

Bylaws of the Professional Photographers of North Carolina

Article 1. Membership

1.1 The categories of membership shall be Active, Grandfathered Life (see Article 1.2), and Provisional.

1.1.1 A member who has submitted an application for membership, is current with dues payments and acts in compliance with the association's Code of Ethics shall be considered a Provisional member without voting rights until their application has been approved by the Board of Directors. If approved, a Provisional member becomes an Active member in good standing.

1.1.2 Active and Grandfathered Life members shall have voting rights if they are members in good standing, have been accepted into the association by the Board of Directors, their dues payments are current and they act in compliance with the association's Code of Ethics. Active and Grandfathered Life members who meet and maintain these criteria shall be considered to be members in good standing.

1.2 Life members that were awarded their Life memberships prior to August, 2020 shall retain their voting rights if their dues are current and they act in compliance with the association's Code of Ethics, shall not be eligible for election to the Board of Directors or any other office and shall be considered to be Grandfathered Life members, unless terminated by the association in accordance with 2.4.1.

1.3 Any member who desires to resign from the association shall submit their resignation in writing (via mail or email) to the Executive Director (Secretary, if the association does not have an Executive Director.) The resignation is considered to be accepted once the Executive Director (Secretary, if the association does not have an Executive Director) acknowledges receipt of the resignation by mail or email and notifies the Board of Directors.

Article 2. Officers and Directors: Election, Succession and Removal

2.1 Officers and Directors

2.1.1 The elected Officers shall be Board Chair, President, Vice-President, Treasurer, and Secretary.

2.1.2 The elected Directors shall be six (6) Regional Directors, with two (2) from each region of the association.

2.2 Election

2.2.1 The Executive Director (Secretary, if the association does not have an Executive Director) shall prepare a list of all Active members who are eligible for office, preceding the annual election, for consideration by the Nominating Committee. The list shall be available to any Active member on an individual basis, if so requested.

2.2.2 A Nominating Committee will be appointed by the Board of Directors. The Nominating Committee shall be composed of five (5) active members who have current knowledge of the needs of the association and who are familiar with the attributes of the membership. The Nominating Committee will recommend candidates for each of the offices to be elected at the annual meeting of the association.

2.2.3 Any Active member who has been a member in good standing for a minimum of five (5) consecutive years immediately preceding their election shall be eligible for election to the office of Board Chair, President, Vice President, Treasurer, or Secretary. A Regional Director may be elected from the Active members who have been a member in good standing for a minimum of two (2) consecutive years immediately preceding their election as a Regional Director.

2.2.4 The Board Chair, President, Vice-President, Treasurer and Secretary shall be elected at the annual meeting of this association and shall serve for a term of one (1) year or until their successors are elected and installed.

2.2.5 Two (2) Regional Directors shall be elected from each of the three (3) regions of the association each year at the annual meeting of the association, and may serve up to three (3) consecutive one (1)-year terms or until their successors are elected and installed. After serving the intended three (3) consecutive one (1)-year terms, they shall not be eligible for election to Regional Director for a period of one (1) year. It is intended that the election of the Regional Directors will be staggered so that the two (2) directors from a region will complete their intended three (3) consecutive one (1)-year terms in different years.

2.2.6 Additional nominations from the floor are permitted for each of the offices to be elected at the annual meeting of the association, provided that said nominees meet the minimum requirements for election.

2.2.7 A majority of votes cast by the Active members in attendance at the annual meeting of the association for which a quorum is present shall elect.

2.2.8 Officers and Directors shall enter upon this discharge of their duties immediately upon being installed at the annual meeting of the association.

2.3 Succession

2.3.1 It is the intention of the association that the order of succession of the officers will be from Secretary to Treasurer to Vice-President to President to Board Chair. However, each office will be elected each year, as described in Article 2.2 of these Bylaws. Election to the next highest office is not automatic or guaranteed.

2.3.2 A majority vote of the full Board of Directors shall elect a replacement to serve the remainder of the term for any office that is vacated during a term.

2.4 Removal

2.4.1 After investigation of a disciplinary issue or complaint by the Discipline Committee (see 5.1.3), the membership of member who is the subject of a disciplinary investigation may be terminated by a two-thirds (2/3) majority vote of the full Board of Directors, or by a two-thirds (2/3) majority vote of votes cast by the Active members in attendance at a special or annual meeting of the association for which a quorum is present, for cause by disciplinary proceedings or for violation of the Code of Ethics of the association, as determined by the Discipline Committee.

