

JPPG Bylaws

ARTICLE I. NAME AND DEFINITION

Section 1. The name of this organization shall be the Professional Photographers Society of North Florida, Inc. D. B. A. Jacksonville Professional Photographers Group and/or Jacksonville Professional Photographers Guild (JPPG). (Referred to in this document as JPPG).

Section 2. The official address of this organization shall be that of the President or other such address as designated by the Board of Directors.

Section 3. The fiscal year shall be from January 1 through December 31.

ARTICLE II. OBJECTIVE AND PURPOSE

Section 1. The objective and purpose of this organization shall be as follows:

- a) To dedicate itself to scientific learning, research, and instruction in connection with the art, science, and profession of photography.
- b) To educate the members and inform the public as to its standards, both professional and ethical.
- c) To create, foster, promote, and maintain cordial and ethical relationships among its members and with the community it serves in order to advance photography in all its branches and to promote all things which may be of practical benefit to the profession.
- d) To improve the economic condition of professional photographers.

Section 2. Such elevation of standards and ethics shall be accomplished by the issuing of newsletters, directories and other publications and by conducting regular monthly educational meetings, special seminars or clinics, and short courses and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Laws of the State of Florida.

ARTICLE III. MEMBERSHIP AND DUES

Section 1. Persons applying for membership shall submit a completed membership application, a current copy of his or her State of Florida Tax ID (when applicable) in his or her studio's name, and must pay annual dues in full or sign up for a JPPG annual dues monthly payment plan. Dues may be paid in person to the Membership Chairman or on the JPPG.org website. Upon receiving an application for membership accompanied with all required documents and dues, the Membership Chairman will present the names of those prospective members to the Board of Directors for approval.

If, for any reason, an applicant is denied membership, he or she may reapply in not less than ninety (90) days.

Section 2. The membership of the organization shall consist of the following classifications: PROFESSIONAL MEMBER, GENERAL MEMBER, ADDITIONAL MEMBER, STUDENT, and LIFE MEMBER.

- a) PROFESSIONAL MEMBERSHIP shall be extended to professional photographers serving North Florida (greater Jacksonville area residents doing business in the following counties: Duval, Nassau, St. Johns, Flagler, Putnam, Clay, Baker and Bradford) who are proprietors, partners, officers of a corporation, managers in a legally established photographic business, firm or studio, or who are managers in photographic departments within an industrial trade establishment, and who earn income from photographic services from his or her community or company.

A State of Florida Sales Tax Certificate is required for this category of membership (owner/partner/company certificate) and re-filed each year for renewed membership status. Professional Members may hold office, vote in JPPG affairs, enter competition, are eligible for all awards, have a listing on the JPPG website, and may display the JPPG logo.

- b) GENERAL MEMBERSHIP shall be extended to individuals who are not selling photography services or who are not yet operating a business. This classification includes, but is not limited to, enthusiasts, hobbyists, amateurs, and non-professionals. No Florida State Sales Tax ID is necessary as the individual is not operating a business. General Members may hold office, vote in JPPG affairs, and enter competition, but they may not display the JPPG logo nor will they be listed on the JPPG website.

- c) **ADDITIONAL MEMBERSHIP** applies to additional members from the same firm or studio already represented by either a **PROFESSIONAL** or **GENERAL** Membership. Individuals applying in this category may be reviewed by the Board of Directors prior to approval. Additional Members are granted the same rights as the category the primary Member holds. The **PROFESSIONAL** or **LIFE** Member's Florida State Sales Tax ID is required if applying as an additional member under either of those two categories.
- d) **STUDENT MEMBERSHIP** applies to any individual who is a full-time student of any recognized secondary school or college and who can provide a valid student identification. Any prints entered into competition must be the sole efforts of the student and not have been made under the guidance of an instructor. This membership category shall not be extended to an individual for more than three (3) years without review and approval from the Board of Directors. Student Members may vote in JPPG affairs and enter into competition, but will be ineligible for the Competitor of the Year and Photographer of the Year Awards. Student Members may not hold office or display the JPPG logo, nor will they be listed on the JPPG website.
- e) **LIFE MEMBERSHIP** shall be limited to such individuals whom the Society considers to have performed outstanding services to photography, in general, and to this organization, in particular. The Board of Directors shall recommend and vote on such members. In addition to a waiver of the annual dues, **LIFE** Members receives all rights and privileges of the **PROFESSIONAL** Membership.

