



# **THE BYLAWS OF THE FLORIDA PROFESSIONAL PHOTOGRAPHERS, INC.**

(Adopted - August 26, 1991)

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# **BYLAWS INDEX**

<b>ARTICLE I - NAME &amp; LOCATION .....</b>	<b>3</b>
<b>ARTICLE II - OBJECTIVES .....</b>	<b>3</b>
<b>ARTICLE III - MEMBERSHIP.....</b>	<b>4</b>
<b>ARTICLE IV - OFFICERS.....</b>	<b>7</b>
<b>ARTICLE V - CONTROL AND MANAGEMENT .....</b>	<b>8</b>
<b>ARTICLE VI - GENERAL MEMBERSHIP MEETINGS AND CONVENTIONS .....</b>	<b>9</b>
<b>ARTICLE VII - COMMITTEES .....</b>	<b>9</b>
<b>ARTICLE VIII - CODE OF CONDUCT, VIOLATIONS OF, AND POWER TO TAKE DISCIPLINARY ACTION.....</b>	<b>10</b>
<b>ARTICLE IX - RULES OF ORDER .....</b>	<b>11</b>
<b>ARTICLE X - SECTIONS .....</b>	<b>11</b>
<b>ARTICLE XI - OFFICIAL CORPORATE SEAL .....</b>	<b>11</b>
<b>ARTICLE XII - BYLAWS.....</b>	<b>11</b>
<b>ARTICLE XIII - AMENDMENTS.....</b>	<b>11</b>

**BYLAWS**  
of  
**The Florida Professional Photographers, Inc.**

**ARTICLE I - NAME & LOCATION**

The name of this corporation shall be the Florida Professional Photographers, Incorporated (the "Corporation"), and the permanent address shall be that of the current Executive Director or other such address as shall be designated by the Board of Directors (the "Board").

**ARTICLE II - OBJECTIVES**

- A. **OBJECTIVES** - To fulfill its purposes as detailed in the Articles of Incorporation, the Corporation establishes as its objectives:
1. The dedication to scientific learning, research and instruction in connection with the art, science and profession of photography.
  2. The education of its membership.
  3. The informing of the public as to the standards of professional photography.
  4. The elevation of both professional and ethical standards.
  5. The creation, fostering, promotion, and maintenance of cordial relations, cooperation and interchange of thoughts and opinions freely among its members and with the community in order to advance photography in all its branches.
  6. The promotion of all things which may be of practical benefit to the profession, which may include:
    - a) Supporting legislation favorable to and the opposition to legislation unfavorable or prejudicial to the interests of professional photographers;
    - b) The fostering of practical benefits derived from personal networking and the discussion of subjects having to do with photography; and
    - c) The cooperation with and fostering of other organizations which may be striving to accomplish similar purposes.
- B. **PUBLICATIONS** - The Board shall be empowered to designate the official publication of the Corporation. Such publication must be one whose circulation encompasses the entire membership.

## **ARTICLE III - MEMBERSHIP**

- A. **MEMBERSHIP** – The membership of this corporation shall consist of such individuals, partnerships, firms, corporations, or institutions as may be eligible as described herein.
- B. **APPLICATION REQUIREMENTS**
1. Applicants shall be at least of legal age (18 years of age)
  2. Applicants shall be a legal resident of the State of Florida  
Exceptions include the Service, Student, and Non-Resident Memberships
  3. Applicants shall operate or be employed in a legally established business in the State of Florida that provides professional photography and/or photography services  
Applies only to Professional and Associate Memberships
  4. A State of Florida Annual Resale Certificate for Sales Tax is required  
Applies only to Professional Memberships
  5. Any other requirement as outlined in the Corporation Duties of Membership: Bylaws, Rules & Regulations, Standard Operating Guidelines and the Code of Conduct/Ethics.
  6. Members elected to Life Membership by the Board are exempt from the Application Requirements, except with regard to the Corporation Duties of Membership.
- C. **MEMBERSHIP BENEFITS & PRIVILEGES**
1. Members shall be entitled to such benefits and privileges as shall be decided upon by the Board, not inconsistent with its Charter. In the event of uncertainty as to Membership eligibility of an applicant, or of Membership category, the action of the Board shall be conclusive.
  2. The Benefits of the Corporation for every Member, regardless of Membership Category, provides the right to:
    - a) Attend Activities and Service (fees may apply as determined by the Board),
    - b) Service on Committees,
    - c) Participation in Photographic Competition,
    - d) Ability to earn Degrees,
    - e) Web site Member Directory Listing
  3. The Privileges of the Corporation available to a Member, based on Membership Category, provides the eligibility to:
    - a) Vote with respect to Corporation affairs,
    - b) Hold office in the Corporation,
    - c) Use of the Corporation Logo for promotional purposes,
    - d) Receive Photographic Awards,
    - e) Receive Scholarships,
    - f) Listing on the Web Site ‘Photographer Search’ Listing
- D. **MEMBERSHIP CATEGORIES & ELIGIBILITY** – There shall be eight (8) membership categories as follows:
1. **PROFESSIONAL**
    - a) Professional Membership shall be extended to an individual who meets all the application requirements of the Corporation.
    - b) A Professional Member shall be entitled and eligible to all benefits and privileges of the Corporation.

