

Constitution & Bylaws

Of The
Southeastern Professional Photographers Association, Inc.

ARTICLE I - NAME & AREA

SECTION I The name of this non-profit organization shall be "SOUTHEASTERN PROFESSIONAL PHOTOGRAPHERS ASSOCIATION, INC." (SEPPA).

SECTION II The territorial limits of this organization shall be as follows: Professional Photographers of America (PPA) State Affiliates located within the Southeastern District as determined by the PPA International Photographic Committee (IPC), approved by the SEPPA Board of Governors, and subject to SEPPA Affiliation agreements and dues.

ARTICLE II - OBJECTIVES

SECTION 1 The Association shall promote a program of continuing education and encourage all things that may be of practical benefit to the profession of photography, and shall result from personal acquaintanceship and free interchange of ideas between its members.

SECTION II The Association shall encourage the State Affiliates to hold educational events throughout the year and, in the spirit of mutual cooperation, to try and not be in conflict with each other, with SEPPA, or PPA.

ARTICLE III - MEMBERS

SECTION I The membership shall be composed of those who are members in good standing of any participating SEPPA State Affiliate as approved by the Board of Governors, hereafter referred to as Board.

SECTION II Sustaining membership shall be determined by the Board and shall be composed of purveyors of materials or services pertinent to photography. They shall have no vote in the business of the Association. This would assure that in no case would undue pressure be brought upon the Association. However, at all times, sustaining members may request an audience at regular business or Board meetings, and shall not be denied the right to be heard.

SECTION III Life memberships will be nominated by the Executive Committee, and voted upon by the Board.

SECTION IV Methods of applying for membership shall be prescribed by the Board, at its discretion.

ARTICLE IV - OFFICERS AND THEIR ELECTION

- SECTION I** The Board of Governors shall be composed of the incumbent President or one representative from each of the SEPPA State Affiliates. Appointment of state representatives shall be at the discretion of each state affiliate's Board of Directors. The term of service for state representatives shall be two years concurrent with the terms of SEPPA Executive Committee members. A state representative may serve unlimited successive terms. It shall be the duty of this Board to meet annually. This Board shall constitute the policy making body of the organization.
- SECTION II** The Board shall elect officers biennially. The officers elected need not necessarily be from the members of its own body.
- SECTION III** The following officers shall be elected: President, Vice President, Secretary/Treasurer and Salon Chair. All officers shall be elected for the term of two years, or until his or her successor is elected. Their term shall begin on June 1st following their election. These officers along with the Chairman of the Board shall constitute the SEPPA Executive Committee. The Salon Chair may serve consecutive terms.
- SECTION IV** The President, upon completion of his or her term of office, unless re-elected, shall automatically become Chairman of the Board, and shall preside at all Board and Executive Committee meetings.
- SECTION V** The Executive Committee, on behalf of the Board, shall be empowered to hire an Executive Director of the Association, and shall set the salary for this position. The hiring of an Executive Director is subject to the approval of the Board at its next meeting. Each Board shall set the tenure of this position. The position is subject to review every two years. The Executive Director shall take direction from the Executive Committee. The Board shall prescribe the duties.

ARTICLE V - DUTIES OF OFFICERS

- SECTION I PRESIDENT:** It shall be the duty of the President to appoint or direct appointment to such committees as may be authorized, and shall supervise the work of these committees to the extent that he/she is assured the duties assigned to them are faithfully performed, designate the time and place for special meetings of the Board of Governors and Executive Committee, perform the duties imposed upon a like officer of similar organizations. The President shall be a signatory to the association financial accounts.
- SECTION II VICE PRESIDENT:** The Vice President shall perform the duties of the President during the President's absence or inability to serve, and in the case of vacancy in the office of the President caused by death, resignation, or otherwise, shall become President of the Association for the un-expired term of office. The Vice President shall perform the function of SEPPA Speakers Bureau Chair.

SECTION III SECRETARY/TREASURER: The Secretary/Treasurer shall keep the minutes of the meetings of the Board, Executive Committee and of all duly called business meetings, and issue such notices and publications as the board may direct. The Secretary/Treasurer shall keep a perpetual record of all meetings and actions of the Board proceedings, and shall be a signatory to the association financial accounts, and have access to banking records.

SECTION IV SALON CHAIR: The Salon Chair shall represent the interests of SEPPA at all Southeastern District Image Competitions.

SECTION V EXECUTIVE DIRECTOR: The Executive Director shall serve as Permanent Bookkeeper and as the designated custodian of the funds of the Association. As the designated custodian of the funds, and signatory to the financial accounts, the Executive Director shall prepare an accurate and detailed statement of accounts and send it to the Board at least 2 weeks prior to any regularly scheduled Board meeting; and have on hand an updated financial report at any meeting of the Executive Committee, and produce a detailed financial report within 90 days at the close of the fiscal year.

The Executive Director shall be an ex-officio member of the Board but shall have no voting rights.

The Executive Director shall be bonded at the expense of the Association. On behalf of the association, the Executive Director shall cause an audit to be conducted of all association financial accounts. The audit is to be conducted by an established accounting firm, subject to the approval of the Executive Committee. The audit is to be conducted every two years.

The Executive Director is empowered to determine the most efficient way to collect funds on behalf of the association.

