

**CONSTITUTION AND BY-LAWS
OF
MARYLAND PROFESSIONAL PHOTOGRAPHERS ASSOCIATION, INC.
MDPPA, Inc.**

Effective May 17, 2006

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to the
Constitution and By-Laws

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**CONSTITUTION AND BY-LAWS
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Effective 17 May 2006

Article I Name

The name of this nonprofit association is MARYLAND PROFESSIONAL PHOTOGRAPHERS ASSOCIATION, INC.

Article 2 Purpose and Objectives

The purpose and objectives of this Association are

- 1. To advance photography in all its branches, as both an art and a profession;**
- 2. To insist upon high ethical standards in Association members' dealings with their clientele and with each other, consistent with the highest professional code of conduct;**
- 3. To project a professional image of photography to the public and maintain a program of contact with photographic consumers, including education and publicity, displays and exhibits, and respectable business relations with clientele;**
- 4. To elevate the caliber of photography achieved by the Association's members, through ongoing educational programs that include print competitions and critiques, seminars and workshops, and presentations featuring professionally respected guest speakers;**
- 5. To oppose violations and infringements upon the rights of professional photographers as both individuals and members of this and other professional associations;**
- 6. To create, foster, promote and maintain cordial relations, cooperation and free interchange of ideas among all Association members; and**
- 7. To cooperate with other organizations striving to accomplish similar purposed and objectives.**

Article 3 Code of Ethics

Section 1. Definition: Before admission to membership in the Maryland Professional Photographer's Association, Inc., a person must solemnly agree, without reservation:

- A. To endeavor at all times to produce only those types of photographs and photographic services that enhance the prestige of the profession and are of quality equal or superior to those displayed as samples, thereby applying his or her best efforts on behalf of the photographic consumer and playing a responsible part in raising the general standards of photographic craftsmanship:**
- B. To enhance the status of the photographic profession by maintaining dignity in behavior, in presentation of photographic work and services, in appearance of the studio or other place of business, and in all other aspects of contact with the public:**
- C. To freely assist and share knowledge with other members of the profession, encouraging them individually and collectively to raise the standards of professional photography:**
- D. To show a friendly spirit of cooperation toward other Association members, assisting them whenever possible:**

E. To encourage all Association members to extend professional courtesy to other photographers:

F. To observe the highest standards of honesty in all transactions, avoiding use of false titles, confusing or inaccurate technical terminology or descriptions, and misleading terms or claims:

G. To avoid at all times unfair competitive practices, especially those determined as such by any court of competent jurisdiction, Federal antitrust laws, state consumer protection laws, and/or Professional Photographers of America, Inc. (PP of A): and

H. To recognize the authority of this Association in all matters related to the interpretation of the Code of Ethics defined in this Section, in accordance with the statutes of the United States of America and the various states, and the decisions of courts and governmental agencies of competent jurisdiction.

Section 2. Violations: Violations Any person who repudiates or violates the Association's Code of Ethics shall be reprimanded, punished or have his or her membership in the Association terminated at the discretion of the Board of Directors of the Association and in accordance with the following rules.

A. Complaints of violations of the Code of Ethics must be filed with the Recording Secretary, who shall submit each complaint and all supporting evidence of the violation(s) to the Association's Committee on Unethical Practices within thirty (30) days.

B. The Committee on Unethical Practices shall submit to the Board of Directors all evidence in regard to the complaint within thirty (30) days, unless the Board grants an extension. A single extension of thirty (30) days may be granted for each case.

C. Following its investigation the Committee shall report its findings to the Board of Directors and submit to the Board its recommendation for action. Based on a review of the evidence presented in the case and the report and recommendation of the Committee, a majority vote by the members of the Board of Directors shall decide the action to be taken. The Board shall then instruct the Recording Secretary to write a letter to the accused member, reporting the Board's findings and decision.

D. Any Association member subject to disciplinary action decided upon by the Board of Directors in accordance with the above procedures has the right to appeal the decision to the Board within 30 days or the next official board meeting. If a member is not satisfied with the results of an appeal to the Board, he or she may then appeal to the general membership of the Association as per Article 8, Section 9D.

