

By-Laws of the Professional Photographers of West Virginia, Inc.

Article I - Name

This association shall be a non-profit association and shall be known as The Professional Photographers of West Virginia, Inc.

Article II - Purpose

The purpose and objectives of this association shall be to create and maintain a high standard of workmanship and skill in the profession of photography, to promote a free interchange of ideas and thoughts among photographers, to encourage good relationships among them, and to combat infringements and violations of their rights as professional photographers and individuals. It shall also be the purpose of this association to increase the knowledge and skill of its members through the use of conventions, special schools and seminars.

Article III - Conduct

As members of the Professional Photographers of West Virginia, Inc., we agree to the following Code of conduct:

“We will endeavor to ennoble and enhance the photographic profession by maintaining a sense of dignity in our behavior, in the presentation of our photography and photographic service, and by maintaining a clean and attractive studio. We further agree that we will observe the highest degree of honesty in our dealings with the public and with each other, avoiding misleading terms, claims and unfair competitive practices. We will, at all times, refuse to use our photographic knowledge to produce pornographic photographs or other salacious material. We will follow a policy of friendly cooperation with each other and with all photographers, sharing our knowledge and assisting them whenever possible.

Article IV - Membership

A) The membership of this association shall consist of such individuals, firms, partnerships, corporations and institutions as may be eligible under the various classifications described in this article.

B) There shall be four classifications of memberships:

- 1) ACTIVE
- 2) OUT OF STATE
- 3) HONORARY
- 4) ASPIRING

- C) Active memberships shall be extended to those whose business and/or residence is located within the state of West Virginia, engaging in the production of photographs or photographic reproductions as a portion of his/her income.
- D) Active memberships shall also be extended to individuals as follows: Industrial photographers in non-photographic establishments, organizations or institutions and News/Press photographers, Police, Identification photographers in any Department, Division Bureau, Section of Authority of West Virginia instructors of photography or photographic techniques in a recognized school, College or University. Medical, Dental, X-Ray, Biological or other specialized photographic technicians. Active membership also includes retouchers, colorists, and photofinishers, and to the employees and families of such firms or companies residing and operating in West Virginia.
- E) In considering application for membership, the Board shall determine that the applicant have an overall knowledge and ability in the field of professional photography, and that they are actively engaged in the profession to the extent that a portion of their income is derived from the profession of photography.
- F) An applicant for membership will be considered as a provisional member until accepted for membership in the Association.
- G) Active membership shall be a prerequisite both to holding the office of either President, Vice-President, or Secretary-Treasurer or serving as members of the Board of Directors.
- H) Out of State memberships shall be available to those eligible.
- I) Honorary members shall be chosen at the discretion and upon the unanimous vote of the Board of Directors. Honorary members shall not pay dues and shall not be eligible to vote or hold office. Honorary members shall be eligible to enter prints in competition in accordance with print rules.
- J) Aspiring memberships shall be available to those individuals who have an interest in pursuing photography as an art, but who do not possess a business license and therefore derive no appreciable income from photography.
- K) All resignations shall be tendered to the board in writing. A resignation received after payment of dues shall not relieve the member presenting such resignation from liability for the dues of they year entered upon.
- L) Should the association be permanently dissolved, all funds - after payment of bills - will be distributed equally among the current paid membership at the time of the dissolution.

Article V - Dues

- A) The amount of annual dues and convention fees shall be determined from time to time by the Board of Directors
- B) Annual dues shall be due September 1st, and shall be payable in advance.
- C) If any member shall fail to pay his dues within thirty days after date due, there will be a late fee. If dues are not paid by December 31, you will need to re-apply for new membership. They shall receive a written notice of delinquency.
- D) The Association's fiscal year shall be the calendar year.

Article VI - Board of Directors

- A) The Board of Directors shall be composed as follows:
1. President
 2. Vice-President
 3. All Past Presidents who have maintained continuous membership in good standing
 5. Directors elected by the membership-in-convention
- B) There shall be at least one meeting of the board each year. Other meetings shall be called at the President's discretion. Upon demand by a petition signed by twenty-five percent (25%) of the subject of that petition.
- C) A quorum shall consist of seven directors.
- D) The duties of the Board of Directors (hereafter referred to as "the Board") shall be:
1. To determine policy, acting within the framework of the by-laws.
 2. To interpret the wishes and instructions of the membership-in-convention.
 3. To hear and act upon the reports of standing and interim committees.
 4. To advise and counsel with officers.
 5. To determine the amount of annual dues and convention fees.
 6. To approve all expenditures.
- E) The Board shall remove any officer from his office upon conclusive evidence, of fraud or dereliction of duty. The Board may also, upon conclusive evidence, institute legal proceedings to recover any financial losses to the association due to fraud, embezzlement, violation of trust, etc. by any other officer or member.
- F) The Board shall supervise all preparations for the conventions and seminars. While the place and date of the convention is normally at the discretion of the Convention Chairman, the Board may, on due consideration change either or both, date and place of convention.

