

# Professional Photographers of Ohio, Inc.

## Policies and Procedures

*Revised 11/04/2013*

### **ARTICLE I - Name, Address and Purpose**

### **ARTICLE II - Membership**

#### Section 1.

- a. The membership of this Corporation shall consist of such individuals, firms, partnerships, and institutions as may be eligible under the various classifications described in this Article.
- b. Applicants for membership shall endure a three (3) year probationary period before being fully accepted into the Association.
- c. Applicants must maintain a reputable website or other online presence.

#### Section 2. Membership classifications shall be:

- a. Active. May be extended to firms and individuals engaged in photography or photographic services. Must have a web presence. Vendor's license required where applicable.
- b. Aspiring. May be extended to individuals aspiring to be a professional engaged in photography or photographic services. Members may only be aspiring for two consecutive years.
- c. Student. May be extended to any individual attending a school as a full-time student majoring in photography.
- d. Life. May be awarded by the Board of Trustees to any individual who has maintained membership for the last twenty or more consecutive years in the Professional Photographers of Ohio, Inc. and is now retiring from the profession. Payment of yearly dues is waived. Upon re-entry into the business world, regular dues payment shall apply until member returns to retirement status.
- e. Honorary. May be awarded by the Board of Trustees to any individual who has performed some outstanding service to the profession of Photography.
- f. Retired/Inactive. May be extended to current members who are retiring from the photographic profession or have an interruption in their photographic business profession, but wish to remain connected with Professional Photographers of Ohio. Written request shall be required for this classification. When said member returns to the photographic business world, previous classification and dues will be required.

# **Professional Photographers of Ohio, Inc.**

## **Policies and Procedures**

*Revised 11/04/2013*

Section 3. The right to vote and to hold office shall be a privilege of Active, Associate and Life members only.

- a. Non-Photographic members may not enjoy this privilege.

Section 4. Dues.

- a. A membership card shall be provided to members upon payment of their annual dues.

### **ARTICLE III - Affiliation**

Section 1. Any group of photographers having been organized for at least one year and meeting regularly and subscribing to purposes compatible with the purposes and Code of Conduct of this Corporation may be accepted by the Board of Trustees into Affiliation with this Corporation.

- a. Each Affiliate must have an active membership of 15 or more members, fifty (50) percent of which must be members of the Corporation, or be affiliated with the Professional Photographers of America, Inc.
- b. Each Affiliate shall, in order to maintain its affiliation status, nominate from its board a representative to serve as a Trustee on the Board of Trustees of this Corporation for a period of one year. Such representative shall be an Active member in good standing of this Corporation. The nomination of any representative shall be subject to approval of the Board of Trustees.

### **ARTICLE IV - Code of Conduct**

### **ARTICLE V - Composition of Districts**

### **ARTICLE VI - Board of Trustees**

Section 1. There shall be a Board of Trustees as hereinafter provided each of whom shall be an Active, Associate or Life member in good standing.

Section 2. Election of the members of the Board shall be carried out as provided in the following sections (5-6) and only Active, Associate or Life members in good standing shall be entitled to vote.

# **Professional Photographers of Ohio, Inc.**

## **Policies and Procedures**

*Revised 11/04/2013*

Section 3. Trustees serving on the Board upon the date of the adoption of the Code of Regulations shall continue to serve until the terms for which they were elected shall expire. At each successive annual meeting, beginning with 1971 two (2) District Trustees and one (1) Trustee-at-Large shall be elected to the Board for terms of three (3) years. Districts shall be entitled to representation as follows:

In 2013, District 1 shall be entitled to one trustee to be elected for a term of four years.  
In 2014, District 2 shall be entitled to one trustee to be elected for a term of four years.  
In 2015, District 3 shall be entitled to one trustee to be elected for a term of four years.  
In 2016, District 4 shall be entitled to one trustee to be elected for a term of four years.

Section 4. In case of a vacancy, any Trustee appointed to fill such vacancy shall hold office for a term, which shall be coincidental with the term of the class in which the vacancy occurred. Vacancies shall be filled by the President with the approval of a majority of the remaining members of the Board.

Section 5. District Trustees: At least thirty (30) days prior to the annual meeting the Board of Trustees shall send to all Active, Associate and Life members in good standing in each District entitled to elect trustees in that year a ballot which shall contain the names of not less than two nominees for Trustee from the members' District.

Space shall be provided on the ballot for "write in" candidates but all candidates must reside in the District from which they are nominated. The ballots shall be marked and returned to the Secretary prior to the annual meeting. The Secretary shall tally the ballots and announce the elected candidate from each of the two eligible Districts at the annual meeting. The candidate receiving the greatest number of votes in each contest will be elected, whether or not they receive a majority of the votes cast.

Section 6. Affiliate Representative: Each Affiliate shall, in order to maintain its affiliation status, nominate from its board, a representative to serve as a Trustee on the Board of Trustees of this Corporation for a period of one year. Such representative shall be an Active or Associate member in good standing of this Corporation. The nomination of any representative shall be subject to approval of the Board of Trustees.