E. If the complainant and/or the defendant in a given case is a member of the Board of Directors that will file on the complaint, his/her board member's rights and privileges as related to voting and that Board members rights and privileges as they relate to the resolution of the case, shall be suspended.

Article 4 - Membership

Section 1. Definition: The membership of the Association is defined as follows:

A. The membership of this Association consists of professional photographers, their assistants, photographic technicians, and others eligible under the membership classifications described in this article.

B. Each member of the Association is entitled to all of the services and privileges set forth in the description of his or her membership classification found in this Section.

C. The MDPPA, INC. complies with the Professional Photographers of America, Inc.'s policy of national membership for an affiliate in Group A, as described in PPA merit application qualifications. Membership in PPA is encouraged for all Association members.

D. Members with voting rights are Professional Active, Non-Resident, Additional Active, and Life

Members. Hereinafter, these persons are referred to as Voting Members.

Section 2. Classifications of Membership: There are thirteen (13) classifications of membership in the Association; namely, Professional Active, Aspiring Professional, Additional Active, Associate/ Specialist, Non-Resident Professional Active, Firm, Sustaining, Life, Honorary, Student, Non-Resident Additional Active, Non-Resident Associate/Specialist, and Retired/Mentor Professional.

Section 3. Professional Active Membership: Professional Active Membership in the Association is defined as follows: (Fee - \$250.00)

- A. Professional Active Membership includes those photographers who**
 - i. Are proprietors of established places of business for the practice of professional photography or otherwise engaged in the business of professional photography registered in the State of Maryland;**
 - ii. Manage established businesses registered in the state of Maryland for the practice of professional photography;**
 - iii. Head photographic departments used by and for industrial firms in the State of Maryland;**
 - iv. Are qualified photographic instructors or department heads in Maryland educational institutions offering two (2) or more years of post-high school photographic training; or**
 - v. Maintain their places of business in adjacent states.**
- B. Professional Active members must earn at least one-third (1/3) of his or her gross annual income from photography. However, any Professional Active member in good standing on the date these By-Laws become effective is excluded from the income requirement.**
- C. Professional Active members have full voting privileges within the Association.**
- D. Only a Professional Active member can hold an elected office.**
- E. Professional Active members' spouses or significant others who are not actively involved in professional photography may attend Association meetings and social functions.**

Section 4. Aspiring Professional Membership: Aspiring Professional Membership in the Association is defined as follows: (Fee - \$175.00)

- A. Aspiring Professional Membership is available only to new applicants who**
 - i. Are beginning careers in professional photography, and**
 - ii. Do not meet the full requirements of Professional Active Membership.**
- B. Aspiring Professional members may enter print competitions for score only.**
- C. Aspiring Professional members do not have voting privileges in the Association and may not hold elected office.**
- D. Aspiring Professional Membership may be held for a period of no more than two (2) years, unless an extension is granted by the Board of Directors.**

E. Aspiring Professional member's spouses or significant others who are not active in professional photography may attend Association meetings and social functions.

Section 5. Additional Active Membership: Additional Active Membership in the Association is defined as follows: (Fee - \$175.00)

A. Additional Active Membership includes photographers employed either full-time or part-time by Professional Active, Life or Nonresident members of the Association.

B. Additional Active members enjoy all the privileges and benefits of the Association afforded a Professional Active member.

Section 6. Associate/Specialist Membership: Associate/Specialist Membership in the Association is defined as follows: (Fee - \$175.00)

A. Associate/Specialist Membership includes photography technicians, receptionists, assistants and artists employed by Professional Active, Life or Nonresident members of the Association.

B. Associate/Specialist members may enter print competitions for score only.

C. Associate/Specialist members enjoy all privileges and benefits of the Association, except

i. Eligibility for awards, degrees or honors given by the Association;

ii. Automatic membership in Southeastern Professional Photographers Association, Inc. (SEPPA)

iii. Those privileges and benefits reserved exclusively for Professional Active members.