Article VII-OFFICERS

- A) Officers must have been members of this association at least one year and a current member of the Professional Photographers of America Association. The officer should have served at least one year on the Board of Directors.
- B) There shall be the following elected officers.
1. President
 2. Vice President
 4. Any additional Directors elected by the membership in convention.
- C) The term of office shall be from sixty days following the annual convention through sixty days following the next annual convention.

D) Duties of the Officers.

PRESIDENT - It shall be the duty of the President to preside at all meetings of the association and of the Board: to designate the time and place of Board meetings; to direct the activities of the association; to appoint standing and interim committees; to act as ex-officio-member of all committees, except when explicitly prohibited by the Board; and to perform the duties generally imposed on like officers in similar organizations.

VICE-PRESIDENT - The Vice-President shall perform the President's duties during the President's absence or inability to perform his duties. Upon the death or resignation of the President, the Office of the President immediately devolves upon the Vice-President for the remainder of the unexpired term. He shall perform duties relative to the organization and planning of the conventions and seminars when such duties are assigned to him by the President or Board.

SECRETARY - The Secretary shall handle all correspondence for the Association; he shall keep minutes of the conventions, seminars, all official meetings of the Board of Officers, and accept other duties as the President may assign.

TREASURER - The duties of the Treasurer shall be: To maintain custody of all financial matters of the association; to receive all moneys and deposit same in an account for "The Professional Photographers of West Virginia"; to pay all statements when they are approved by the President; to sign all checks; to maintain the accounts of the association in a manner that will lend itself to proper auditing procedures; to submit a written financial report to the first business meeting of the Board called by the new president, and to accept other duties that the President may assign.

- E) The Board of Directors may elect to employ an Executive Secretary. If so, the Executive Secretary's duties may supersede some of those listed above at the discretion of the Board including, but not limited to, those normally associated with a Secretary/Treasurer's position.
- F) The term of the office for elected officers shall be from sixty days following the annual convention through sixty days following the annual convention. Except that directors shall be elected to serve a three-year term. No more than two directors will be elected in any one year except in the event that an unexpired term must be filled.

Article VIII-COMMITTEES

- A) **STANDING COMMITTEES**-The President shall appoint the following committees, each to consist of at least three members and each to serve one year:

AUDITING COMMITTEE-The Auditing Committee shall audit the accounts of the association at least once a year, and shall, when so directed by the Board, furnish additional audits.

EDUCATION AND STANDARDS COMMITTEE-The Committee on Education and Standards shall endeavor to raise the standards of photographers and the public in West Virginia through the media of salons, displays, movies, lectures by professional photographers, etc. and shall arrange for such projects throughout the state.

NOMINATING COMMITTEE-The Nominating Committee shall consider and select from the membership, candidates for positions as Officers of the association. Each person selected by the committee for candidacy must signify his willingness to serve in the capacity for which he is nominated. The committee will then present its selections to the membership-in-convention. This committee shall consist of at least three Past Presidents, the most recent of whom shall serve as Chairman. The committee shall also consider and select from the membership candidates for the position of Delegate to the National Council. Each person selected by the committee must be an active or life member in good standing of the PP of A and must certify that he will serve to the best of his ability and will attend the Annual Council meeting.

CONVENTION COMMITTEE-The President, (or Vice-President, if designated by the President), shall appoint a Convention Committee.

B) INTERIM COMMITTEES-The President may, at his discretion, appoint Interim Committees to serve for such time as they are needed.

ARTICLE IX-ELECTIONS

A) An election of officers shall be held once each year at the annual business meeting of the Convention.

B) The election of officers shall be conducted in the following manner:

1. The nominating committee shall be heard as the first order of business.
2. Nominations from the floor shall be the second order of business.
3. Discussion shall be the third order of business.
4. Election, either by voice or by ballot, shall be fourth order of business.

