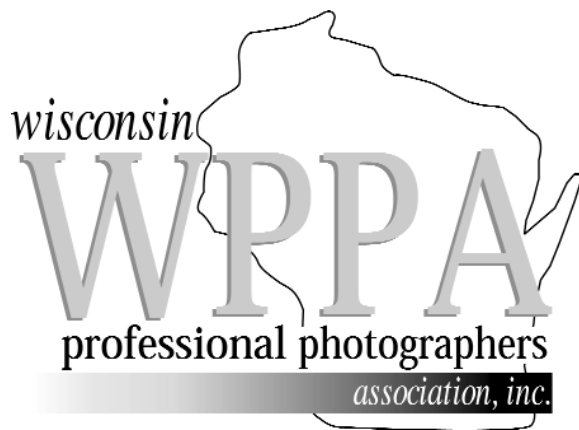


CONSTITUTION AND BYLAWS



of the

**WISCONSIN
PROFESSIONAL
PHOTOGRAPHERS
ASSOCIATION, INC.**

REVISED MAY 2010

Wisconsin Professional Photographers Association

Restated Articles of Incorporation

These restated Articles of Incorporation supersede and take the place of all articles of incorporation and amendments thereto previously adopted.

ARTICLE I. The name of the Corporation shall be Wisconsin Professional Photographers Association, Inc.

ARTICLE II. The period of existence shall be perpetual.

ARTICLE III. The Corporation may engage in any lawful activity within the purpose for which corporations may be organized under Chapter 181 of the Wisconsin Statutes.

ARTICLE IV. The Corporation elects to be subject to Chapter 181 of the Wisconsin Statutes.

ARTICLE V. The Corporation shall be operated pursuant to a CONSTITUTION and BYLAWS. The regulations for the operation of the Corporation, which are adopted by the members of the Corporation, shall constitute the CONSTITUTION. The regulations for the operation of the Corporation adopted by the Board of Directors of the Corporation shall constitute the BYLAWS. Both the CONSTITUTION and the BYLAWS shall be bylaws as that term is used in 1975 Wisconsin Statutes Section 181.02 (6), or successor statutes. The CONSTITUTION and BYLAWS in effect prior to the enactment of these Restated Articles shall remain in effect until repealed or amended. The CONSTITUTION and BYLAWS may regulate all of the activities of the Corporation, including, but not limited to the following:

- A. The designation of classes of members, and the qualifications, rights, and method of acceptance of members of each class;
- B. The manner in which members may be expelled;
- C. The manner in which membership may be transferred;
- D. The right of the members, or any class or classes of members, to vote;
- E. The number of directors of the Corporation and the manner in which such number shall be determined.

ARTICLE VI. No part of the income or assets of the Corporation shall inure to the benefit of any individual, except that reasonable compensation may be paid for services rendered to or for the Corporation. Upon dissolution of the Corporation, its assets shall be distributed to such exclusively charitable institutions as the Board of Directors may select.

ARTICLE VII. The location of the principal office of the Corporation is 1602 South Wisconsin Avenue, Racine, WI 53403. The name of the registered agent of the Corporation is Mrs. DeBorAh Wiltsey. The address of the registered agent is 1602 South Wisconsin Avenue, Racine, WI 53406.

ARTICLE VIII. These Restated Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

The undersigned officers certify that these Restated Articles of Incorporation were adopted by the members of the Corporation on _____, 19____, by the following vote:

Number of members having voting rights: _____

Number of members present in person or by proxy: _____

Number of members voting for enactment: _____

Number of members voting against enactment: _____

Dated: _____, 20____.

(Corporate Seal)

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CONSTITUTION

of the

Wisconsin Professional Photographers Association, Inc.

CONSTITUTION ARTICLE I. INTRODUCTION

1.1. NAME. The name of this corporation is “Wisconsin Professional Photographers Association, Inc. (WPPA).” When the words “Corporation”, “Association”, or “WPPA” are used in this Constitution, they shall refer to this corporation.

1.2. PURPOSES. The Association has been organized and shall be operated for the following purposes:

A) To promote the advancement of professional photography as an art, science, business, and profession;

B) To foster and maintain cordial relations, cooperation, and the free interchange of thought and opinion among professional photographers;

C) To protect the rights and interests of professional photographers and the general public; and

D) To improve the abilities of professional photographers by teaching and demonstrating better artistic, technical, and business techniques.

1.3. GEOGRAPHIC AREA. The Association shall conduct its principal operations within the State of Wisconsin and the Upper Peninsula of the State of Michigan.

CONSTITUTION ARTICLE II. CONDUCT OF MEMBERS

2.1. CODE OF CONDUCT. We, the members of the Wisconsin Professional Photographers Association, Inc., by joining in association, do hereby subscribe to the following code of conduct, and, in consideration of mutual covenants, do solemnly agree and pledge to each other that:

A) We will conduct our business in a dignified manner.

B) We will endeavor to produce the best work we are capable of producing.

C) We will encourage, assist, and give of our knowledge to fellow members of our profession.