Section 3. Dues

- a) Dues will be payable on January 1st of each year. Failure to remit by March 1st shall be cause for cancellation of membership.
- b) The Membership Chairman shall bill each member and collect the dues, then forward the dues to the Treasurer.
- c) Dues for new members will be prorated for the remaining months in the year, but not less than 3 months. New members applying after October 1st will be charged for the remaining dues of the current year plus full dues for the next year.
- d) A **GUEST FEE** will be collected at each meeting from non-members. The amount of the Guest Fee shall be determined by the Board of Directors. The Board shall also determine if the Guest Fee can be applied toward the dues for non-members who submit an application that night. Visiting Dignitaries and

Guest Speakers are exempt from Guest Fees. Other considerations are made, as needed, by the Board of Directors.

- e) Past Presidents pay one-half of the current membership amounts. Board members may have a reduction in membership dues as determined by the Board.

ARTICLE IV. MEMBERSHIP CODE OF CONDUCT

Section 1. The following shall constitute the Code of Conduct for all classes of membership of this organization, and each member shall signify his or her intention and willingness to abide by the same in the manner provided herein. The member, having been accepted into membership in the JPPG, does hereby subscribe without reservation to this Code of Conduct and does solemnly agree that:

- a) He or she shall, at all times, avoid the use of unfair competitive practices as determined by any court of competent jurisdiction, the Federal Antitrust laws, and related statutes.
- b) He or she shall endeavor to enhance and ennoble the status of the photographic profession by maintaining a dignity of manner in his or her behavior in the presentation of his or her photography and photographic services, in the appearance of his or her establishment or place of business, and in all other forms of public contact.
- c) He or she shall observe the highest standard of honesty in all his or her transactions, avoiding the use of false titles, confusing or inaccurate technical terms or descriptions, and misleading terms and claims.
- d) The Board of Directors may discipline, suspend, or terminate any membership for violation of this Association's Code of Ethics or for other just cause.
- e) He or she shall assist and give his or her knowledge to the members of his or her profession and shall encourage them individually and collectively, so that the quality of photography may constantly be raised to higher standards.

Section 2. Complaints of violations of the Code of Conduct or abuse of the organization's emblem or name may be filed with any Board member. This Board member shall submit the complaint and all supporting evidence to the Board of Directors by the next Board meeting.

- a) The Board of Directors will determine, depending on the nature of the complaint, if it should be handled by the Board, or sent to an Ethics Committee, assembled as needed.
- b) If the evidence indicates, in the opinion of either the Board of Directors or the Ethics Committee, that it is a first violation, the chairman of the committee shall communicate in writing with the accused member, who may, upon suitable explanation, apology, and written assurance that the offense will not be repeated, be retained as a member in good standing.
- c) If a second complaint, accompanied by evidence of a second violation is received against the same member, and after following the procedures above, the Board of Directors may revoke membership.

ARTICLE V. OFFICERS

Section 1. The elected officers of this organization shall consist of a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer. They shall be Professional or General members in good standing. The President must have served on the Board of Directors during the entire past year.

Section 2. The nomination of Officers shall take place in September, the election shall take place at the regular meeting in October, the installation of Officers shall take place at the regular meeting in November, and the new Board of Directors shall take office in January.

Section 3. The books of the office of Treasurer shall be audited annually. Such auditor shall be selected by the President and at such a time as to be ready for the audited report for the annual meeting in November. The auditor may be a member of the Society, but not a member of the Board.