Section 7. Non-resident Professional Active Membership: Non-resident Professional Active Membership in the Association is defined as follows: (Fee - \$125.00)

A. Non-Resident Professional Active Membership includes those photographers who

i. Are proprietors of established places of business for the practice of professional photography or otherwise engaged in the business of professional photography registered states that are not adjacent to the state of Maryland;

ii. Manage established businesses registered in states that are not adjacent to the state of Maryland for the practice of professional photography;

iii. Head photographic departments used by and for industrial firms in states that are not adjacent to the state of Maryland.

B. Non-Resident Professional Active members enjoy all the privileges and benefits of the Association, except those reserved exclusively for Professional Active members.

C. At the discretion of the Board of Directors, a Non-Resident Professional Active member may be granted the full privileges of a Professional Active membership.

D. Non-Resident Professional Active member may attend the MDPPA Annual Convention, social functions, participate in the annual print competition (for score only), and up to two monthly meetings, except the October Member Fest and Spring All-Day seminars. If the two monthly

meetings are monthly print competitions, they may participate “for score only”.

E. Non-Resident Professional Active members may not hold office or cast votes in the election process.

**Section 8. Firm Membership: Firm Membership in the Association is defined as follows:
(Fee - \$270.00)**

- A. Firm Membership is available to any Professional Active member who pays for two (2) additional memberships (e.g. - two (2) Additional Active memberships, two (2) Associate/Specialist memberships, or one (1) of each type.)**
- B. Additional memberships over the two (2) allotted must be approved by the Association's Board of Directors, and a \$125.00 fee is assessed for each additional member.**
- C. A Firm member must apply each year for membership renewal.**

**Section 9. Sustaining Membership: Sustaining Membership in the Association is defined as follows:
(Fee – \$550.00)**

- A. Sustaining Membership is available to representatives of photographic equipment and supply manufacturers, distributors, and others who meet the approval of the Association's Board of Directors.**
- B. Sustaining members enjoy all the benefits and privileges of the Association, except those reserved exclusively for Professional Active members.**
- C. Sustaining members can set-up a display of their wares at each monthly meeting except the October Member Fest and Spring All-Day seminars.**
- D. A Sustaining member will receive a 50% discount on booth space at the Annual Convention Trade Show.**

Section 10. Life Membership: Life Membership in the Association is defined as follows:

- A. Life Membership may be extended to any Professional Active Member of the Association in recognition of service rendered or for good and sufficient reason.**
- B. Recommendations for Life Membership must be made to the Board of Directors for its consideration.**
- C. Life Membership is granted by a two-thirds (2/3) affirmative vote of the Professional Active members present and voting at any general membership meeting.**
- D. Life members enjoy all of the privileges and benefits of Professional Active members and are not required to pay dues.**

Section 11. Honorary Membership: Honorary Membership in the Association is defined as follows:

- A. Honorary Membership may be extended to any photographer or non-photographer who is not a member of the Association, in recognition of service or significant contribution to the Association or the professional photographic community.**
- B. Recommendations for Honorary Membership must be made and approved in the same manner as those for Life Membership, described in Section 10, above.**
- C. An Honorary member enjoys all the benefits and privileges of the Association, except those reserved exclusively for Professional Active members, and are not required to pay dues.**

Section 12. Student Membership: Student Membership in the Association is defined as follows: (Fee - \$125.00)

- A. Student Membership is available to Maryland residents who are students participating in a photographic curriculum at a bona fide and accredited school offering two (2) years or more of post-high school photographic training.**
- B. Student members enjoy all the privileges and benefits of the Association, except those reserved exclusively for Professional Active members.**
- C. Student members must apply each year for membership renewal with a maximum of four (4) years as a student member.**

Section 13. Non-Resident Additional Active Membership: Non-Resident Additional Active Membership in the Association is defined as follows: (Fee - \$125.00)