## 2. ASSOCIATE

- a) Associate Membership shall be extended to an individual who is employed in the State of Florida by a Professional or Life Member of the Corporation.
- b) An Associate Member shall be entitled to the benefits of the Corporation
- c) An Associate Member shall be eligible for the following privileges:
  - (1) Right to vote with respect to Corporation affairs,
  - (2) Hold office in the Corporation,
  - (3) Receive Photographic Awards,
  - (4) Receive Scholarships
- d) An Associate Member shall be ineligible for the following privileges:
  - (1) Use of the Corporation Logo for promotional purposes,
  - (2) Web site 'Photographer Search' Listing

## 3. MEMBER

- a) Membership shall be extended to an individual, generally engaged in the photographic industry, who does not yet meet the requirements for any of the other membership categories.
- b) A Member shall be entitled to the benefits of the Corporation
- c) A Member shall be eligible for the following privileges:
  - (1) Receive Photographic Awards,
  - (2) Receive Scholarships
- d) A Member shall be ineligible for the following privileges:
  - (1) Right to vote with respect to Corporation affairs,
  - (2) Hold office in the Corporation,
  - (3) Use of the Corporation Logo for promotional purposes,
  - (4) Web site 'Photographer Search' Listing

## 4. SERVICE

- a) Service Membership shall be extended to an individual or a partnership, corporation or manufacturer that provides services or sales to professional photographers (digital artists, labs, suppliers, manufacturers, etc.)
- b) A Service Member shall be entitled to the benefits of the Corporation
- c) A Service Member shall be eligible for the following privileges:
  - (1) Use of the Corporation Logo for promotional purposes,
  - (2) Receive Photographic Awards,
  - (3) Receive Scholarships
- d) A Service Member shall be ineligible for the following privileges:
  - (1) Right to vote with respect to Corporation affairs,
  - (2) Hold office in the Corporation,
  - (3) Web site 'Photographer Search' Listing

## 5. STUDENT

- a) Student Membership shall be extended to an individual who:
  - (1) Is currently enrolled in a post-secondary school
    - a. Limited to students who are enrolled, full or part time, in an accredited degree/certification program.
    - b. Does not include continuing education courses and non-degree seeking students
  - (2) Provides proof of enrollment upon application and for each renewal
- b) A Student Member shall be entitled to the benefits of the Corporation
- c) A Student Member shall be eligible for the following privileges:
  - (1) Receive Photographic Awards,
  - (2) Receive Scholarships
- d) A Student Member shall be ineligible for the following privileges:
  - (1) Right to vote with respect to Corporation affairs,
  - (2) Hold office in the Corporation,

- (3) Use of the Corporation Logo for promotional purposes,
- (4) Web site 'Photographer Search' Listing

6. NON-RESIDENT

- a) Non-Resident Membership shall be extended to an individual residing and/or employed outside the State of Florida.
- b) A Non-Resident Member shall be entitled to the benefits of the Corporation
- c) A Non-Resident Member shall be eligible for the following privileges:
  - (1) Use of the Corporation Logo for promotional purposes,
  - (2) Receive Scholarships
- d) A Non-Resident Member shall be ineligible for the following privileges:
  - (1) Right to vote with respect to Corporation affairs,
  - (2) Hold office in the Corporation,
  - (3) Receive Photographic Awards,
  - (4) Web site 'Photographer Search' Listing