ARTICLE VI. DUTIES OF OFFICERS

Section 1. **PRESIDENT.** He or she shall preside at all meetings of this organization. He or she shall appoint and be an ex-officio member of all committees. He or she shall be responsible for all books, reports, and minutes being properly filed as required by law. He or she responds to all correspondence pertinent to JPPG and provides Newsletter Editor and Webmaster with a monthly President's message.

Section 2. **FIRST VICE-PRESIDENT.** He or she shall, in the absence of the President, assume all duties as noted in Article VI, Section 1, as well as other duties decided upon by the Board of Directors.

Section 3. **SECOND VICE-PRESIDENT.** He or she, in the absence of the President and First Vice-President, shall assume all duties as noted in Article VI, Section 1, as well as other duties decided upon by the Board of Directors.

Section 4. **SECRETARY.** He or she shall record and file all minutes of all meetings of this organization, handle all appropriate correspondence, both incoming and outgoing. The Secretary shall maintain all records, a copy of all newsletters, and shall turn over to his or her successor all this information at the termination of his or her term of office. The history and development record of this organization shall be his or her responsibility through the above documents.

Section 5. **TREASURER.** He or she shall collect all dues of this organization and other such moneys, as available, depositing it in any approved banking institution in the name of the Society. All checks for payment must be signed by the Treasurer or any other Officer with consideration for the location and convenience of the current banking establishment. Regardless, the cosigner must be an Officer. The Treasurer shall keep proper financial records and make a report at each meeting as well as an annual report.

Section 6. All Officers and Board members shall forward copies of correspondence written on stationary of this organization to the President and Secretary. Copies of letters having anything to do with policy of this Society or which could involve it in any way shall be cleared with the President and, thereafter, filed with the Secretary.

Section 7. No Officer or member of the Board of Directors shall be entitled to receive a salary for such duties as herein noted in these bylaws. At the Board's discretion, they may hire and fix the salary of any employee(s) necessary in the conduct of the business of this organization.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of all Officers, the Immediate Past President, up to three (3) elected Board members, and up to five (5) appointed Board members as deemed necessary by the Board. Appointed Board members shall consist of **EDUCATION CHAIRMAN** (responsible for all areas of education involving the guild, any special seminars, mini seminars, teaching seminars apart from the regular monthly meetings etc.), **COMMUNICATIONS CHAIRMAN**, **WEB EDITOR**, **PROLOG EDITOR**, and **DELEGATE**. Additional Board member positions shall include **PROGRAMS CHAIRMAN** and **MEMBERSHIP CHAIRMAN** as well as any other positions determined necessary by the Board.

Members of the Board must be aware that sensitive subjects may be discussed. These must be held strictly confidential and not discussed outside of the monthly Board Meeting.

Section 2.

- a) Members of the Board of Directors must be Professional, General, or Honorary Life members in good standing.
- b) A majority of the Board of Directors shall constitute a quorum.
- c) No Officer or member of this organization shall make any commitment in the name of the JPPG without authorized approval of the Board of Directors.
- d) The Board of Directors shall hold meetings at intervals not to exceed ninety (90) days.
- e) The Board of Directors shall have charge of all the affairs and act for and in the name of the Guild, all in accordance with the bylaws.
- f) The Board of Directors, by a two-thirds (2/3) vote of the full Board, have the right to recommend the removal from office and/or cancellation of membership of a JPPG member. Such Officer, Board member, or member in any category may be removed from membership for neglect of duty or misconduct, which may endanger the welfare, interest, or character of this organization. The Secretary shall also notify the offending member of the pending action and explain the reason for it. A two-thirds (2/3) majority vote of all Board members present at any regular Board meeting is required for this action.
- g) Absence. Any Chair Officer or Board member absent from a meeting shall send a communication in advance to the President or Secretary stating the reason for the absence. The Board members in attendance shall decide in each instance whether or not such absence is excusable. In the event there are three (3) absences on the part of these Board members, the elected position may be declared vacant. Should there be any vacancy in the Chair Officers or on the Board of Directors, an election shall be held at the next monthly Board meeting to fill such a vacancy for the unexpired term. Before the election, Chair officers may advance their positions and whatever position is vacant will be filled for the unexpired term.