- A. Non-Resident Additional Active membership includes photographers employed either full-time or part-time by Non-Resident Professional Active members of the association.**
- B. Non-Resident Additional Active members may attend the MDPPA Annual Convention, social functions, participate in the annual print competition (for score only), and up to two monthly meetings, except the October Member Fest and Spring All-Day seminars. If the two monthly meetings they attend are monthly print competitions, they may participate “for score only”.**
- C. Non-Resident Additional Active members may not hold office or cast votes in the election process.**
- D. Non-Resident Additional Active member are**
 - i. Not eligible for awards, degrees or honors given by the Association;**
 - ii. Not Automatically enrolled for membership in Southeastern Professional Photographers Association, Inc. (SEPPA).**

Section 14. Non-Resident Associate/Specialist Membership: Non-Resident Associate/Specialist membership in the Association is defined as follows: (Fee - \$125.00)

- A. Non-Resident Associate/Specialist membership includes photography technicians, receptionists, assistants and artists employed by Non-Resident Professional Active members of the Association.**

- B. Non-Resident Associate/Specialist members may attend the MDPPA Annual Convention, social functions, participate in the annual print competition (for score only), and up to two monthly meetings, except the October Member Fest and Spring All-Day seminars. If the two monthly meetings they attend are monthly print competitions, they may participate “for score only”.**
- C. Non-Resident Associate/Specialist member are**
 - i. Not eligible for awards, degrees or honors given by the Association;**
 - ii. Not automatically enrolled for membership in Southeastern Professional Photographers Association, Inc. (SEPPA).**

Section 15. Retired/Mentor Professional Membership: Retired/Mentor Professional Membership in the Association is defined as follows:

- A. Retired/Mentor Professional members are former Professional Active members of MDPPA who wish to continue to participate with the association and are available to mentor new and aspiring professional photographers.**
- B. Retired/Mentor Professional members may attend all social functions, the annual convention and up to two monthly meetings.**
- C. Retired/Mentor Professional members may participate in the annual print competition/and or monthly print competitions “for score only.”**
- D. Retired/Mentor Professional members may not hold office or cast ballots in the election process.**

Article 5 Application for Membership

Section 1. Application Procedure: An individual applying for membership in the Association must submit to the Membership Chairman (1) an application for membership along with (2) a check for the amount of annual dues appropriate for the membership classification being sought, (3) a signed copy of the Code of Ethics of the Maryland Professional Photographers! Association, Inc., and (4) proof of membership in PPA or a completed application for membership in PPA and a check for annual PPA dues.

Section 2. Retail Sales Tax Number: All Professional Active, Aspiring Professional, Additional Active and non-resident members must have a currently valid retail sales tax number.

Section 3. Application Review and Recommendation: After reviewing an application, any member of the Board of Directors may recommend through the Association’s monthly newsletter that the applicant be accepted for membership.

Section 4. Objections to Membership: Any voting member of the Association who objects to acceptance of an applicant must so advise the Membership Chairman prior to the first Board of Directors meeting following publication of the applicant’s name in the Association newsletter.

Section 5. Portfolio Requirement: Prior to final acceptance for membership, the applicant must submit to the Membership Chairman a portfolio of his or her photographic work for review by three members of the Board of Directors. A portfolio shall consist of eight (8) prints, each no smaller than 8x10, of which six (6) must exemplify the work of the applicant in the classification of photography in which he or she does business (i.e.- portrait, commercial, wedding).

Section 6. Final Approval/Disapproval of Membership: Final approval or disapproval of any membership application lies with the Board of Directors. A total of five (5) “no” votes is required to disapprove membership.

Article 6 .Dues and Fees

Section 1. Determination of Dues and Fees:

A. Each year the Board of Directors will study the plans of the Association and the financial report and recommendations prepared by the Association's Budget and Finance Committee and will establish through majority approval by its members the amount and conditions of the annual dues and convention registration fees to be paid in the following year by the various categories of membership.

B. If and when additional funds are needed to carry out any program approved by the Association, the Board of Directors has the authority to assess each member a proportionate amount of the required funds. In no case, however, may the total of any year's assessment be more than the amount of annual dues, unless exception is granted by a simple majority vote of the general membership.

Section 2. Notification of Dues: The Association Treasurer must notify the membership of any change in the dues structure by publishing notification of the change in the monthly newsletter at least sixty (60) days in advance of the date when dues are payable.

