall have this written report in the hands of the President, no later than the annual meeting, who shall in turn publicize this report to all present at the Annual membership meeting. The Treasurer shall specifically include, among other things listed, a statement of the assets and liabilities, showing the financial condition of the Corporation; a statement of financial activity for the fiscal year; an opinion of real and material properties, held by the Corporation, as to its value and condition; a separate statement for each event or activity of the Corporation showing income and expenses.

Section 3: The Secretary shall prepare a complete and comprehensive written report covering their fiscal year showing his duties and responsibilities; shall have this written report in the hands of the President no later than the annual meeting, who in turn shall publicize same to all present at the annual membership meeting. Among other things, his report shall specifically include: a summary of memberships, number of meetings held, voting tabulations, and number of amendments enacted; a full description of all activities, including any income and expense, incurred in his position as liaison officer in directing affiliations with other groups.

Section 4: The Past President shall prepare a complete and comprehensive report covering their activities during their term and deliver same to the President no later than the annual meeting, who in turn shall publicize this report to all present at the annual membership meeting, and shall include among other things, specifically; complete reports on any seminar, workshop, convention, clinic, or other activity conducted under their leadership, and shall include a report covering all phases of planning & execution of the event, along with speaking contracts, schedules, attendance figures, budgets and comments.

Section 5: After presentation, at the annual meeting, all reports in their entirety shall be correlated by the President and presented to the Board of Directors for approval at their first meeting following the annual meeting. Upon acceptance by the Board of Directors, the Secretary shall file same in the permanent records of the Corporation and prepare a digest of same including a statement of the financial condition of the Corporation. Upon approval of this digest by the President, the Secretary shall cause same to be published as an addendum to the Official Minutes of the Board of Directors meeting and in the next issued official publication of the Corporation.

ARTICLE 15--AFFILIATIONS

Section 1: The Board of Directors shall have authority to obligate the Corporation, in accordance with, and limited by the Articles of Incorporation and these by-laws, in affiliating this organization with the Professional Photographers of America, Inc. (PPA), or any other group or association, in which the objects and purposes of such affiliations shall be a direct benefit to the entire membership of the Corporation.

Section 2: The Board of Directors shall vote annually in approving all affiliations with any other group; shall designate the Secretary to act as liaison officer between this Corporation and all other affiliated groups, unless specifically designated otherwise within these by-laws, and shall further direct the Secretary to take complete charge in dispensing the obligations incurred by this Corporation upon the involvement of such affiliations.

Section 3: The Secretary may appoint any number of members to assist them in executing their duties in directing these affiliations; shall prepare any reports or accounting of activities immediately upon the request of the Board of Directors.

Section 4: All financial transactions between this Corporation and any other affiliated group shall be reviewed and approved by the Board of Directors.

Section 5: The Secretary shall make a complete and comprehensive written report covering each separate affiliation, including activities and financial arrangements for the fiscal year; such report to be completed as outlined under Article 14 of these by-laws.

ARTICLE 16--EMBLEM

Section 1: The Board of Directors may authorize the creation of a device to symbolize "Photography" with the "Professional Photographers of Nebraska, Inc."

Section 2: This device or emblem shall then be issued to its members under a controlled distribution method.

Section 3: The Board of Directors shall establish rules and regulations as to the use of the corporate emblem; and further to establish regulations covering violations in the use of the emblem, including appropriate penalties.

ARTICLE 17--HONORS AND AWARDS

Section 1: The Board of Directors may establish honors and/or awards for the Corporation members and others in recognition of exceptional and outstanding ability in photography and/or its allied arts; in recognition of outstanding services to or for this Corporation; and shall establish the rules and regulations governing the bestowal of these honors and awards.

Section 2: Upon establishment of any honors and/or awards by the Board of Directors, the formulation of rules and regulations governing the bestowal of said honors and awards; it shall be the duty of the committee on Education, Standards and Honors to carry out the required regulations as set forth by the directors and to bestow any such honors and/or awards upon the recipients.

Section 3: The Print Chair shall keep proper records of these recognitions and make a complete report to the President and/or Board of Directors upon request.

Section 4: The Board of Directors may, at its option, delegate the provisions of this article to one or more boards or commissions. In the event that these provisions are delegated to a board or commission to administer; that board or commission shall establish their own operating procedures, subject to the approval of the Board of Directors; shall be responsible for all record keeping; and shall file periodic reports to the Board of Directors as requested; and shall compile an annual report as prescribed in Article 14 of these by-laws, which report shall specifically include a review of their activities, procedures, and action of the fiscal year in addition to other things.

ARTICLE 18--REMOVAL OF MEMBERS

Section 1: Any member of this Corporation who deliberately undertakes any activities to undermine, discredit, or legally entangle the Corporation; or who is found to have violated the "Code of Ethics" shall be unworthy of "membership in good standing" in this association.

Section 2: Anytime charges are preferred against a member for actions described above, disciplinary procedures as outlined in "Roberts Rules of Order" for offenses in or outside a meeting must be followed. Upon return of a guilty verdict, the Board of Directors shall have authority to impose any or all of the following remedies.

- a. Revoke said members membership in the Corporation for a period of time deemed appropriate in relation to the seriousness of the offense.
- b. Bar said member for attendance at activities or events of the Corporation for such period as is appropriate.
- c. Revoke any or all said members credits towards any degree, honor, or award.
- d. Take any other action, including legal action, against said member as may be deemed appropriate for the seriousness of the offense.

Section 3: At the option of the Board of Directors, any member who has had their membership revoked, may be entitled to a refund of any unused portion of the current year's membership dues, or the Board of Directors may elect to make the action effective at the beginning of the next fiscal year.

Section 4: In any trial committee proceeding, the Board of Directors and officers shall set as the trial committee with the President and Vice President serving as Trail Managers and the Immediate Past President as the chair.

ARTICLE 19--REMOVAL OF OFFICERS AND DIRECTORS

Section 1: Any officer, director, or trustee who fails to perform their duties as prescribed in the by-laws, shall be deemed unworthy of their position within the Corporation and may be removed from their position within the Corporation by a majority vote of the directors by secret ballot. Further they may be subject to the provisions of Article 18, section 2 above.

Section 2: Any vacancy created by the removal of any officer or member of the Board of Directors shall be fulfilled as prescribed in other articles of these by-laws, concerning vacancies on the Board of Directors.

ARTICLE 20--RULES OF ORDER

Section 1: In all questions of procedure not specifically covered by these by-laws, the current edition of "Roberts Rules of Order" shall prevail.