ARTICLE VIII. ELECTIONS

Section 1. The President shall appoint a Nominating Committee made up of at least one (1) Past President, during the month of August, whose obligation shall be to present a complete slate of Officers and Board members for the following year. This report of the Nominating Committee shall be given at the September general meeting. All nominees' names and business affiliation shall be published in the Newsletter or on the Web for final vote at the October regular meeting where further nominations from the floor will be entertained. All nominations made from the floor and those presented by the Nominating Committee must carry with them the consent of the person(s) so nominated.

Section 2. Election shall be by secret ballot except if there is no contention to the Nominating Committee's report. In either case, a majority vote of those Active and Life members present shall elect.

Section 3. At all votes by ballot, the presiding Officer shall, prior to the balloting, appoint a committee of three (3) who shall act as "Inspectors of Election" whose assignment shall be to distribute the ballots, collect and count the resulting figures, and present in writing the results of the election. This certificate of results shall be made a part of the minutes of that meeting. No "Inspector" shall be a candidate for office.

Section 4. All other votes at all other meetings shall be via voice. If a majority so requires, any question may be voted upon by ballot at any general or special meeting following the procedure in Section 3.

ARTICLE IX. GENERAL MEETINGS

Section 1. The Society and Board shall meet monthly with the time, date, and place determined by the Board. Special meeting may be called by the President or by a petition of thirty percent (30%) of the voting members, the time and place to be announced in the Newsletter and/or on the Website.

Section 2. The order of business for the general meeting shall include the announcements, introduction of guests or new members, and the presentation of the announced program, not necessarily in that order and not necessarily all the above.

Section 3. The time, place, and date of all Board meetings shall be announced. The business of this organization shall take place at the Board meetings. Non-Board active members shall submit to the presiding Officer such information as they deem necessary to be brought before the Board so it may be made a part of the agenda of that meeting. Such information shall be submitted to the presiding Officer at least one (1) week before the regular Board meeting in writing. The presiding

Officer may, at his or her discretion, bring such information before the general meeting as it may be of universal interest to the membership in addition to announcements as noted in Section 2. Active members, potential Board members, and committee members may be invited to attend Board meetings.

Section 4. All meetings shall be governed by Robert's Rules of Order unless otherwise covered in these bylaws.

Section 5. Fifteen percent (15%) of active members shall constitute a quorum and shall be necessary to conduct the business of this organization. If this number is not present, the meeting shall be reconvened within two (2) weeks with the Secretary giving due notice to all members. A quorum, as noted above, shall be required at this reconvened meeting.

ARTICLE X. STANDING COMMITTEES

Section 1. The Officers and Board of Directors may create and disband standing committees to facilitate the functioning of the organization as deemed necessary and appropriate. The Nominating Committee, which functions for only a part of the year, shall be appointed each year as outlined in Article VIII, Section 1.

Section 2. The President, with the approval of the Board, shall at his or her discretion appoint these committees. The only requirement is that only Professional or General members be Chairmen.

ARTICLE XI. AMENDMENTS

Section 1. This Constitution and bylaws may be amended provided the following procedure has been adhered to:

- a) The amendment has been presented in writing and signed by three (3) Active members.
- b) It has been published in the Newsletter or on the Web following its presentation.
- c) There shall be an interval of thirty (30) days following its presentation.
- d) It will then be accepted or rejected by a two-thirds (2/3) majority vote of all Active and Honorary Life members present at any regular meeting hereafter.