Section 3. Payment of Dues: Annual membership dues are due and payable on the first day of July of each year.

Section 4. Arrears:

A. Any member who fails to pay dues by July 31 will be notified by the Treasurer of the Association (or the Executive Secretary if the Treasurer delegates the responsibility) that his or her membership is in arrears.

B. If the Treasurer has not received full payment for dues from that member by the next meeting of either the membership or the Board of Directors, whichever occurs first, the member may be suspended from the rolls of the Association without a hearing, by a majority vote of the Board of Directors. Once suspended from the rolls, the member automatically forfeits all rights and privileges of membership.

C. It is the duty of the Treasurer to notify the suspended member, in writing, of the action taken by the Board of Directors.

Section 5. Reinstatement: Any member suspended from the Association for failure to pay dues may be reinstated after a period of two (2) months by making application for new membership as prescribed in Article 5 and having his or her application approved by the Board of Directors.

Article 7 .Officers and Elections

Section 1. Officers:

A. The officers of the Association are: the Chairman of the Board, the President, the 1st Vice-President, the 2nd Vice-President, the Secretary, the Treasurer, and five (5) Directors-at-Large, together constituting the Association's Board of Directors.

B. The President, the 1st Vice-President, the 2nd Vice-President, the Recording Secretary, the Treasurer and the five Directors-at-Large are elected to hold office until their successors are elected and installed.

C. The immediate past President of the Association automatically becomes Chairman of the Board at the installation of the new President.

D. The newly elected officers take the oath of office in January following the election.

Section 2. Election Procedures:

A. Elections are held once each year at the September business meeting of the Maryland Professional Photographers Association, Inc.

B. All officers are elected by ballot and serve a term of one (1) year or until their successors are

duly elected or appointed and installed.

C. Any Professional Active, Additional Active or Life Member who has been in good standing with the Association for a minimum of one (1) year immediately prior to his or her nomination is eligible for election to office in the Association. Candidates for presidential offices (President, 1st Vice-President, or 2nd Vice-President) must have served as a Board Member at Large for MDPPA for one year prior to taking that office.

D. The Secretary shall prepare a list of all members eligible for office and make it available to the Nominating Committee.

E. The President, with the approval of the Board of Directors, shall appoint an Election Chairman for the year. The Chairman may appoint up to two committee members with the approval of the Board of Directors.

F. Nominations will take place at the June and July business meetings. Prior to the June meeting, the committee will publicize the nominations. At the June meeting, the Chairman will ask for and accept open nominations from the floor for the various offices, and again at the July business meeting. All nominees must be valid professional members as specified in Item C above and the roster shall not necessarily be limited to one nominee per elective position. After each meeting, the committee will publish the roster of nominees for the membership. (The interim roster will be available after the June meeting; the final roster will be available after the July meeting.)

G. Ballots:

i. The Election Committee shall provide all Voting Members with a printed official ballot sufficiently before the September election meeting to permit casting of an absentee (mail-in) vote if needed.

ii. Members will return their ballots to the Election Chairman in an envelope with their name imprinted in the upper left corner. They may be returned by mail prior to the election, or carried to the election meeting at the option of the member.

iii. The Election Chairman shall have additional ballots and blank envelopes at the election meeting for members who have not sent or brought in their original ballot. All ballots must be returned in the envelopes with the member's name written on the exterior. The Election Committee will check ballots against the official list of Voting Members provided by the Secretary to insure that duplicate ballots are not cast. In the case of duplicate ballots, both will be discounted.

iv. Once the Election Secretary insures that there are no duplicate votes the envelopes are removed. the ballots will be separated and the votes counted.

H. A simple plurality of votes cast is required to elect, e.g.. of the nominees for Board Member at Large, the five candidates with the most votes win.

Section 3. Vacancies:

A. A vacancy occurring in any office but the Presidency is filled by appointment by the Board of Directors, the appointment to be effective for the duration of the unexpired term. The Board may refer to the election results to make these selections.

B. When a vacancy occurs in the office of the President, the 1st Vice-President becomes President and serves in that capacity for the remainder of the unexpired term.