7. RETIRED

- a) Retired membership shall be extended to an individual who has been a Corporation member for a minimum of 15 years, who no longer holds a sales tax number or is involved in the industry in an income-making capacity.
- b) A Retired Member shall be entitled to the benefits of the Corporation
- c) A Retired Member shall be eligible for the following privileges:
  - (1) Right to vote with respect to Corporation affairs,
  - (2) Hold office in the Corporation,
  - (3) Receive Photographic Awards,
  - (4) Use of the Corporation Logo for promotional purposes,
- d) A Retired Member shall be ineligible for the following privileges:
  - (1) Receive Scholarships
  - (2) Web site 'Photographer Search' Listing

8. LIFE MEMBERSHIP

- a) Life Membership shall be limited to such individuals who, as determined by the Board, have performed outstanding service to photography in general and to the Corporation in particular.
- b) A Life Member shall be elected to such Membership by the Board of Directors. Nominations for Life Membership must be made at two consecutive Board meetings before final approval.
- c) A Life Member shall be entitled and eligible to all benefits and privileges of the Corporation.

E. MEMBERSHIP DUES, RENEWAL, and EXPIRATION

- 1. The Board shall determine the manner of payment and the amount of annual dues of all membership categories.
- 2. The fiscal year shall be determined by the Board.
- 3. Membership renewal and payment of dues are expected upon that member's renewal due date each year.
- 4. Corporation Membership may expire by:
  - a) A Lapse in Annual Dues;
  - b) Resignation of the member from membership;
  - c) Failure to Comply with the Corporation Duties of Membership;
  - d) By Action of the Board of Directors

## **ARTICLE IV - OFFICERS**

- A. **OFFICERS** – The officers of the Corporation shall be the President, Vice-President and Secretary/Treasurer who shall hold office for a term of one year or until their successors have been elected.
  
- B. **ELECTIONS** – A Board meeting shall be held immediately following the election of new board members for the purpose of electing officers.
  
- C. **DUTIES OF THE PRESIDENT**
  - 1. The President shall:
  - 2. Preside at all meetings of the Board and of the Corporation;
  - 3. Designate the time and place of all meetings;
  - 4. Cause the Secretary to issue and call for Special Meetings of the Board; and
  - 5. Do and perform the duties imposed upon a like office of similar organizations.
  
- D. **DUTIES OF THE VICE-PRESIDENT**
  - 1. The Vice-President shall perform the duties of the President during the President's absence or inability to serve;
  - 2. In the case of vacancy in the office of the President caused by death, resignation, or otherwise, the Vice-President shall become President of the Corporation for the unexpired term.
  
- E. **DUTIES OF THE SECRETARY/TREASURER**
  - 1. The Secretary/Treasurer shall:
    - a) Take minutes at all Board meetings and general meetings of the Corporation;
    - b) Co-sign, with the President and/or Executive Director, vouchers approved by the Board.
  - 2. The Secretary/Treasurer shall also be designated as custodian of the funds of the Corporation, or with Board approval may delegate this responsibility to the Executive Director. The Secretary/Treasurer, or the Executive Director, so designated to serve as custodian of funds, shall:
    - a) Prepare an accurate and detailed statement of accounts and present it to the Board at each regular Board meeting.
    - b) Furnish a surety bond, approved by the Board, in such amount as the Board shall prescribe, at the expense of the Corporation.
    - c) At the end of each fiscal year, furnish the Board with a copy of an annual detailed statement of account.
  
- F. **DUTIES OF THE EXECUTIVE DIRECTOR**
  - 1. An Executive Director shall be hired by the Board and shall carry out the instructions of the Board. Duties of the Executive Director include, but are not limited to:
    - a) Handling all business not assigned to committees;
    - b) Making recommendations regarding business and policy;
    - c) Preparing an annual financial report of the Corporation if so designated as custodian of the funds of the Corporation, and presenting it to the Board for adoption within 60 days of the end of the fiscal year.
  - 2. The Executive Director shall be an ex-officio member of the Board but shall have no voting rights.