ARTICLE X-CONVENTIONS AND SEMINARS

A) The Conventions of the Professional Photographers of West Virginia are held for the following purposes:

1. To advance our skills and craftsmanship through the instruction by those who are more proficient in selected fields of photography. Therefore, the Board is directed that no reasonable expense shall be spared in securing of the best available talent for instruction, favoring none of the particular fields of photography and slighting none.

2. To instruct the membership in modern methods of business, both in selling and production of photographs.

3. To provide the membership with a showcase for the display of its work, so that the work may be compared and evaluated.

4. To promote friendship and fellowship. Time shall be allowed for the fraternization and intermingling of the membership. Efforts shall be made to plan a limited number of social events to bring about this result.

5. To carry out the business of the association.

B) The seminars of the Professional Photographers of West Virginia are held for the following purpose:

1. To provide intensive instruction in a particular subject related to the profession.

2. To provide, if necessary, an opportunity to receive the reaction of the members present to new ideas of the Board of Directors.

3. To promote goodwill among the members.
- C) There shall be at least one convention in each year in which a National Emergency goes not exist. In the years in which a National Emergency does exist, efforts shall be made to hold such a convention. However, the Safety of the Nation must be considered above all else, and therefore, any convention must be secondary to that safety.
 - D) Provision shall be made in each convention program for the following:
 1. Lectures and demonstrations
 2. Business and social meetings
 3. Elections

ARTICLE XI-AMENDMENTS AND DISTRIBUTION OF BY-LAWS

- A) Amendments to these by-laws may be made only by the membership-in-convention
- B) Amendments so made become effective immediately excepting that a date of effectiveness is included in the amendment.
- C) A copy of the by-laws and amendments shall be furnished to each member upon joining the association. A copy of any amendments shall be submitted to the Board in writing approximately ninety days before convention.
- D) All proposed amendments shall be submitted to the Board in writing approximately ninety days before convention.

ARTICLE XII-PRINT EXHIBIT RULES

- A) There shall be a special rules committee composed of the three immediate past presidents. They shall be authorized to change or make any additional rules necessary to the proper awarding and handling of the Memorial Trophies or other awards, including any new trophies.
- B) The special rules committee shall be considered the final authority in any decision concerning the Print Exhibit.
- C) Recipient of the National Award shall be chosen by a committee of three active members. The last recipient of the award shall be chairman of the committee and he shall select two active members as committee members who have also previously won the award. The three shall select the recipient of the award. The chairman shall be responsible for securing the award for presentation. This procedure must be followed to maintain secrecy until the award is presented. It shall not be necessary to present this award each year.

ARTICLE XIII-RULES OF ORDER

Procedures not covered in these by-laws shall be in accordance with “Robert’s Rules of Order.”

ARTICLE XIV-SPECIAL GROUP STATUS

- A) There shall be various specialty groups of the membership of this Association. A member may select and participate in the group in which their professional interests are vested.
- B) Various groups may be created by petition to the Board who have a common photographic specialty, with Board approval.
- C) Should a group fail to continually maintain sufficient communication with the Board and fail to follow the State Code of Ethics, the entire State Association and the Board of Directors may dissolve the group, and no longer recognize its existence as a state specialty group.

ARTICLE XV-DEGREES AND MERITS

- A) Merits shall be awarded by this Association under authority of the Committee on By-Laws, the Board of Directors and according to the Print Merit Rules.
- B) Merits shall be awarded only to members of this Association. Merits can be applied towards the West Virginia merit award only if the recipient is a member of this Association.
- C) Rules: Each person who has received a blue ribbon in the Professional Photographers of West Virginia Print Competition will qualify for (1) merit. Trophy winners will receive (1) additional merit.
- D) Specialty Groups within the state can adopt a merit or degree program with the Board of Directors approval.
- E) The Board of Directors have the right to approve merits and degree programs within the State Association and Specialty groups.

Respectfully submitted,
By-Laws Committee:

Charles E. Leith, Chairman
Joseph Barta Jr.
Nelson Paden

Original by-laws amended by membership-in-convention September 12, 1961; May 2, 1966; April 20, 1970; March 21, 1988; February 19, 1995; February 18, 2001, March 13, 2005, February 19, 2006, March 3, 2013, and February 9, 2014.