Section 4. Resignations:

A. An officer or director may resign from office by submitting a written resignation to the Board of Directors.

B. A vacancy caused by the resignation of an officer is filled in accordance with Section 3, above. Article

Article 8 .Duties of Officers and Board Members

Section 1. Chairman of the Board: The Chairman of the Board presides at all meetings of the Board of Directors.

Section 2. President: The duties of the President of the Association are as follows:

- A. To preside at all regular meetings of the Maryland Professional Photographers' Association, Inc.**
- B. To appoint or direct the appointment of such committees as may be authorized by the Association or deemed necessary by the President.**
- C. To appoint at his or her own discretion the heads of committees.**
- D. To supervise the work of all committees to the extent necessary to ensure that the duties assigned them are faithfully performed.**
- E. To approve and sign all contracts or obligations authorized by the Maryland Professional Photographers' Association, Inc., or to designate an Association member to do so.**

Section 3. 1st Vice-President: in the absence of the President, the 1st Vice-President of the Association performs all the duties of that office.

Section 4. 2nd Vice-President: In the absence of the President and the 1st Vice-President, the 2nd Vice-President of the Association performs all the duties of office of President.

Section 5. Recording Secretary: The duties of the Recording Secretary of the Association are as follows:

- A. To keep a record of the proceedings of all meetings of the Association and the Board of Directors.**
- B. To make available for the inspection of any Professional Active Member of the Association all papers and records pertaining to the proceedings of the Association, and to be present during all inspections of said papers and records.**
- C. To maintain an alphabetical file of all Association members and keep an updated copy of the Association By-Laws and the minutes of all business meetings.**
- D. To turn over to his or her successor all Association papers and records in his or possession prior to relinquishing office.**
- E. In the absence of the President, the 1st Vice-President, and the 2nd Vice-President, to call to order any meetings of the Association and maintain presidency over the meeting until a Chairman Pro Tem can be elected.**

Section 6. Treasurer: The duties of the Treasurer of the Association are as follows:

- A. To serve as custodian of the funds of Maryland Professional Photographers! Association, Inc., handling disbursements of funds with checks to be signed by either the Treasurer or the President.**
- B. To properly deposit all funds collected at monthly Association meetings and to verify that all members in attendance at such meetings are in good financial standing with the Association.**
- C. To collect, deposit and disperse all funds for the Association annual convention.**
- D. To prepare monthly an accurate and detailed statement of accounts, with vouchers attached, for inspection at each regular meeting of the Board of Directors.**
- E. To pay promptly all account vouchers approved for payment by the Board of Directors.**
- F. To make available upon request from members a quarterly financial statement for the Association.**

G. To assist in the preparation of an annual budget for the approval of the Board of Directors at its January meeting and guide the Board in operating within the limits of the budget throughout the year.

Section 7. Directors-at-Large: The duties of the Directors-at-Large of the Association are as follows:

A. To attend Board of Directors meetings.

B. To actively participate in the general supervision of the business of the Association.

C. To act in the best interests of the Association and on behalf of the members of the Association at all meetings of the Board of Directors.

Section 8. Detailed Descriptions of Duties: It is the responsibility of the Board of Directors to prepare a written set of Managing Guidelines containing detailed descriptions of the duties of each Association officer and committee Chairman. The purpose of the Managing Guidelines is to establish a business-like administration and facilitate the transition when new officers assume their responsibilities.

Section 9. Discipline of Officers: When required, discipline of Association officers proceeds as follows:

A. At the direction of the Board of Directors, the Committee on Unethical Practices conducts a thorough investigation of the conduct of the Association officer(s) in question and, if warranted, makes disciplinary recommendations to the Board of Directors, which then decides upon and takes appropriate action.

B. Any Board Member who, within the course of a single year, is absent from three (3) meetings of the Board of Directors without valid reason shall be expelled from the Board of Directors.

C. Any officer may be removed from office by a two-thirds (2/3) vote of a quorum of the Professional Active, Additional Active and Life members at any regular meeting; or by a two-thirds (2/3) vote of the Board of Directors at any legally constituted meeting of the Board.