2.4.2 Any officer or director may be removed from office by a two-thirds (2/3) majority vote of the full Board of Directors or by a two-thirds (2/3) majority vote of votes cast by the Active members in attendance at a special or annual meeting of the association for which a quorum is present, for

cause by disciplinary proceedings, for failure to execute the duties of the office or for violation of the Code of Ethics of the association, as determined by the Discipline Committee.

2.4.3 Any officer or director who is absent from three (3) meetings during a single term of the Board of Directors without valid reason, in the opinion of the Board of Directors, shall automatically vacate the office. Absence is defined as not being present for the entirety of a meeting of the Board of Directors.

Article 3. Board of Directors

3.1 Board of Directors

3.1.1 There shall be a Board of Directors that consists of the Board Chair, President, Vice-President, Treasurer, Secretary, and six (6) Regional Directors (two (2) from each of the three (3) regions of the association). The Executive Director, if the association has one, shall be a non-voting member of the Board of Directors.

3.1.2 The Board of Directors may appoint a Parliamentarian to advise the Board of Directors on parliamentary matters.

3.1.3 The Board of Directors shall have general supervision of all the interests of this association, shall meet at such times as may be specified by the Board of Directors or in the Special Rules of Order for the purpose of considering such questions as may be brought before it, and shall carry out all programs as may be approved by the members for the attainment of the objectives of this association. They shall provide a place and arrange for the annual meeting of this association.

3.1.4 The Board of Directors may employ an Executive Director who may or may not be a member of this association. The duties of the Executive Director shall be those set forth in the job description and contract as approved by the Board of Directors.

Article 4. Meetings

4.1 Meetings of the Association

4.1.1 A meeting of the association shall be held annually at a time and place designated by the Board of Directors for the election of officers and directors, for the receiving of annual reports, and for any other business that may come regularly before the association. Notice of this meeting shall be given to Active and Grandfathered Life members by any technology that the association customarily uses to communicate with members, including but not limited to, telephone, Internet, social media, communication applications, mail or website posting at least two (2) weeks prior to such meeting. It shall include the proposed agenda for the annual meeting of the association.

4.1.2 The annual meeting of the association should take place at the expected largest event of the association, which is intended to be the Carolina Photo Expo.

4.1.3 A special meeting of the association may be called by the Board of Directors or upon written petition signed (electronically or otherwise) by no fewer than ten percent (10%) of the Active and Grandfathered Life members of the association. Notice of this meeting shall be given to Active and Grandfathered Life members by any technology that the association customarily uses to communicate with members, including but not limited to, telephone, Internet, social media, communication applications, mail or website posting at least two (2) weeks prior to such meeting.

The meeting shall be held within thirty (30) days of the date that the written petition is received by the Executive Director (Secretary, if the association does not have an Executive Director).

4.2 Meetings of the Board of Directors

4.2.1 A meeting of the Board of Directors may be called by any three (3) members of the Board of Directors. Notice of this meeting shall be given to all members of the Board of Directors by any technology that the association customarily uses to communicate with members, including but not limited to, telephone, Internet, social media, communication applications, mail or website posting at least seven (7) days prior to such meeting.

The Board of Directors can transact business only in a regular or properly called meeting of which every board member has been notified and at which a quorum is present. The personal approval of a proposed action obtained separately by telephone, by individual interviews or in writing, even if from every member of the Board of Directors, is not the approval of the Board of Directors, since the members lacked the opportunity to mutually debate and decide the matter as a deliberative body. If action is taken on such a basis, it must be ratified at a regular or properly called meeting of the Board of Directors in order to become an official act of the board.

If an emergency action is taken that is related to budget, finance or investment matters, the action(s), including a description of the action taken, the amount of money involved in the action and the reason for the action must be reported to the membership by any technology that the association customarily uses to communicate with members, including but not limited to, telephone, Internet, social media, communication applications, mail or website posting within seven (7) days of the action taken.

4.2.2 Any official meeting of the Board of Directors may communicate, meet, vote and conduct other association business utilizing any technology available including but not limited to telephone, Internet, social media, communication applications, or video conference.

4.3 Quorum

4.3.1 Twenty-five percent (25%) of the Active and Grandfathered Life members shall constitute a quorum at a special or annual meeting of this association.

4.3.2 A simple majority of the members of the Board of Directors shall constitute a quorum at a meeting of the Board of Directors.

Article 5. Committees

5.1.1 All standing committees shall be appointed by and report their findings to the Board of Directors. The Board of Directors shall have authority to make final decisions for all matters. A majority vote of the Board of Directors shall appoint the Chair of each standing committee by naming that person first to the committee, except as noted in Article 5.1.4 and Article 5.1.7. Standing committees shall be made up of Active members who are members in good standing. Committee members shall be appointed immediately following the elections at the annual meeting

of the association. Committee members will serve for one (1) year or until their successors are appointed.

