

CONSTITUTION AND BY-LAWS

South Plains Professional Photographers Association, Incorporated

AKA West Texas Photographers

rev. 8/18/2020

Article I: Name

The name of this organization shall be the South Plains Professional Photographers Association Incorporated; also known as West Texas Photographers or WTP.

Article II: Purpose

The purpose of the South Plains Professional Photographers Association, or WTP, shall be:

- to advance photography in all its branches both as an art and a profession
- to raise awareness of our standing as an organization of excellence and as an active affiliate of Professional Photographers of America
- to promote, foster, and maintain cordial relations, cooperation, and interchange of thought and opinion among its membership

Article III: Membership

Section 1: Membership in this organization shall be open to all persons who practice the craft of photography, either professionals or enthusiasts, and employees of allied services.

Section 2: Available are the three following membership types: Annual Member, Student Member, and Vendor Member.

Section 2A: Annual membership shall be extended to any devotees of photography desiring entrance and paying membership fees in full.

Section 2B: Spouses or significant others of Annual Members may attend regular events as a guest at no charge, provided they are not actively employed by a photographer. Spouses acting as a photographer or photographer assistant shall be expected to become an Annual Member.

Section 2C: Student memberships may be extended to bona fide students of photography at both the secondary and college level. Student members cannot hold a Board of Directors position, hold office, or vote.

Section 3: Vendor membership shall be extended to all manufacturers of photographic supplies, equipment or products, photographic wholesalers, or retailers.

Section 4: The Board of Directors may bestow honorary lifetime membership and relief from payment of dues to any member by majority vote. Honorary members have all privileges as Annual Members.

Article IV: Dues

Section 1: The WTP Board of Directors holds the authority to establish annual dues and event fees, as well as manner of collection.

Section 2: Annual dues shall be payable in full upon joining the organization and cover a period of 12 months, beginning at the month joined.

Section 3: Annual dues must be paid within 30 days of joining to maintain membership and be considered in good standing. Failure to remit dues shall be cause for removal from the membership list and web site and to be disqualified from any Association events.

Article V: Officers and Board of Directors

Section 1: The Board of Directors (known hereafter as 'Board') conducts official business of the Association.

Section 2: Officers of the Board shall be persons who have been Annual Members in good standing for one year. 'In good standing' is defined as a member who attends a minimum of three WTP events per year, other than the Christmas party, and has paid dues in full on time.

Section 3: All Board members shall be available to serve in any capacity as needed and will serve a one-year term. The Board is elected at the Annual Meeting.

Section 4: A Board meeting exists with a quorum, constituted of 50% of membership + 1 person. This quorum excludes the Executive Director. The Board is to meet a minimum of three times annually.

Section 5: Any officer of the Board may audit the Association bank accounts.

Section 6: The Board shall be made up of the Immediate Past President and the elected officers of the Board.

Section 7: The Immediate Past President shall act as Board Chairperson.

Section 7A: In the event of a tie, the Chairperson will be able to cast a vote as the tiebreaker.

Section 8: The elected officers of the Board for this Association are: President; Vice President; Treasurer, Secretary, and up to three Directors.

Section 8A: The duties of the President shall be to preside at all special and regular meetings of the Association and assist in the development of programs. He/she shall oversee all Board members in the handling of their duties. The President can appoint a committee or action team and review the Annual Treasury Report Audit as needed. President must be a member of Professional Photographers of America.

Section 8B: The Vice President shall be elected to take the chair in the event of a vacancy to the office of the president. Vice President will move into the office of the President at the next annual election.

Section 8C: The Treasurer acts as the assistant to the Executive Director. Jobs include helping the President in all financial matters as needed, auditing the bank accounts of this

Association at the end of each year, and helping to collect money at the registration table of any events that there is a fee charged. The Treasurer may sign checks.

Section 8D: The Secretary shall keep minutes of all Board meetings and the Annual Meeting, which are to be published within seven (7) days after each individual meeting. All records are to be submitted to the Association at the Annual Meeting, including a full written report of the activities of the Association.

Section 8E: The office of Treasurer and Secretary may be held by the same person.

Section 8F: In the event of absence, resignation, incapacitation, death, or removal of the President, that office shall be filled for the unexpired term by the Vice President. If for any reason, the Vice President is unable to take over the term, the Treasurer shall assume the presidency for the unexpired term and the President shall appoint a treasurer in his/her place, with this appointment to be ratified by the Association. If any other Board member is unable to serve for reasons stated above or by Ethic Code of Conduct reasons, the President will appoint a qualified member into that position with Board approval.

Section 9: The Board shall plan the overall function and official business of the Association, shall supervise and approve financial matters of the Association, and shall serve as official ambassadors for the program speakers and guests.

Section 10: The Board shall be responsible to see that the Association is run according to the Constitution and By-laws.

Section 11: The Board shall see that all officers of the Association are performing their duties as specified in the Constitution and that they are performing their duties in the best interest of the Association.

Section 12: The duties and By-laws of this Association may be reviewed by the Board annually.

Article VI: Executive Director

Section 1: The Executive Director is a position that is appointed or reappointed by the Executive Committee on a bi-annual basis.

Section 2: The jobs of the Executive Director shall be to send out notices for dues and acknowledge receipt of payments and act as custodian of all funds of the Association. Checks may be signed. The Executive Director shall keep a current list of all members. The Executive Director will prepare for submission to the Association at Annual Meeting a full written financial report. The Executive Director files all state and federal reports which concern non-profit status, taxes, and incorporation reports in a timely manner. He/she will also file all paperwork necessary to maintain affiliate membership with the Professional Photographers of America.