# **Professional Photographers of Ohio, Inc.**

## **Policies and Procedures**

*Revised 11/04/2013*

Section 7. Trustees at Large: At the annual meeting, the Board shall offer in nomination the names of not less than two Active, Associate and Life members for the office of Trustee-at-Large for the three (3) year term expiring in that year. Additional nominations may be made from the floor. After nominations are closed a ballot shall be cast by the members attending the meeting, and the candidate receiving the largest number of votes shall be declared elected, whether or not they receive a majority of the votes cast.

The Secretary shall tally the ballots and announce the elected candidate at the annual meeting.

Section 8. In addition to the Trustees elected in the manner aforesaid, up to seven additional Trustees shall be selected by the elected members of the Board of Trustees from the Active, Associate and Life membership. The appointed Trustees shall serve for terms of one year and until their successors are chosen and qualified.

Section 9. The immediate Past President shall become Chairman of the Board of Trustees.

Section 10. The term of office for all Trustees and Officers shall be from thirty (30) days after the annual meeting to thirty (30)-days after the next annual meeting.

Section 11. The Newsletter Editor shall attend Board of Trustees meetings without a vote.

Section 12. Any member of this Corporation serving as an elected Council Member, Officer, or Director of the Professional Photographers of America, Inc., may, during the term of office, serve as a member of the Board of Trustees with full voting privileges.

Section 13. Any Trustees elected to the position of Officer shall resign their elected Trustee position and remain a Board member as an Officer until such time as they are ineligible (at the discretion of the Board) to serve in that capacity.

Section 14. The Certified Professional Photographers Committee Chairperson shall be a member of the Board of Trustees

Section 15. Any elected or appointed Trustee holding more than one voting position on the Board may only vote one of those positions.

### **ARTICLE VII - Meetings and Quorum**

Section 1. Meetings of the Board of Trustees shall be held not less than four times each year at a time and place to be determined by the Board. Special meetings may be called by the President or on the request of two or more members of the Board.

**Professional Photographers of Ohio, Inc.**  
**Policies and Procedures**

*Revised 11/04/2013*

Section 2. Written notice of the time, place, and purpose of any special meeting shall be given to each Trustee by e-mail at least five (5) days before the meeting.

Section 3. Any member of the Board of Trustees who fails to attend three consecutive meetings of the Board may be dropped from office by the decision of a majority of the Board.

Section 4. A majority of the members of the Board of Trustees shall constitute a quorum.

Section 5. E-mail Voting Procedures

The Board of Trustees shall conduct e-mail voting when all of the following conditions are met:

1. Urgency that precludes waiting until next scheduled meeting.
2. Permission granted by the Chairman of the Board.
3. Trustees may vote via e-mail on any motion as needed between scheduled meetings. These motions should be for urgent situations only, and a quorum of votes must be received.
4. The results of the e-mail motions become part of the official minutes during the next scheduled meeting.
5. A timeline for discussion and responses should be stated; ie., DISCUSSION OF THE MOTION WILL BE HELD FOR TWO WEEKS, VOTES WILL BE DUE THE END OF THE FOLLOWING WEEK (GIVING DATES).

**ARTICLE VIII - Duties of the Board**

# **Professional Photographers of Ohio, Inc. Policies and Procedures**

*Revised 11/04/2013*

## **ARTICLE IX - Officers**

Section 1. Election of Officers shall be accomplished in the following manner:

- a. An appropriate nominating committee shall propose officer candidates to the Board from elected Active and Life Board members.
  1. New nominees shall have been elected Board members for at least two (2) years.
- b. The election of Officers shall take place at the annual Board meeting prior to the annual convention general membership meeting.
- c. The outgoing Board members shall vote on the new Officers.
- d. The new Officers and Board members shall be announced at the Annual Convention.
- e. All new Officers shall assume office thirty (30) days after the annual meeting and shall hold office for one year or until their successors assume office.

Section 2. The Officers of the Corporation shall preside at all meetings of the general membership and the Board of Trustees in the order of their respective offices as set forth in the By-Laws.

## **ARTICLE X - Meetings**

## **ARTICLE XI - Committees**

Section 1.

- a. The President shall appoint a Nominating Committee of three or more persons, including the past recipient of the Lifetime Achievement Award to propose nominees for special awards to the BOT, including the National Award, Ohio Distinguished Service Award, Lifetime Achievement Award, Troup Over and Above Service Award, etc., all being non-print related awards.
- b. Any PPO member may offer suggestions to the committee for consideration.

**Professional Photographers of Ohio, Inc.**  
**Policies and Procedures**

*Revised 11/04/2013*

**ARTICLE XII - Insignia**

Section 1. The right to use the Seal and other types of insignia and membership identifications of the Corporation shall be restricted as follows:

- a. Membership identification such as the Logo, Seal, use of same on letterhead or advertising material, or any other device which could be interpreted by the public to indicate the user as a skilled photographer approved by the Corporation is restricted to use by only those members who are accorded voting privileges.

**ARTICLE XIII – Amendments**

The Policies and Procedures of the Professional Photographers of Ohio, Inc. may be amended by a majority vote of members present at any regular meeting of the Board of Trustees, where a quorum has been met.

**ARTICLE XIV - Expenditure of Funds**

**ARTICLE XV - Reserve Fund**

**ARTICLE XVI - Miscellaneous**