D) In order to stamp out unfair, dishonest, and deceptive practices, and to provide a code of fair competitive selling which will merit the respect and confidence of humankind, we will observe the following standards of practice:

- 1) All statements, either in advertising or during sales presentations, shall be truthful and free from misrepresentations or deception of any kind.
- 2) Members shall assume full responsibility for the statements and actions of their representatives.
- 3) Members and their representatives shall clearly and truthfully identify themselves to each prospect either by their own names, or by the business name under which they operate.
- 4) All samples which are shown to the customer at the time of taking an order shall be identical in craftsmanship, size, finish, price, mounting, etc. to the finished product delivered to the customer.
- 5) Advertised or special offer photography shall be available for sale, willingly sold, and delivered without disparagement, or any other attempt to switch prospects to more costly styles.
- 6) Deliveries of special, introductory, coupon, or similar offers shall be prompt and on the same schedule as regular work, unless the customer is specifically told otherwise at the time the offer is made.
- 7) Solicitation or advertising which falsely indicates that the prospect is one of a few "selected" to receive a special offer not available to regular customers shall not be used.
- 8) Contests shall be legitimate and in good faith. The purpose of the contest shall be clearly explained, the rules stated, impartial judges selected, and the closing date given.
- 9) The word "free" shall not be used in any offer which is contingent upon a purchase or other obligation, unless the details of the purchase, or obligation, are clearly explained.
- 10) Exaggerated claims of worth, value, regular price, etc., shall not be used.
- 11) Statements which disparage competitors, or their work, shall not be used.
- 12) It shall be improper to solicit for photography in person, or by telephone, within two weeks following publication of a notice of birth or death.
- 13) Members shall obtain and maintain a license in any community which requires a license for operation.

14) Members shall avoid the use of unfair competitive practices as determined by any court of competent jurisdiction, the federal anti-trust laws, and related statutes.

E) We will recognize the authority of this Association in all matters relating to the interpretation of this code.

2.2. COMPETITION. No member of this Association shall enter into any agreement having the object of restraining trade, limiting production or competition, regulating prices, or distributing business.

2.3. BUSINESS FREEDOM. Every member of this Association shall be at liberty at all times, and in every respect and particular, to conduct their business as they see fit, so long as the member does not violate applicable laws, or the Code of Conduct and competition standards set forth in this ARTICLE II.

CONSTITUTION ARTICLE III. MEMBERS

3.1. MEMBERSHIP CATEGORIES. Applicants for membership shall be admitted as members pursuant to the procedures established in the BYLAWS, and each applicant who is accepted to membership shall be placed in one of the following groups of membership, and receive the following benefits, with the exception of the group - mail which is entitled only to receive the newsletter: a) the right to attend annual convention and trade show; b) the right to attend fall conference; c) receive news letter; d) receive membership directory; e) eligible for insurance programs; f) the right to enter print competition; g) eligible for scholarships and awards.

Membership Groups:

(A) PORTRAIT. Primarily engaged in Portrait and Wedding Photography

(B) COMMERCIAL. Primarily engaged in Commercial or Industrial Photography including those employed as full time photographers by Local, State or Federal Institutions or Industrial Manufacturers.

(C) DIGITAL RETOUCHER. A company or individual who provides digital services to the photographic industry.

(D) TRADESHOW. All companies exhibiting at the WPPA Convention & Tradeshow and other dealers, manufacturers, processing labs and their representative

(E) RETIRED. A person retired from the profession of photography or related fields who wishes to maintain membership in the WPPA but on a less active basis. A minimum of 20 years membership in the WPPA is required to qualify.

(F) MAIL. Receive only the association newsletter.

(G) **SCHOOL.** Representatives of an accredited educational institution currently teaching photography. Representative or student currently enrolled.

Membership Classes

(A) **PRIMARY.** The owner, or designated representative, of any firm or corporation engaged in professional, commercial, industrial, press, portrait photography, electronic imaging, or related industries or services, in Wisconsin or the Upper Peninsula of Michigan who derives 50 percent, or more, of their earned income from these endeavors and maintains regular business hours. Sales tax number is required.
One vote.

(B) **LIFE.** A life membership may be conferred upon an individual for services rendered to the photographic profession, or for any reason that may be deemed sufficient by the Board of Directors. Must be a member in good standing and have served the association or profession in some capacity through the years. Must be of good character and reputation in his/her community and profession. Must be 50 years of age or over. A life member shall not be required to pay further dues, and shall enjoy all the privileges of Primary membership.
One vote.

(C) **HONORARY.** An Honorary membership may be conferred upon any individual without regard to professional affiliation for any reason that may be deemed sufficient by the Board of Directors or the members. This individual may be, but is not required to be a member of WPPA to achieve this membership. Must be of good character and reputation in his/her community and profession. This person will not be required to pay membership dues.
No vote.

(D) **HONORARY LIFE.** Honorary Life Membership may be granted on the recommendation of the Board of Directors. This award is to acknowledge an individual for outstanding, selfless service and contributions to photography and this association. An Honorary Life Member shall be exempt from membership dues, and shall be entitled to all privileges of membership including the right to vote. Honorary Life Membership shall be granted to Past Presidents of WPPA.
One vote.

(E) **ASSOCIATE.** Limited to the employees, partner or spouse of a Primary, Tradeshow or Life Member. No Vote.