## **ARTICLE V - CONTROL AND MANAGEMENT**

- A. **AFFAIRS & BUSINESS** - The property, affairs, and business of the Corporation shall be vested in a Board. The members of said Board shall be qualified and duly elected by the membership.
- B. **CONTROL** - The Board of Directors shall have control of and manage the affairs of the Corporation, with authority to:
1. Establish and maintain the Bylaws;
  2. Establish and maintain the rules and regulations to be known as Rules and Regulations of the Corporation;
  3. Engage assistance;
  4. Fix salaries;
  5. Do anything necessary and desirable in the conduct of the business of the Corporation in accordance with the Articles of Incorporation, Bylaws, and Rules and Regulations.
- C. **COMPOSITION**
1. The Board shall be composed of nine (9) Professional, Associate, or Life Members of the Corporation, three (3) of which shall be President, Vice-President and Secretary/Treasurer of the Corporation. The Board shall be elected by ballot at each Annual General Membership Meeting in such manner that hereafter three (3) Directors shall be elected (or re-elected) annually to serve for a term of three years. No Director shall be elected to serve more than two consecutive terms.
  2. **NOMINATING COMMITTEE** - A nominating committee appointed by the President shall present its nominations for election to the Board for approval.
  3. **NOMINATIONS** - Nominations for the Board may also be made by Professional, Associate, or Life Members from the floor at the Annual General Membership Meeting of the Corporation.
  4. **ELECTIONS** - Election to the Board shall be by a majority of members at the Annual General Membership Meeting.
- D. **BOARD MEETINGS** - The Board shall meet a minimum of four (4) times per year at a location designated by the President.
1. **SPECIAL MEETINGS** - The President may, when deemed necessary, or the Secretary shall, at the request in writing of the majority of the Board, issue a call for a Special Meeting of the Board. Five days' notice in writing shall be required for such Special Meetings.
  2. **QUORUM** - A majority of the Board shall constitute a quorum for the election of officers and all other business or purposes not otherwise provided herein. In the absence of the President, the Vice-President shall preside; in the absence of the President and the Vice-President, the Secretary/Treasurer shall preside; otherwise, the members present shall choose a chairperson for the meeting.
  3. **ABSENCE** - Any member of the Board who expects to be absent from a meeting shall send a communication in advance to the President or Secretary/Treasurer stating the reason for his/her absence; the President, or duly appointed chairman in attendance, shall decide in each instance whether or not such absence is excused. In the event there are three unexcused absences on the part of any member of the Board, his position on the Board shall be declared vacant.
  4. **VACANCIES** - Any vacancies that may occur on the Board for any reason may be filled by appointment of the Board for the unexpired term.
    - a) The Board may allow an Officer the opportunity to move up to Vice President, and then to President regardless of term limits.
    - b) The Board may request a President whose term has expired to stay on the Board an additional year in an advisory capacity with all Board privileges.



## **ARTICLE VI - GENERAL MEMBERSHIP MEETINGS AND CONVENTIONS**

- A. ANNUAL GENERAL MEMBERSHIP MEETING - There shall be an Annual General Membership Meeting of the Corporation. Written notice shall be sent to each member of the Corporation at least thirty (30) days prior to the meeting.
- B. SPECIAL MEETINGS - Special Meetings of the Corporation may be called by the Board. Notice of any Special Meeting shall be given to the members ten (10) days in advance, with a statement of time, place and purpose of the meeting.
- C. QUORUM – Twenty-five (25) Professional, Associate, or Life Members in good standing shall constitute a quorum at any General Membership meeting.
- D. SPECIAL VOTING
  - 1. If a matter arises, which the Board deems necessary to be put before the voting membership, yet not requiring a Special Meeting for such purpose, the Board may submit such matter, by written ballot, to the Professional, Associate, or Life Members for a vote. The outcome of the question thus presented shall be determined by a majority of the signed votes received in the mail within two (2) weeks, provided at least 25 Professional, Associate or Life Members return their ballots.
  - 2. If a matter arises, which requires a vote of the board, but not the membership, the board may conduct the vote either by email, forum, or conference call. The outcome of the vote shall be considered binding immediately unless stated otherwise in the motion. The motions of all votes conducted in this manner shall be restated and recorded in the minutes of the next regularly scheduled board meeting.
- E. FEES AND CHARGES – The Board shall determine the manner of payment and the amount to be paid for registration fees, banquet tickets, and other service charges at conventions and meetings.

