



**BY-LAWS**

**of the**

**Vermont Professional**

**Photographers Association**

Constitution and Bylaws of  
The Vermont Professional Photographers

March 13, 1994

**Article I**

**Name**

- Section 1.** The name of the Association shall be the Vermont Professional Photographers, known as VPP.
- Section 2.** Vermont Professional Photographers is a non-profit association dedicated to photographic education.
- Section 3.** The principal office of the Association shall be the designated address of the VPP Treasurer

**Article II**

**Purposes**

- Section 1.** The purpose of the Association is to promote and improve professional photography through the education, publication, photographic competition, fellowship and the exchange of ideas among its members. The purpose is also to work toward the increased awareness of the public of the importance of professional photography.
- Section 2.** The object of this Association shall be to raise the standards of photography, both professionally and ethically; to create, foster, promote and maintain cordial relations and exchange of knowledge among its members.

**Article III**

**Code of Ethics**

- Section 1.** The following is hereby adopted as the Code of Ethics of Vermont Professional Photographers and must be signed by every member.
- a. The practice of photography, both as a science and an art, is worthy of the very best thought and endeavor of all who enter it as a vocation.
  - b. Our brother photographer's name and reputation shall be as sacred to us as our own.
  - c. No untrue or misleading statements shall be made in any way, in any form of business promotion.
  - d. It shall be our duty to impart freely of our knowledge so that photography among our members may be raised to higher standards.
  - e. It shall be our duty individually to strive to serve the public to the very best of our ability in all matters pertaining to photography.

**Article IV**

**Membership**

- Section 1.** Professional Membership shall be extended to all photographers of ethical standards, be they business owners or employees, and whose place of business is in Vermont, with the following conditions:

- a. Who works in the business of photography either as a business owner or as an employee.
- b. If, being a business owner, they have both registered as a photographic business and have a tax number in the state of Vermont.
- c. Once accepted as a Professional Member, such status is permanent except as provided in Article X, section 2 d, which describes the power of the Board to expel members or remove officers.

**Section 2.** Associate Membership shall be extended to those individuals who do no photography for pay, who reside in the state of Vermont, and show an active and serious interest in photography, but do not qualify for membership under Sections 1, 4, or 5 of this Article. Associates will pay a reduced amount of dues which does not include the convention fee. They do not have the right to vote. They may attend all meetings and seminars and volunteer for any committee. If they wish to attend the convention, they will be required to pay a convention fee.

**Section 3.** Affiliated membership shall be extended to those individuals who are members of other State Associations. An Affiliate Member cannot hold any office, vote, or serve on the Board of Directors.

**Section 4.** Sustaining Membership shall be extended to any photographic supplier or service organization with an interest in professional photography. The membership will be in one individual's name. One additional representative of the firm will be permitted to attend the annual convention for each paid membership. The member of record will be permitted to enter the annual print competition under the same rules as an Active Member. Sustaining Members do not have voting rights.

**Section 5.** Student Membership shall be accorded to any individual who is a full time student at an accredited photography school. A student must have a valid student ID card to qualify.

- a. A Student Member cannot hold any office, vote, or serve on the Board of Directors. However, a Student Member may serve on committees, participate in print competitions, earn awards, and attend all seminars and conventions.

**Section 6.** Honorary Life Membership shall be extended to those individuals who have rendered outstanding services to the Association. They shall be nominated and approved by a majority of the Board of Directors. They shall not be required to pay dues or convention fees and shall enjoy all the privileges of Professional Membership.

**Section 7.** Only voting members of the Association may be elected officers.

**Section 8.** Retired Membership may be extended to individuals who have retired and who have been members of the Association for 15 years or more and who are 60 years or older. They shall pay a reduced amount of dues. They shall retain voting privileges but are no longer eligible to serve on the Board of Directors.

**Section 9:** Application for membership in each category shall be approved by a majority vote of the Board.

## **Article V**

### **Dues**

**Section 1.** The membership dues shall be determined from year to year by the Board of Directors and the annual dues become payable to the Treasurer on January 1 of each year.

**Section 2.** There shall be sufficient moneys retained in the Treasury for the running of the organization. All excess funds shall be maintained in interest bearing accounts whose location shall be at the discretion of the Board Of Directors.

**Section 3.** The Board of Directors shall use excess moneys to benefit the general membership through such means as contributions to the Ivan and Bernice Burnham Scholarship Trust Fund, or the Legal Fund, special seminars, banquets, awards, or other appropriate means.

**Section 4.** In the event that the Association should be dissolved, no residual moneys in the treasury or other accounts administered by the Vermont Professional Photographers will accrue to the officers or past officers of the Association. All moneys remaining under control of the Vermont Professional Photographers after discharge of debt shall be contributed to other, non-profit, photography oriented organizations for the specific purpose of providing scholarships in education for photographers.

## **Article VI**

### **Meetings**

**Section 1.** The Board of Directors shall meet as necessary for the purpose of conducting the business of the Association. The time and place of each meeting will be advertised in advance so that members may attend. The president shall be ex-officio and the Chairman of the Board with the power to call additional meetings if necessary. No business shall be conducted at the monthly meetings, other than the annual business meeting, except as determined by the President.