(F) **TRADESHOW.** All companies exhibiting at the WPPA Convention & Tradeshow and other dealers, manufacturers, processing labs and their representatives.
No vote.

(G) STUDENT. Full-time students registered in an accredited school. Proof of enrollment required.

No vote.

(H) ASPIRING. A person engaged in professional photography on a serious, yet limited, basis who aspires to qualify for Primary membership. Applicant must complete the appropriate application form to change to a Primary membership. Sales tax number required.

No vote.

(I) RETIRED. A person retired from the profession of photography or related fields who wishes to maintain membership in the WPPA but on a less active basis. A minimum of 20 years membership in the WPPA is required to qualify. No vote.

(J) MAIL. Receiving information from the association. No vote.

CONSTITUTION ARTICLE IV. MEMBERSHIP MEETINGS

4.1. ANNUAL MEETING. The annual meeting shall be held during the months of February, March, or April, at such time and place as shall be determined by the Board of Directors. The annual meeting shall be for the purpose of electing certain directors and officers, and for conducting such other business as may come before it.

4.2. SPECIAL MEETINGS. Special meetings of the members may be called by the President, Board of Directors, or by members having one-twentieth of the votes entitled to be cast at such meetings. The Board of Directors shall specify the time and place of a meeting called by it.

4.3. NOTICE. Written or e-mail and posted on the website notice stating the place, day, and hour of any annual, or special meeting, and, in the case only of a special meeting, the purpose, or purposes, for which the meeting is called, shall be mailed not less than ten (10), nor more than fifty (50), days before the date of the meeting.

4.4. QUORUM. A total of ten (10) Primary and/or Life members shall constitute a quorum for the conduct of business at either an annual, or a special meeting.

4.5. CONDUCT OF MEETINGS. The President, and in the President's absence the Vice President, and in the Vice President's absence any person chosen by the members, shall call the meeting, and the Secretary shall act as the secretary of all meetings, but in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting. All meetings shall be conducted according to Robert's Rules of Order, except as such rules are inconsistent with any provision of the Constitution, or Bylaws, or the members attending the meeting vote to follow other rules. Primary and Life members shall be entitled to full participation as a member at all membership meetings. All other

members, upon recognition by the chair, may participate in debate at all membership meetings.

4.6. VOTING. Each Primary, Life and Honorary Life member shall have one vote. No other member shall have any voting rights. All resolutions, or other matters coming before any meeting of the members, shall be determined on the basis of a majority vote by the votes cast.

4.7. PROXIES. A member may vote by proxy executed in writing by the member. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. A proxy may be revoked at any time before it is voted, either by written notice filed with the secretary of the meeting, or by oral notice, given by the member to the presiding officer during the meeting.

4.8. CONVENTION SITES. The WPPA Time & Place Committee, consisting of the President, President-Elect, Vice-President, Treasurer, and Secretary shall review and make recommendations to the Board of Directors, of possible locations for the Affiliate Regional Convention & Fall State Convention. Upon review of the committees recommendations, the board may commit the association to sites up to five years in advance of the convention dates. The WPPA Executive Coordinator shall report to Time & Place Committee.

CONSTITUTION ARTICLE V. OFFICERS

5.1. PRESIDENT. The President shall be elected by the members at the annual meeting which occurs one year prior to the scheduled commencement of the President's term of office. From the date of this individual's election until the following annual meeting, this individual shall be referred to as the "Vice President." The Vice President shall take office as President at the annual meeting following the meeting at which the individual was elected. The President shall preside at all meetings of the membership, and at all meetings of the Board of Directors. The President shall be the principal executive officer of the Association, and shall, in general, supervise and control all of the business affairs of the Association. The President shall perform such duties as may be prescribed by the Bylaws, or as shall from time to time, be imposed by the Board of Directors. From the annual meeting at which the President's term expires, until the following annual meeting, the former President shall be known as the "Past President." A primary membership in both the WPPA and the PP of A is required to hold the office of President.

5.2. VICE PRESIDENT. The Vice President shall be elected by the members at the annual meeting, and the Vice President's term of office shall commence at the meeting at which the individual is elected, and shall expire at the following annual meeting. In the absence of the President or in the event of the President's death, inability or refusal to act, or if for any reason it shall be impractical for the President to act personally, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President. A primary membership in

both the WPPA and the PP of A is required to hold the office of Vice President.

5.3. TREASURER. The Treasurer shall be elected by the members at the annual meeting, and the Treasurer's term of office shall commence on April 1 st following the meeting at which the individual is elected, and shall expire on the following March 31st. The Treasurer shall be responsible to perform, or supervise, the performance of the following duties; (a) the safe custody of all moneys of the Association; (b) an accurate accounting of all moneys received and disbursed, and of money and property on hand; and (c) in general, perform all duties incident to the office of Treasurer, and have such other duties and exercise such other authority as from time to time may be delegated, or assigned, to the Treasurer by the President, or the Board of Directors. A primary membership in both the WPPA and the PP of A is required to hold the office of Treasurer.