## **ARTICLE VII - COMMITTEES**

- A. COMMITTEE APPOINTMENTS - The President shall appoint all committee chairpersons and shall do so at the discretion of the Board.
- B. GRIEVANCE COMMITTEE - If needed, a committee known as the Grievance Committee, consisting of at least three (3) Professional, Associate, or Life members, shall be formed. The Chairperson and other members of the Grievance Committee shall be appointed by the President, (none of whom are to be from the same firm or business), subject to confirmation by the Board.

**ARTICLE VIII - CODE OF CONDUCT, VIOLATIONS OF, AND POWER TO TAKE DISCIPLINARY ACTION**

A. After a hearing, as detailed in Section R-1 of the Rules and Regulations, the Board may take disciplinary action against any member for violations of duties of membership as described in the Code of Ethics below, or upon a member's having pled guilty or having been convicted, adjudged, or otherwise recorded as guilty, or adjudication withheld, by any court of competent jurisdiction, of a felony or misdemeanor involving moral turpitude. The manner of initiating a hearing and the nature of discipline are detailed and defined in Section R-1 of the Rules and Regulations.

**B. CODE OF ETHICS**

1. All applicants shall read and agree to abide by the Code of Ethics, as it appears below.

2. THE CODE OF ETHICS - Conduct to be subscribed by the members shall be as follows:

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Upon being accepted into membership in the Florida Professional Photographers, Inc., I do hereby subscribe without reservation to this Code of Ethics and do solemnly agree that:

- I will endeavor to enhance and ennoble the status of the photographic profession by maintaining a dignity of manner in my behavior, in the presentation of my photography and photographic services, in the appearance of my studio or place of business, and in all other forms of public contact.
- I will observe the highest standard of honesty in all my transactions, avoiding the use of false titles, confusing or inaccurate technical terms or descriptions, and misleading terms or claims.
- I will at all times endeavor to produce only those types of photographs and photographic services that will enhance the prestige of the profession, to apply my best efforts in behalf of the public, and to play my part in raising the general standard of photographic craftsmanship.
- I will show a friendly spirit of co-operation with my fellow professional photographers and assist them whenever possible should they be in trouble or difficulty.
- I will assist and give of my knowledge to the members of my profession, and will encourage them individually and collectively, so that the quality of photography may constantly be raised to higher standards.
- In all matters relating to the interpretation of this Code of Ethics, I will recognize the authority of the Florida Professional Photographers, Inc., and agree to hold harmless the Board of Directors in any decision made on behalf of the Corporation.

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I have read the above Code of Ethics, and agree to abide by it, evidenced by my signature in ink, this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_.

## **ARTICLE IX - RULES OF ORDER**

In all questions of parliamentary practice not covered by these Bylaws, the current edition of Roberts Rules of Order at the time the question arises shall prevail.

## **ARTICLE X - SECTIONS**

The Corporation shall approve the formation of branch organizations, officially known as Sections, within the State of Florida, which shall be incorporated under the Laws of the State of Florida. The criteria for admission to membership shall be subject to the approval of the Board as outlined in Section R-2 of the Rules and Regulations.

## **ARTICLE XI - OFFICIAL CORPORATE SEAL**

The Corporation shall have a seal of such design as adopted by the Board. The seal shall be kept in the custody of the Secretary/Treasurer of the Corporation or the Executive Director as designated by the Board.

## **ARTICLE XII - BYLAWS**

- A. The Board of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as it deems necessary from time to time.
- B. As set forth in the amended Articles of Incorporation of the Corporation, the Bylaws may be amended, revised, or repealed in whole or part by a majority vote of those members of the Board present at any regular meeting or any special meeting called for that purpose.

## **ARTICLE XIII - AMENDMENTS**

The Articles of Incorporation may be amended at a general meeting of the membership, or a special meeting called for that purpose, by a two-thirds vote of the Professional, Associate, and Life members present.