5.1.2 The Charter, Bylaws and Standard Operating Guide Committee shall be composed of at least four (4) members, plus the Parliamentarian, if one has been appointed. It shall be the duty of this committee to review the Charter (Articles of Incorporation), Bylaws, Special Rules of Order and Standard Operating Guide and suggest updates or amendments to be considered by the Board of Directors. Charter and bylaw changes shall be approved by the membership according to the procedure for adopting changes described in the approved bylaws.

5.1.3 The Discipline Committee shall be composed of at least five (5) members. The members of this committee shall review and investigate all written complaints on disciplinary issues, shall determine if such complaints warrant a formal disciplinary hearing, shall manage each case and report the necessary and recommended resolutions to the Board of Directors and, shall hold all disciplinary hearings, if necessary. Any behavior that injures the good name of the association, disturbs its well-being, or hampers its work is subject to disciplinary action. A written report for each investigation shall be given to the Board of Directors.

5.1.4 The Finance, Budget and Investment Committee shall be composed of the Board Chair, President, Vice-President, Treasurer and Secretary plus the Executive Director (if one is employed by the association). The Executive Director shall be a non-voting member. The Treasurer will serve as Chair. It shall be the duty of the committee to:

- develop the annual budget of the association
- require adequate documentation of all receipts and disbursements
- provide an income/expense report which must be run from the accounting software. The report will be distributed by the Executive Director (or Treasurer if there is no Executive Director) to the Finance Committee in a timely manner.
- recommend procedures for raising funds whenever additional revenue is needed to carry out the approved projects and purposes of this association
- implement and periodically review the association's investment policy
- identify and recommend the investment firm for the association
- monitor the performance of the investment firm
- manage all assets that are not managed by the investment firm retained by the association
- recommend an amount to be maintained as Operating Reserves (an amount of the invested funds to not be spent during the upcoming budget year) and make an annual recommendation of an amount of the invested funds that may be used in a given budget year to benefit the association, before the annual budget is adopted
- provide an annual report at the annual meeting of the association.

This committee shall be empowered to rule should a question arise on any financial matter not covered in the bylaws, investment or finance procedures, or by the directives of the Board of Directors.

5.1.5 The Legal and Legislative Committee shall be composed of at least three (3) members. Each region of the association shall be represented on the committee. It shall be the duty of this committee to stay informed about local, state and national legislation that is pertinent to the

photography industry and to recommend any actions that the Board of Directors or membership should take on legal or legislative matters.

5.1.6 The Long Range Planning Committee shall be composed of members of the Board of Directors, the Executive Director (if one is employed by the association) and other members of the association, up to a total of twelve (12) committee members. Each region of the association shall be represented on the committee. It shall be the duty of this committee to develop a plan of work for the association that reviews its current situation, defines its five (5)-year goals and create a plan to achieve these goals.

5.1.7 The Membership Committee shall be composed of at least four (4) members, including a Regional Director from each region of the association and the Secretary, who will serve as the Chair. It shall be the duty of this committee to review and make recommendations about the approval of applications for membership in this association, to participate in activities for new members, and to explore opportunities concerning member retention.

5.1.8 The Memorials Committee shall be composed of one (1) or more members who have a desire to reach out with a personal touch in difficult times when the association learns of the death of a member, of a former member or in their families. This committee shall work with the Executive Director (if one is employed by the association) to express the association's sympathy.

5.1.9 The Personnel Committee shall be composed of the Board Chair, President, Vice-President, Treasurer and Secretary. It shall be the duty of this committee to evaluate the performance of all association employees as a basis of their continued employment and level of compensation. These evaluations should take place in August of each year.

Article 6. Parliamentary Authority

6.1 *Roberts Rules of Order Newly Revised* (latest edition) shall govern the association in all cases to which they are applicable and in which they are not inconsistent with the Charter, these Bylaws and Special Rules of Order adopted by this association.

Article 7. Amendments to the Bylaws

These Bylaws were revised and approved August 1, 2021.

These Bylaws were revised and approved August 27, 2020.

These Bylaws were revised and approved August 4, 2019.

These Bylaws were revised and approved August 5, 2018.

These Bylaws were revised and approved March 6, 2011.

The Certificate of Incorporation was officially amended by the Secretary of State's Office as of January 4, 1961, changing the name of this Association from "North Carolina Photographers' Association, Inc." to "Professional Photographers of North Carolina, Inc."