5.4. SECRETARY. The Secretary shall be elected by the members at the annual meeting, and the Secretary's term of office shall commence at the meeting at which the individual is elected, and shall expire at the following annual meeting. The Secretary shall be responsible for taking the minutes of all Boad of Directors meetings and of the Annual General membership meeting and at any special meetins called at the discretion of the President. In general, perform all duties incident to the office of Secretary, and have such other duties and exercise such authority as from time to time may be delegated or assigned by the President, or by the Board of Directors. A primary membership in both the WPPA and the PP of A is required to hold the office of Secretary.

5.5. APPOINTED OFFICERS. The President, with the approval of the Board of Directors, may create such additional offices as may be deemed necessary to conduct the affairs of the Association, and appoint members to serve in such offices.

CONSTITUTION ARTICLE VI. BOARD OF DIRECTORS

6.1. ELECTED DIRECTORS. Three (3) directors shall be elected by the members at the annual meeting. The term of office for these three directors shall commence at the annual meeting at which they are elected, and shall expire at the following annual meeting.

6.2. LOCAL AFFILIATE DIRECTORS. Each of the Local Affiliate Associations must appoint an individual to act as Director of this Association. The secretary of each Local Affiliate Association shall certify the individual chosen by the Local Affiliate Association to the WPPA Secretary. The term of office for Local Affiliate Directors shall commence at an annual meeting, and shall terminate at the following annual meeting. A primary or Associate membership in the WPPA is required to hold the position of Local Affiliate Director.

6.3. COMPOSITION OF BOARD OF DIRECTORS. The Board of Directors shall be composed of the Elected Directors, the Local Affiliate Directors, and the following officers who are hereby designated Ex Officio Directors of the Association with power

and authority equal to the Elected Directors and Local Affiliate Directors; (a) President; (b) Past President; (c) Vice President; (d) Treasurer; (e) Secretary; and (f) the seven (7) Appointed Officers designated to serve on the Board in the Bylaws .

6.4. INDEMNIFICATION. All members of the Board of Directors shall be bonded at the expense of the association.

6.5. BOARD VACANCY. The President shall, with the approval of a majority vote of the Board of Directors, appoint a member, in good standing and meeting all the requirements of such position, to assume the vacancy of any position on the Board of Directors that is caused by the resignation, death, or removal of a member from said position. That the member shall hold said position until the next election in which the said position would be filled by a normal election or by appointment.

CONSTITUTION ARTICLE VII. LOCAL AFFILIATE CHAPTERS

7.1. DESIGNATION. There shall be up to five (5) Local Affiliate Associations which will be referred to as follows: (a) Fox Valley; (b) Indianhead; (c) South Central; (d) Southeastern; and (e) Upper Peninsula of Michigan.

7.2. AFFILIATION REQUIREMENTS. Each of the Local Affiliate Associations shall be deemed to be affiliated with this Association as long as they conform to P P of A guidelines for affiliation.

7.3. AUTONOMOUS ORGANIZATIONS. The Local Affiliate Associations shall be autonomous from this Association. This Association shall not be responsible for the actions, or inactions, of the Local Affiliate Associations, nor shall the Local Affiliate Associations be responsible for the actions, or inactions, of this Association.

CONSTITUTION ARTICLE VIII. AMENDMENT

This Constitution may be amended by a majority vote of the members at any annual, or special meeting. The Secretary shall include the language of the Proposed change in the notice for the meeting upon the instruction of the President, the Board of Directors, or any ten (10) members having voting rights at such meetings. This Constitution may not be amended unless the nature of the amendment is included in the notice, and the notice is printed at least thirty (30) days prior to the meeting.

BYLAWS

of the WISCONSIN PROFESSIONAL PHOTOGRAPHERS ASSOCIATION, INC.

BYLAWS ARTICLE I. INTRODUCTION

1.1. **NAME.** The name of this corporation is “Wisconsin Professional Photographers Association, Inc. (WPPA).” When the words “Corporation”, “Association”, or “WPPA” are used in this Constitution, they shall refer to this corporation.

BYLAWS ARTICLE II. CONDUCT OF MEMBERS

2.1. **STANDARDS OF CONDUCT.** Any member may be expelled from the Association, or suspended from membership in the Association, for a period of time, if the Board of Directors determines that the member was convicted by any court of an offense involving moral turpitude, or that the member committed actions, or omissions, in violation of Article II of the Constitution.

2.2. **PROCEDURE FOR CRIMINAL CONVICTION.** Any member may request the Board of Directors to take disciplinary action against any other member convicted of an offense involving moral turpitude. Before taking disciplinary action, the Board of Directors shall determine that the member, in fact, has been convicted of a criminal offense, and that the criminal offense did, in fact, involve moral turpitude. Following such determinations, the Board of Directors shall determine whether the person should be expelled, or suspended, and if suspended, the length of such suspension.

2.3. **PROCEDURE IN OTHER CASES.** The following procedure shall be followed for disciplinary action against a member for reasons other than conviction of a criminal offense.

(A) Any member may request that the Board of Directors take disciplinary action against another member. Such requests shall be in writing, and shall specify the actions, or omissions, allegedly done, and the provision of Article II of the Constitution which allegedly was violated. Upon the receipt of a complaint by any person who is not a member, the Secretary shall prepare a statement of the alleged actions, or omissions, and the provision of Article II of the Constitution allegedly violated.