D. Any officer disciplined in accordance with this procedures outlined in this Section has the right to appeal. An Intent of Appeal must be submitted, in writing, by the appellant to the Board of Directors within thirty (30) days of his or her being notified of the disciplinary action being taken. The Intent of Appeal is then published in the next issue of the Association newsletter, and the appellant given the opportunity to state his or her appeal at the next general meeting of the Association membership. At that meeting a general membership vote will be taken by secret ballot. An affirmative vote by two-thirds (2/3) of the Professional Active, Additional Active and Life members present and voting is required for acceptance of the appeal.

Section 10. Executive Secretary: The Board of Directors appoints an Executive Secretary, a nonvoting member of the Board of Directors to perform the following duties under the direction of the President and the Recording Secretary:

A. Attend all Association conventions and seminars. In the event an overnight stay is required, the Association covers necessary related expenses.

B. Meet all specific duties and responsibilities designated to the position in the Managing Guidelines.

Article 9 Duties of the Board of Directors

Section 1. General Description: The Board of Directors has the following general duties and responsibilities:

A. To act as the policy-making body of the Maryland Professional Photographers' Association, Inc.

B. To supervise all interests and activities of the Association.

C. To meet at times specified by the Chairman of the Board for the purpose of considering such questions as may be brought before it.

D. To carry out all programs approved by the members for the attainment of the purpose and objectives of the Association.

E. To provide a meeting place and arrange for the meetings of the Association.

Section 2. Meetings: Meetings of the Board of Directors convene as follows:

A. The Board of Directors meets at least eight (8) times each year to discuss and act upon the business of the Association.

B. A meeting of the Board may be called by any member of the Board, who must notify the other members of the Board by mail or telephone at least one (1) week in advance of the proposed meeting, stating an agenda. At a specially convened meeting of the Board of Directors only that agenda announced as the purpose of the meeting may be discussed.

C. An emergency meeting of the Board of Directors may be called at any time by the Chairman of the Board.

Article 10 .National Council Members

Section 1. Nomination: On or before April 1 of the election year, the Maryland Professional Photographers Association membership nominates Councilors from the PPA membership within the State of Maryland, for the number of positions to which the state of Maryland is entitled. Nominations are to be submitted to Professional Photographers of America, Inc. for inclusion on the election ballot. Nominations shall be made in this manner every three years, or until PPA changes the term of office for Councilors. Beginning in 1988, the term of office is three years, (3).

Section 2. Eligibility: National Council Member nominees representing the state of Maryland must be Professional Active, Retired, or Life members of PPA and a resident of, or having their principal place of business in the state of Maryland.

Section 3. Membership on the Board of Directors: PPA's Maryland National Council representatives serve as nonvoting members of the Association's Board of Directors.

Article 11 .Meetings

Section 1. Annual Meeting: An annual meeting is held each year at a time and a place designated by the Board of Directors for the election of officers and the conducting of any other business that may come regularly before the Association.

Section 2. Regular Meetings: Regular meetings of the general membership are held monthly at a time and a place designated by the Board of Directors.

Section 3. Special Meetings: A special meeting may be called by the Board of Directors for any purpose warranting it. Written notice announcing the time, place and purpose of the meeting must be sent to all Professional Active members of the Association at least one (1) week prior to the proposed meeting date.

Article 12 .Parliamentary Law

Section 1. Definition: Roberts Rules of Order, Newly Revised is the authority on all questions of parliamentary law not covered by the Association Constitution and By-Laws.

Section 2. Parliamentarian: At the outset of his or her term, the President of the Association appoints from among the members of the Board of Directors a Parliamentarian to serve until the election and installation of the succeeding President. The Parliamentarian serves as Chairman of the Charter and By- Laws Committee.

Article 13 .Quorum

Section 1. Quorum of Voting Membership: Twenty-five (25) percent of the Voting Members currently enrolled in the Association constitutes a quorum at a business meeting of the Association.

Section 2. Quorum of the Board of Directors: Five (5) members constitute a quorum at a meeting of the Association's Board of Directors.