Section 3: The Executive Director holds no voting privileges on the Board.

Section 4: The Executive Director is expected to be present at a majority of Board meetings; while present, this person cannot count as part of a voting quorum.

Section 5: If at any time the Executive Director is unavailable, his/her duties and responsibilities shall revert to the Treasurer, Secretary, or various executive Board members.

Section 6: The Board retains the right to remove the Executive Director from his/her position by majority vote if needed for due cause.

Section 7: Executive Director will be compensated with a complementary membership to WTP as well as complementary fees to any event put on by this organization.

Article VII: Association Meetings

Section 1: A minimum of four regular meetings shall be held each year. Dates will be selected by the Board.

Section 2: Special meetings or events may be called at the discretion of either the President or the Board of Directors.

Section 3: October's meeting shall be designated the Annual Meeting at which time reports of the officers and committee chairmen shall be heard and election of new officers shall be announced.

Article VIII

This organization shall be self-governing, self-supporting, non-sectarian, and non-partisan.

Article IX: Amendments

This Constitution may be amended at any regular meeting by two-thirds vote of the members present (if a legal quorum has been declared present), providing the amendments to be voted on has been submitted in writing to the membership at least 10 days prior to the date of such meetings or has been read at the last regular meeting.

Article X: Parliamentary Procedure

Robert's Rule of Order Revised shall govern the proceedings of this organization, subject to the special rules the Association may adopt.

BY-LAWS

Article I: Election of Officers and Voting Procedures

Section 1: Election of officers shall be held before the October meeting of every year. The slate presented is elected by majority vote. Newly elected officers take office November 1st of that same year.

Section 2: The current Vice-president shall appoint a nomination committee of three Annual Members who shall present a list of candidates for the respective officers. This list is then presented by the nominating committee for a vote of acceptance by Association members.

Section 3: Nominations may also be made from the floor.

Section 4: Each Annual Member in good standing shall be allowed one vote.

Section 5: The election shall be by show of hands or by electronic vote approximately ten (10) days before the October meeting. Votes may be counted on the floor by three members appointed by the President. Electronic votes will be counted by the Executive Director and verified by the Secretary.

Article II: Committees

Section 1: The President should be able to appoint a committee of at least one Executive Board member and at least one member in good standing. Committees will be appointed as needed.

Article III: Amendments

Section 1: These By-laws may be adopted, amended, or repealed at any regular business meeting by a two-thirds vote of members present.

CODE OF ETHICS

Article I: Intent

Section 1: The intent of the Ethics Committee is to administer and implement the West Texas Photographers (WTP) Ethics Agreement covering ethics and standards created by the Board of Directors.

It is WTP's policy to support and uphold the highest imaging and ethical standards. This policy extends to each member and encompasses that member's dealings with the Association, its members, and competitions. This policy also encompasses each member's dealings with their vendors, suppliers, clientele, and the public.

WTP is committed to upholding its reputation and that of its members by enforcing this policy against any member's action, whether ethically, civilly, or criminally questionable, that may portray the Association or its members in a negative way.

Article II: Ethics Agreement

Section 1: As a requirement of retention of membership and participation in this Association, each member and participant shall agree to the following:

Section 1A: Strive at all times to upgrade and improve his/her knowledge and skill of image making, marketing, and related areas.

Section 1B: Use the highest levels of honesty, professionalism, and integrity when dealing with clients, students, photographers, and vendors of the photography industry. Also including individuals and property involved in WTP activities (i.e. models, property rented, or borrowed).

Section 1C: No use of any marketing or competitive practice which violates any Federal Trade Commission, or other federal or state regulatory agency rule or regulation, or federal or state statute or any decision of any federal or state court or contractual agreement.

Section 2: In all dealings with fellow image makers, each member and participant of this Association shall share the knowledge and skill of image making and use the highest level of professionalism, honesty, and integrity.

Article III: WTP By-Laws Rules and Ethics Committee

Section 1: WTP By-laws Rules and Ethics Committee (BRE) stands ready to receive and investigate unethical behavior of all categories of WTP members.

Section 2: The Ethics Committee/BRE is a temporary committee appointed and maintained for whatever length of time necessary for the specific situation at hand under review.

Section 3: The BRE Committee consists of two past presidents and three Annual Members who are in good standing of the Guild. These committee members must have been active members in good standing for no less than two years prior to serving on this committee.

Section 4: There is to also be a member-appointed Secretary, whose job is to record minutes of all Committee activities and meetings.

Section 5: Three members of the Committee shall constitute a quorum to transact business.

Section 6: Upon confirmation of its members, the Committee shall elect one of its members to serve as Chairperson who will preside at all meetings. The Committee shall also elect another of its members to serve as Vice-chairperson who shall preside at meetings in the absence of the Chairperson.

Section 7: The Committee shall have the duty and power to review and investigate allegations of impropriety, and decide on recourse, on the part of the members and Board of Directors.

Article IV: Filing Ethics Complaint

Section 1: The type of issues that the WTP By-laws Rules and Ethics/BRE Committee will consider are: deceptive business practices, unethical, inappropriate, and/or unprofessional behavior, slander, or libel. The type of issues that BRE will not consider include conflicts of personality, hearsay, pricing issues, or perception of quality.

Section 2: An individual or individuals can make an ethics complaint about a member. Complainants do not need to be a WTP member.