Any member may also request disciplinary action against another member for harassment or misconduct. All procedures in the bylaws must be followed and the request shall be in writing and contain specific details of the alleged harassment or misconduct.

(B) The President shall appoint a Special Judiciary Committee composed of not less than three (3) members who are absolutely impartial, and who do not have any personal interest in the matter, or the persons, involved in the controversy.

(C) The Special Judiciary Committee shall establish a meeting date for the purpose of investigating the charges. The Secretary shall prepare copies of the charges and specifications, and transmit them to all interested persons, not less than fourteen (14) days prior to the date of this meeting. All interested persons will be invited to present their views and relevant facts in person, or in writing.

(D) After this meeting, the Special Judiciary Committee will prepare a report of its findings and recommendations of each member of the Special Judiciary Committee. In the event that a majority of the Special Judiciary Committee determines that the disciplinary actions is not warranted for any reason, the disciplinary action shall be terminated.

(E) If a majority of the Special Judiciary Committee recommends that the disciplinary action be taken, it shall forward its report to the Board of Directors. Following receipt of this report, the Board of Directors shall vote on whether to expel the member, and such vote shall require a two-thirds (2/3) majority of the Directors present at the meeting. If the Board of Directors determines not to expel the member, it shall vote on whether to suspend the membership privileges, or to censure the member. A vote of suspension for a period in excess of nine (9) months shall require a two-thirds (2/3) majority of the Directors present at the meeting. A vote to suspend membership privileges for a period less than nine (9) months, or to censure the member, shall be carried with a majority vote of the Directors present at the meeting.

Only voting members of the Board of Directors may be present during the discussion and voting on the filed grievance. Voting shall be by secret ballot.

Should one of the parties named in the grievance be a voting member of the Board of Directors, that member shall not be permitted to participate or be present during the discussion or voting on the grievance.

Recording of the proceedings shall not be permitted in any manner.

Publication of the agenda in advance of the Board meeting, and publication of the minutes of the Board of Directors meeting will list the grievances only as grievance 1, grievance 2, etc. The names of the parties named in the grievance, will not be published. However, the official minutes, that are held by the secretary of the WPPA, will contain the grievance, the names of those involved, the voting results by the Board, and the disciplinary action taken.

(F) The Secretary shall inform all interested parties of the final disposition of the disciplinary action by the Special Committee, or the Board of Directors.

(G) Any person who is expelled, suspended, or censured may appeal the finding of the Board of Directors at the next membership meeting. A majority of the members voting at such a meeting may reduce, or nullify, the disciplinary action taken against the individual.

BYLAWS ARTICLE III. MEMBERS

3.1. NEW MEMBERS. The following procedure for admission of new members shall be followed:

(A) An applicant must submit a written application. The application must specify the category of membership applied for, and must contain the applicant's signed agreement to abide by the Code of Conduct and Competition Standards found in Sections 2.1 and 2.2 of the Constitution.

(B) The Membership Chair shall consider all applications and shall conduct the factual inquiries which it deems necessary to determine whether the applicant qualifies for the membership status applied for, and whether it believes the applicant should be admitted to membership. The Membership Chair shall report its findings and recommendations to the Board of Directors.

(C) After the Board of Directors received the report from the Membership Chair, it shall determine whether, or not, to admit the applicant as a member of the Association. The Board of Directors may take whatever action it deems advisable, either consistent, or inconsistent, with the recommendations and findings of the Membership Chair.

(D) Non-Discrimination: The WPPA and its Board of Directors will not discriminate against any membership applicant, based on color, sex, sexual preference, national origin or religious beliefs.

3.2. MEMBER IN GOOD STANDING. Any member whose dues are not paid by the 10th day of January of any year shall be considered not to be in good standing, and their status shall remain the same until either their dues are paid, or they are terminated as a member of the Association. The Board of Directors may take whatever action it deems advisable, either consistent, or inconsistent, with the recommendations and findings of the Membership Chair

3.3. WITHDRAWAL. Any member may withdraw from membership in the Association at any time by notifying the Secretary of their desire to withdraw from membership. Any member who withdraws may be entitled to receive any refund of dues already paid at the discretion of the board.

3.4. DUES. Dues for membership shall be paid on a calendar year basis. Dues schedule for current members, and new members, shall be determined annually by the Board of Directors. Dues for renewal of membership are payable by Dec. 31st. Members not paying renewal dues by Jan. 15th will be assessed a late penalty. Members accepted

for membership following the Fall State Convention will be considered paid through the following year.

BYLAWS ARTICLE IV. MEMBERSHIP MEETINGS

4.1. TIME AND PLACE OF ANNUAL MEETING. The Board of Directors shall determine the time and place of the annual membership meeting. Time and Place / Executive Coordinator should look at possible dates for our Affiliated Convention between the last Saturday in February and the first two week ends in March.

4.2. NOMINATING COMMITTEE. The Vice President shall serve as the Chairman of the Nominating Committee. The remainder of the committee shall be composed of the members of the Executive Board (President, Secretary, Treasurer and Past President). The Nominating Committee shall nominate an individual for each of the following positions:

- (A) Each of the three (3) positions of elected director;
- (B) Vice President;
- (C) Secretary; and
- (D) Treasurer.