**Section 2.** The Vermont Professional Photographers shall hold monthly or bi-monthly meetings (at the discretion of the Board of Directors) with the exception of the month of December and the month of the Annual Convention.

**Section 3.** These meetings shall be held on the fourth Sunday of the month or other selected dates.

**Section 4.** These meetings shall be held at locations in the various sections of the state, for the purpose of education, exchange of ideas, and for the betterment of the members of Vermont Professional Photographers.

**Section 5.** The host studio shall be responsible for providing an instructive program for the meeting.

**Section 6.** The Annual Business Meeting of VPP will be held during the last regular meeting scheduled to occur preceding the Annual Convention.

**Section 7.** VPP will hold an Annual Convention in the Spring of each year at a time and place to be selected by the Board of Directors.

**Section 8.** All meetings of the Board and of the Association will be conducted according to Robert's Rules of Order, except where superseded by this Constitution.

## **Article VII**

### **The Ivan and Bernice Burnham Scholarship Trust Fund**

The Board of Directors will yearly determine goals and methods for fund raising for the Ivan and Bernice Burnham Scholarship Trust Fund.

## **Article VIII**

### **Officers**

The officers of this Association shall consist of:

1. President
2. Three equal Vice Presidents
3. Secretary
4. Treasurer

**Section 1.** These officers shall be elected at the annual business meeting of the Vermont Professional Photographers and shall take office at the conclusion of the convention following the annual business meeting at which they were elected. They shall hold office for one year or until their successors shall be chosen

**Section 2.** The Nominating Committee will consist of the three immediate Past Presidents. The Immediate Past President shall be the Chairman of the committee. If a member of the Committee finds it impossible to serve, the next preceding Past President will be asked to serve in his place.

## **Article IX**

### **Duties of Officers**

**Section 1.** The President shall preside at all meetings of the Association, appoint all committees with the approval of the Board, and be ex-officio member of all committees. He shall conscientiously promote the growth and improvement of the Association

**Section 2.** Each of the three vice presidents, in turn, in the absence of the President, shall perform the duties of the President. The Vice-Presidents shall assume any duties assigned to them by the President.

**Section 3.** The Secretary shall keep an accurate account of the minutes of all meetings, send notices to members and fulfill all secretarial assignments delegated by the President or required by the office.

**Section 4.** The Treasurer shall keep an accurate account of finances, send dues notices to members, have charge of accounts due, collect all dues, render monthly statements, pay all bills after authorization by the Board of Directors and keep his/her accounts up-to-date, so that if called upon, can render an accurate statement of the accounts. The Treasurer will act as the official contact person with PP of A.

**Section 5.** Expenses made necessary in doing the business of the Association shall be reimbursed to authorized persons by the Association in accordance with established policy and as provided for in the annual budget. Authorized persons may include officers, committee members, and others by special authorization.

## **Article X**

### **The Board of Directors**

**Section 1.** The Board of Directors shall consist of:

The Officers of the Vermont Professional Photographers; two Directors; the three immediate past presidents.

- a. The Directors shall be members in good standing, one of whom may be an Associate Member.

- b. The term of Director shall be one year, taking office at the conclusion of the Annual Convention following the Annual Meeting at which he was elected.
- c. Each Director is a voting member of the Board.

**Section 2.** Duties of The Board of Directors

- a. The Board of Directors have charge of all the affairs and act for and in the name of the Association.
- b. A majority of the voting members shall constitute a quorum.
- c. The President of the Association shall be the chairman of the Board with the power to call meetings.
- d. The Board shall have the power to remove from office by two-thirds majority vote any officer or Board member for neglect of duty and to expel any officer, Board member, or Association member charged with conduct which endangers or which may endanger the welfare, interest, or character of the Association.
- e. The Board of Directors shall have the power to fill vacancies on the Board to serve until the next Annual Meeting and to create such committees as shall be found necessary.
- f. Any action of the Board may be overturned by a 2/3 majority vote of the membership eligible to vote. The motion to overturn must be recognized by the President of the Board when the motion is raised at any general meeting. The members must be present to have their vote valid. Voting may be by secret ballot by request from the floor.

**Article XI**

**Amendments**

**Section 1.** Any changes in the constitution and bylaws of VPP must fulfill the following requirements.

- a. The proposal for changes to the constitution and bylaws shall be presented to the Board of Directors by the first of January preceding the Annual Business Meeting.
- b. The exact wording must be approved by a majority vote of the Board, and then;
- c. The exact wording must be published at least 10 days before the Annual Meeting, and then;
- d. Be approved by a 2/3 majority vote of the voting members present at the Annual Meeting.

**Article XII**

**Order of Business of the Annual Business Meeting**

- 1. President's Welcome
- 2. Reading of the Minutes
- 3. Report of the Treasurer
- 4. Reports of the Committees
- 5. Unfinished Business
- 6. New Business
  - a. Elect Vermont Representative to PPANE
  - b. Recommendation for National Councilman to PPA

7. Report of the Nominating Committee (which shall consist of the three Immediate Past Presidents)
8. Election of officers
9. Adjournment

As approved at the Annual Business Meeting March 13, 1994 and amended at the Annual Business Meeting, March 19, 1995, March 17, 1996, and March 9, 1997