The Executive Director shall be the keeper of historical documents.

SECTION VI Travel expenses for officers or members of the Board on association business may be paid wholly or in part from the association's general fund upon recommendation of the Budget and Finance Committee and a vote by the Board. Any expenses to be considered for reimbursement must be submitted within 90 days of incurring the expense and be supported by receipts.

ARTICLE VI - MEETINGS

SECTION I The Board shall meet on an annual basis. When possible, the meeting may be in conjunction with the PPA Southeastern District Image Competition.

SECTION II Although a face to face meeting of the Board is highly desired, if there are no funds to support expenses related to a Board or Executive Committee meeting, meetings shall

be conducted through electronic means; (this includes Special Meetings).

SECTION III QUORUM - A minimum of 11 members of the Board, (Executive Committee included), shall constitute a quorum at any meeting of the Board.

SECTION IV SPECIAL MEETINGS - Special meetings of the Board may be called by a majority of the Board, provided a majority of the Board has made the request in writing and sent their request to the Executive Director. Notice of any Special Meeting shall be given to the members of the Board no less than ten (10) days in advance of the meeting, with a statement of time, place, and purpose of the meeting.

SECTION V ELECTRONIC MEETINGS – These Bylaws shall allow provision for meetings to be held by electronic means (such as e-mail or other Internet communications systems, telephone conferences, video conferences, facsimile, etc.) subject to the following:

- a. A majority of the members shall have access to the appropriate electronic meeting media, as verified by their response to a call for any particular meeting. The Quorum shall be effective and members shall be assumed present until the meeting is adjourned.
- b. The technology used for the electronic meetings shall allow the members full access to and full participation in all meeting transactions either continuously or intermittently throughout the specified time of the meeting.
- c. The affirmative vote of a majority of the quorum shall be the minimum vote requirement for the adoption of any motion. A majority of the votes cast, or a greater proportion as indicated by the adopted Parliamentary Authority, shall be necessary for the adoption of motions.
- d. Procedural rules related to the conduct of electronic meetings shall be established and promulgated by the Board.
- e. Should there be changes in the membership of the Board in the midst of active voting on an issue, these changes shall be validated by the SEPPA Executive Director prior to voting. The Board of Directors, President or Secretary of the affiliate that has a new member coming onto the Board should send a dated letter giving notification to the SEPPA Executive Director noting who the new representative is and that person's email address and/or phone number that will be used during voting.

SECTION VI SPECIAL VOTING - If a matter arises, which the Executive Committee deems necessary to be put to a vote of the Board, yet not requiring a Special Meeting for such purpose, the Executive Committee may submit such matter, by written ballot, or Email message to the members of the Board for a vote. The outcome of the question thus presented shall be determined by a majority of the signed votes received in the mail or validated Email replies (validated by phone call by the Executive Director or Secretary) within two (2) weeks, provided at least 11 members of the Board (two-thirds of the Board, including the Executive Committee), return their ballots or Email reply.

SECTION VII FEES & CHARGES - The Board shall determine the amount for any fees and/or charges related to the business, events, and meetings of the Association.

ARTICLE VII - COMMITTEES

SECTION I The Chairman of the Board, President, Vice President, Secretary/Treasurer, and Salon Chair shall constitute the Executive Committee of this Organization. Four (4) officers shall constitute a quorum and shall be empowered to act in emergency for the best interest of the association

SECTION II The President shall appoint the following committees: (in parenthesis represent the person/s who will oversee or chair the committee)

Awards, National, Regional Citation, Life Membership (Pres., Exec. Dir.)

Nomination (Board Chair, Pres.)

SEPPA Speaker Bureau (VP)

PPA Southeastern District Competition Liaison (Salon Chair, Exec. Dir.)

Publicity (Southern Exposure Editor, Exec. Dir.)

SECTION III The President shall be ex-officio member of all committees and shall aid and assist the committee chairs in all ways possible.

ARTICLE VIII - RULES OF ORDER

SECTION I In all questions of parliamentary practice not covered in these bylaws, the current edition of **Robert's Rules of Order** at the time the question arises shall prevail.

ARTICLE IX - OFFICIAL PUBLICATION

SECTION I Unless otherwise ruled by the Board, **Southern Exposure** shall be designated as the official publication of Southeastern Professional Photographers Association, Inc. Matters of official business, education and pertinent news items of current interest shall be carried in its pages.

SECTION II The money accumulated from advertising shall go towards defraying the expense of the publication and the association, including stipends for the Executive Director and Southern Exposure Editor. Other means of official communication are outlined under the duties of the Secretary.

SECTION III The association shall hire an Editor for the publication. He/she will provide a financial report within thirty days after each issue is published, to the Executive Director, President and the Treasurer, and will provide a financial statement to the Board during the annual meeting.

ARTICLE X - AMENDMENTS

SECTION I The Bylaws may be amended, revised, or repealed in whole or in part, by two-thirds vote of the members present at any legally constituted meeting of the Board, provided

the reading of the proposed amendment was made at least thirty days prior at a similar meeting of the Board, or the proposed changes were submitted in writing to the last recorded address of each member of the Board at least thirty days before the change is to be voted upon.

SECTION II The Chair shall rule on admission of proxy votes.