4.3. NOMINATING PROCEDURE.

(A) PUBLICATION. The Nominating committee shall meet at such a time so as their nominations may be published in the Fall State Convention issue of the newsletter. The committee's nominations may be disclosed to the board of directors for informational purposes before they are published, but the board is not obligated to approve or disapprove of such recommendations.

(B) AT-LARGE NOMINATION. Following publication of the nominating committee's proposed slate, a member may choose to run for any of the elected offices up to and including Secretary, provided they meet the requirements for such office. If such an "at-large" nomination is desired, the following procedure shall be followed:

- 1) Secure an official At-Large Nomination Form from the Nominating Committee Chairman within 21 days after notice has been given of those nominated.
- 2) Complete the form according to the specified instructions on same.
- 3) Return the completed form to the nominating chairman by the deadline date specified on the form.
- 4) The determination of the Nominating Committee as to the authenticity and legality of the complete form(s) shall be final.

(C) NON-CONTESTED ELECTION. If no at-large nomination forms are filed within the designated period, the nominations shall be closed and the nominated

slate of candidates shall be declared elected by the Members at their annual meeting.

(D) **CONTESTED ELECTION.** If at-large nominations are received, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to only vote for the number of candidates to fill the vacancies. This revised slate shall be published in the January newsletter.

(E) **ABSENTEE BALLOTS.** Absentee ballots may be secured by request to the Secretary. Absentee ballots shall be completed in accordance with instructions printed on the ballot and returned to the Secretary no later than ten days prior to the annual meeting. Absentee ballots shall remain unopened until such a time as they are called for during the annual meeting.

BYLAWS ARTICLE V. OFFICERS

5.1. APPOINTED OFFICERS/DIRECTORS. The President, with the approval of the Board of Directors, may appoint any member to the following seven positions, provided that no more than three of the positions can be held by individuals belonging to the same Local Affiliate Chapter. Each person shall hold their office from the date that they accept the appointment until the date that their successor accepts the appointment. The appointed officers who will serve as Directors are as follows:

(A) Convention Chairman. The Convention Chairman shall be responsible for making all necessary arrangements for the smooth operation of the convention.

(B) Print Chairman. The Print Chairman shall be responsible for all aspects of the operation of the print show held in conjunction with the Annual Regional Affiliate Convention and Fall State Convention.

(C) Trade Show Chairman. The Trade Show Chairman shall be responsible for all aspects of the operation of the trade show held in conjunction with the Annual Regional Affiliate Convention and Fall State Convention.

(D) Website Chair. The Website Chair shall be responsible for all aspects of the maintaining of the Association's website.

(E) Computer Services. The Computer Services Chairman shall be responsible for all

1. Inventory all WPPA computer equipment to make sure all is accounted for.
2. Make recommendations for all new equipment and software to the Board of Directors..
3. Provide equipment and assist Print Chair with input of all print judging information and printout any reports needed by Print Chair.
4. Maintain safe backup for all database information.
5. Assist any Chair that has state computer equipment when they need assistance with said computer systems and/or software.
6. Provide the Board of Directors with any information they need to perform the duties if that data is within my purview.
7. All applicable data-base programming.

(F) Certification Chairman. The certification chairman will be responsible for coordinating all aspects of the certification program for the WPPA.

(G) Fall State Convention Chairman. The Fall State Convention Chairman shall be responsible for all aspects of producing a successful Fall State Convention.

5.2. APPOINTED OFFICERS - NOT DIRECTORS. The Vice President, with the approval of the Board of Directors, shall appoint an assistant Convention Chairman, assistant Print Chairman, assistant Tradeshow Chairman, and assistant Fall State Convention Chairman each year prior to the Fall State Convention.

None of these assistant chairman shall vote at any meeting of the Board of Directors.

However, they may attend such meetings and join in the discussions held at such meetings.

Each of such assistant chairman shall assist the Chairman in charge of the activity in whatever manner the Chairman determines appropriate. The appointment of an assistant shall in no way diminish the authority and control of the Chairman.

5.3 EXECUTIVE COORDINATOR The Executive Coordinator is an official member of the Board. She/he will normally be directed by the President when direction is needed. The Executive Coordinator is required to attend all Board Meetings, this is a non-voting position. The Executive Coordinator is an employee of the WPPA. A monthly salary plus budgeted miscellaneous expenses for office supplies, post office box, bulk rate permit, telephone, travel expenses to state board meetings, WPPA convention registrations, hotel for WPPA Fall and Affiliated conventions. Specific job description and salary, plus bonuses, as per contract. Official contract copy will be maintained with current Secretary, the current Treasurer, and the Executive Coordinator.