Article 14 .Standing Committees

Section 1. Definition: There are six (6) standing committees of the Association: the Membership Committee, the Committee on Unethical Practices, the Charter and By-Laws Committee, the Election Committee, the Legislative Committee, and the Finance and Budget Committee.

Section 2. Membership Committee: The Membership Committee consists of a Chairman appointed by the President. Other Committee members are selected by the Chairman, and the Secretary of the Association. The duties of the Membership Committee include the following:

A. To examine applications for membership in the Association, satisfy itself as to the qualifications of the applicants for membership, and accordingly make recommendations to the Board of Directors for approval of new memberships.

B. To pass on applications for reinstatement and applications for extensions of privileges of Life Membership and Honorary Membership.

Section 3. Committee on Unethical Practices: The Committee on Unethical Practices consists of a Chairman appointed by the President, other Committee members selected by the Chairman, and, as nonvoting members, the Association Secretary and a Director-at-Large. The duties of the Committee on Unethical Practices include the following:

A. To hear all charges of unethical practices brought by members and nonmembers of the Association against any member of the Association, in the manner described in Article 3. Section 2, above.

B. To keep a complete record of all hearings conducted by the Committee.

Section 4. Charter and By-Laws Committee: The Charter and By-Laws Committee consists of the Parliamentarian as Chairman and other Committee members selected by the Chairman. The duties of the Charter and By-Laws Committee include the following:

A. To consider all recommendations for changes in the Charter and the By-Laws.

B. To present to the Board of Directors recommendations for changes in the Charter and the Bylaws, such changes to be considered subsequently by the Association membership at the annual meeting or any special meetings called for the purpose of amending the Constitution and By-Laws.

Section 5. Election Committee: This Committee consists of a Chairman selected by the President and approved by the Board of Directors and, at the option of the Chairman, up to two (2) members also approved by the Board of Directors. The Secretary of the Association provides the Committee with a list of Association members eligible for nomination for office, at which time the committee undertakes the following duties:

A. Supervise the nomination of members for the offices of President, 1st Vice-President, 2nd Vice-President, Recording Secretary, Treasurer and five Directors-at-Large.

B. Publicize the nominations and elections, and report to the membership on results of each. Prepare and count election ballots.

Section 6. Legislative Committee: The Legislative Committee consists of a Chairman appointed by the President, other Committee members selected by the Chairman, and one Director-at-Large serving as a nonvoting member. The duties of the Legislative Committee include the following:

A. To stay informed of national, state, and local legislation--effective, impending or required--that may affect professional photography and members of the Association.

B. To acquaint Association members of such legislation and recommend to them specific courses of action.

C. To implement such action on legislation as is directed by the Board of Directors.

Section 7. Finance and Budget Committee: The Finance and Budget Committee consists of a Chairman appointed by the President, other Committee members selected by the Chairman, and the Association President and Treasurer. The duties of the Finance and Budget Committee are as follows:

A. To examine all financial records of the Association and insist on adequate documentation of all financial transactions, including receipts and disbursements.

B. To formulate and submit to the Board of Directors for approval the annual budget of the Association.

C. To recommend procedures for raising additional funds required to carry out projects and policies of the Association, and to take emergency action in this regard whenever necessary.

D. To rule on financial matters not covered in these By-Laws or if so directed by the Board of Directors.

Section 8. Appointment of Committees: Appointment of committees must adhere to the following rules:

A. The President of the Association appoints the Chairmen of all standing committees except the Nominating Committee, with all appointments subject to approval by the Board of Directors.

B. Non-standing committees such as those concerned with memorials, resolutions, publications, publicity, public relations and education are considered special committees.

C. The President may appoint such special committees as he or she deems necessary. The members of such special committees hold office from the time of their appointments to the adjournment of the next officer installation meeting.

Article 15 .Amendments:

The Constitution and By-Laws may be amended or repealed at any annual business meeting of the Association, or any special meeting called for that purpose, by a two-thirds (2/3) vote of the Voting Members present and voting, provided the proposed changes have been submitted to the membership through the official newsletter of the Association, or by letters or cards addressed to each Voting Member of the Association, at least thirty (30) days prior to the meeting at which the changes are voted upon.