5.4 OTHER OFFICERS AND COMMITTEES. The President may appoint a member, or members, as a committee, or an office, to perform specific activities. These activities shall include, but may not be limited to, the following:

- | | |
|---------------------------|--|
| (A) AV Coordinator | (O) Long Range Planning |
| (B) Awards | (P) PR Director |
| (C) Banquet | (Q) Membership Chair |
| (D) Budget & Audit | (R) Mentoring |
| (E) Certification Liaison | (S) Merit Supervisor |
| (F) Constitution & ByLaws | (T) Nominating |
| (G) Copyright | (U) Photography |
| (H) Decorations | (V) Registration |
| (I) Fellowship Chair | (W) Scholarship |
| (J) Floor Manager | (X) School Services |
| (K) Fun Night | (Y) Trade Show Representative |
| (L) Grievance | (Z) Treehaven Liaison |
| (M) Hospitality | (AA) Elite Collection/Assn't Print Chair |
| (N) Learning Experience | |

BYLAWS ARTICLE VI. BOARD OF DIRECTORS

6.1. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held following the annual meeting of the membership, and at least once during the second, third, and fourth quarters of the year. In addition to other business which may come before the Board of Directors at the regular meeting following the annual meeting, the Board shall specify locations and tentative dates for the regular meetings to be held until the next annual meeting of the members. At this meeting, the Board shall also determine one, or more, locations suitable for special meetings of the Board. The President shall establish the actual date of the special meetings (other than the special meeting following the annual membership meeting), and such dates shall be within two (2) weeks of the tentative regular meeting dates established by the Board of Directors .

6.2. SPECIAL MEETINGS. Special meetings of the Board shall be held whenever called by the President. Any three (3) Directors may also call a special meeting, and in such event, the President shall establish a time for the special meeting, and such meeting shall be held within two (2) weeks of the President's receipt of the request from the three (3) Directors. The location shall be one of the locations chosen by the Board of Directors at the special meeting following the annual membership meeting (if such locations were in fact chosen at this meeting).

6.3. NOTICE. Written notice stating the place, day, and hour of any regular, or special meeting shall be mailed not less than seven (7), nor more than fifty (50) days before the date of the meeting.

6.4. QUORUM. A total of five (5) members of the Board of Directors shall constitute a quorum for the conduct of business at either a regular, or a special meeting.

6.5. CONDUCT OF MEETINGS. The President, and in the President's absence the Vice President, and in the Vice President's absence any person chosen by the members of the Board present, shall call the meeting of the Board to order, and shall act as Chairman of the meeting, and the Secretary shall act as secretary of the meeting, but in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting. All meetings shall be conducted according to Robert's Rules of Order, except as such rules are inconsistent with any provision of the Constitution, or Bylaws, or the members of the Board attending the meeting vote to follow other rules.

6.6. VOTING. Each member of the Board of Directors shall have one vote. There shall be no voting by proxies.

BYLAWS ARTICLE VII. AMENDMENT

These bylaws may be amended by a majority vote of the directors present at any meeting of the Board of Directors provided notification of the amendment is included with the meeting notice. A 2/3 majority will be required without prior notice. Any Bylaw amended by the members shall become a part of the Constitution, and shall no longer be part of the Bylaws.

BYLAWS ARTICLE VIII. FINANCIAL

8.1. FISCAL YEAR. The fiscal year of this corporation shall be April 1st through the following March 31st.

8.2. ASSETS. The assets of the Association shall be contained within the classifications which are as follows:

- (A) Cash and Securities;
- (B) Personal Property; and
- (C) Real Property

Financial statements which relate to the assets of the Association shall list those assets in an evaluation based on the reasonable market value of the assets at its time of the statement.

8.3. SOURCE OF INCOME. The Association shall derive its income from dues, rentals, fees, and such other sources as are consistent with the Constitution & Bylaws and the laws of the State of Wisconsin.

8.4. PURCHASE AUTHORIZATIONS. The President and the Treasurer shall authorize all purchases of property, supplies and services; except that authorization of the Board of Directors and Officers must be obtained prior to the act of committing the association to any obligation in excess of \$500 that has not been specifically allowed for in the current budget.

8.5. AUTHORIZATION OF DISBURSEMENTS. The Secretary and Treasurer shall be authorized to initiate action to disburse moneys owed by the Association for its obligations, provided that said obligations have been authorized by these Bylaws, or by action of the Board of Directors and Officers.

8.6. FINANCIAL REPORTS. The Board of Directors and Officers shall periodically require the preparation and submission of financial reports which will reflect both the financial activity and position of the Association. Such reports shall be published among the membership.

8.7. BUDGET. The Board of Directors shall adopt a balanced budget at the first scheduled Board meeting of the fiscal year.

8.8. NON-BUDGET EXPENDITURES IN EXCESS OF \$1000. Requests for purchases (whether immediate or extended) in excess of \$1000 which have not been allowed for in the budget, must be approved at two consecutive meetings of the Board of Directors; approval requires a simple majority vote in favor of the purchase at two consecutive meetings and is only approved after a majority vote at the second meeting. Requests for purchases in excess of \$1000 as noted above may be approved at any single meeting of the Board of Directors, provided advance written notice of the purchase is included in the meeting packet. Approval at a single meeting of the Board of Directors will require a 3/4 majority approval by the voting members of the board.

8.9. AUTHORIZATION TO CONTRACT SPEAKERS. The Assistant Fall State Convention Chairman has the authority to contract speakers for the next year's Fall State Convention, up to 75% of the current year's speaker's fee budget. This will allow for the contracting of future speakers on a timely basis.

8.10. COMPLIMENTARY REGISTRATION. The President, and spouse or guest, and the other members of the Executive Board (Vice President, Secretary, Treasurer and Past President) along with the AV Coordinator, Computer Services Chair, Print Chair, Tradeshow Chair and Life Members shall have complimentary registration at the Regional Affiliate Convention and the Fall State Convention.

The Convention Chairman, shall have complimentary registration at the Regional Affiliate Convention. The Fall Convention Chairman, shall have complimentary registration at the Fall State Convention.

BYLAWS ARTICLE IX. SPONSORSHIP OF CLINICS & SEMINARS

Standard procedures for sponsorship of clinics and seminars by Individual Members, Regional Associations, and Sustaining Members.

9.1. SPONSORSHIP. Members and member organizations wishing to sponsor a seminar or clinic in Wisconsin, or Upper Peninsula, must submit a written application of their intent to do so, to the WPPA Seminar Committee for approval not less than sixty (60) days prior to the event. (Applications are available from a committee member, or from regional presidents.)

9.2. ADMISSION. Admission to the seminar must be available to any and all qualified WPPA members as space permits.

9.3. SEMINARS. Seminars must not cause a conflict of interest due to the content, or timing with any WPPA approved, scheduled event.

9.4. SEMINAR COMMITTEE. The Seminar Committee shall consist of the current Convention Program Chairman, the Vice President, the Fall State Convention Chairman, and the Local Affiliate Chapter Directors. They shall be responsible for reviewing, and either approving, or denying each application.

The following are suggested guidelines for the committee to use in processing each application:

- (A) Is the seminar in conflict with any WPPA event?;
- (B) Is the seminar in conflict with any Regional event?;
- (C) Is the seminar content too similar to a scheduled event?, and
- (D) Will the seminar be available to all qualified members?.

It is not the intention of the Seminar Committee to pass judgement on the content, or sponsorship of clinics and seminars, but to regulate when they will occur, so as to avoid conflicts.

The Seminar Committee will notify the applicant of its decision to approve, or deny permission with in seven (7) days of receipt of the application. A copy of the decision will also be sent to the WPPA Secretary for permanent record.

9.5. APPLICATION DENIED. If application is denied by the Seminar Committee, the decision may be appealed to the Board of Directors at the next regularly scheduled meeting. The decision of the Board is final. Any member proceeding with an unauthorized clinic, or seminar, may be subject to disciplinary action.

9.6. MAILING. An individual, sponsoring an approved seminar, may have use of the WPPA Mailing Service for advertising purposes. Any mailing cost, however, will be the responsibility of the sponsor.

9.7. LIABILITY. Approval of the proposed seminar by the Seminar Committee and WPPA does not in any way constitute any responsibility, or any endorsement of, and by, WPPA for the seminar, except in accordance with Article VIII.

9.8. FINANCIAL ASSISTANCE. Local Affiliate Chapters sponsoring an approved seminar may receive financial assistance from WPPA in an amount not to exceed \$150.00. This assistance may be used to help defray costs of fees and advertising. Financial assistance is available only once per year, and for only a single seminar. It is encouraged to request aid ONLY as necessary. Application for financial assistance must be made directly to the Board of Directors at a regular meeting following the seminar.

9.9. REGULATION. Individuals offering private classes, or instruction for profit, as a part of their earned income are not regulated by the Seminar Committee.

BYLAWS ARTICLE X. FUNCTION INCOMES AND EXPENSES

All WPPA sponsored function income and expenses shall be made and posted to the WPPA Master Checking Account. This includes, but is not limited to, the yearly Convention and Fall State Convention.

WISCONSIN PROFESSIONAL PHOTOGRAPHERS ASSOCIATION FINANCIAL POLICIES

1. Officers and Committee Chairs will be reimbursed for actual postage, and office supply expenses. Travel expenses are not allowed.
2. Services rendered are on a volunteer basis. Payment is made only for services with prior approval by the Board of Directors.
3. Receipts must accompany all expense forms.
4. Any expenses in excess of \$500 must have prior authorization of the Board of Directors and Officers. (Please note sections 8.4 and 8.5 of Article VIII of the WPPA Bylaws shown below.)
5. All expenses and income need to be directed to the Committee Chair and then, with the proper forms completed, forwarded to the Treasurer. Bills and payments should not be mailed directly to the Treasurer except by the Committee Chair.
6. Speakers expenses are covered per their contract, therefore any meals or entertainment expenses incurred by the Host is at the hosts expense.

BYLAWS ARTICLE VIII. FINANCIAL

8.4. PURCHASE AUTHORIZATIONS. The President and the Treasurer shall authorize all purchases of property, supplies and services; except that authorization of the Board of Directors and Officers must be obtained prior to the act of committing the association to any obligation in excess of \$500 that has not been specifically allowed for in the current budget.

8.5. AUTHORIZATION OF DISBURSEMENTS. The Secretary and Treasurer shall be authorized to initiate action to disburse moneys owed by the Association for its obligations, provided that said obligations have been authorized by these Bylaws, or by action of the Board of Directors and Officers.