

PROFESSIONAL PHOTOGRAPHERS of MICHIGAN

A Michigan Nonprofit Corporation



BYLAWS

PPM BYLAWS are the result of action by the Board of Directors
Interpretation of BYLAWS is outlined herein.
Questions should be referred to specific committees or to any Board Member

Updated July 27, 2023

PROFESSIONAL PHOTOGRAPHERS OF MICHIGAN, INC

A Michigan Nonprofit Corporation

BYLAWS

As Revised July 27, 2023

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BYLAWS
Professional Photographers of Michigan, Inc.

Article I. Name

Section 1.01 The name of this organization shall be Professional Photographers Of Michigan, Inc., abbreviated as PPofMI, and herein referred to as "Association".

Article II. Purpose and Objectives

Section 2.01 The Professional Photographers of Michigan, Inc. Association, exists to assist its members achieve their professional, artistic, and fraternal goals; promote public awareness of the profession; and to advance the making of images in all of its disciplines as an art, a science, and a visual recorder of history.

PPofMI;

- Offers workshops and other education to help members become better photographers
- Provides resources for our members to develop sustainable, profitable and ethical photography businesses
- Host formal image competitions to provide constructive, educational feedback to improve our members' skill as image makers
- Offer social gatherings for photographers to network and build camaraderie

Section 2.02 To cooperate with government agencies and other groups having to do with the Art of Profession of Photography for the purpose of increasing technical skill and protecting the public from unfair, unethical trade practices.

Article III. Membership

Section 3.01 The Board of Directors shall establish various classifications of membership.

Section 3.02 The Board of Directors shall establish the methods for membership application, the dues amount, and manner of payment of dues.

Section 3.03 The Board of Directors shall establish the method prospective members are selected.

Section 3.04 The Board of Directors shall establish the method by which members may be

disciplined, suspended or terminated.

Section 3.05 The Board of Directors shall establish the method by which former members may be reinstated.

Section 3.06 Membership in this Association is not transferable or assignable.

Section 3.07 The Board of Directors shall establish the policy regarding the use of the Seal, Logo, and other types of insignias and membership identification owned by this association.

Article IV. Membership Code of Ethics

Section 4.01 The Board of Directors shall establish a Code of Ethics

Article V. Organization of this Association

Section 5.01 The Board of Directors of the Association shall consist of an executive Board and several auxiliary board members as determined by the Executive Board. The Executive Board shall consist of the President, Vice-President, Immediate Past President, Treasurer and Secretary.

Section 5.02 To be nominated/elected to the executive board, you must be a member of PPofMI for a minimum of 1 year, and must have served on the board for a minimum of one year as well. In order to promote continuity of leadership of the Association the Nominee to the Office of Vice President shall commit to a minimum of three years of service to the Association and when elected shall serve as Vice-President and shall then progress to the Office of President, and then to the Office of Immediate PastPresident in consecutive annual terms without further election. Thereby the offices of President and Immediate Past President shall not be filled by election unless vacated.

Section 5.03 Term of Office: Board positions will be appointed by the incoming president. Appointees will assume their office at the first meeting of the Board following the first general membership meeting of the year. The Treasurer, Secretary and Board of Directors terms shall be three years, or until their successors are elected. The Board of Directors may establish term limits. Upon completion of a Past President term they must step down for a minimum of 1 year.

Section 5.04 Election of Officers and Board of Directors shall be by vote at the Annual Membership Meeting, and the nominee who receives the majority of the votes cast shall be declared elected. Nominations to Office or the Board of Directors shall be in accordance with the Policy established by the Board of Directors.

Section 5.05 Vacancies of Office or the Board of Directors between elections shall be filled by the Board. If the Vice-President or President resigns or chooses not to progress to the Presidency or Immediate Past President Office; the positions shall be filled by the Board until the next Annual Membership Meeting; at which time the office shall be filled by Vote of the Membership.

Section 5.06 Any board member may be recalled from their position on the board by a 2/3 vote of the board.

Section 5.07 Any elected or appointed official of this association may be recalled by a majority vote of the general membership present, provided that proper precautions for the protection of these officials and their interests are observed. Thirty-day notice and a petition signed by 20 percent of the general membership present must be provided before a recall vote.

Article VI. Committees

Section 6.01 **Executive Committee**, shall consist of the Executive Board and may act on behalf of the Association between Board meetings, subject to the policies of the Board of Directors. Actions of the Executive Committee shall be reported to the full board at its next meeting.

Section 6.02 **Standing Committees shall** be created by the Board of Directors in addition to special committees as the Board of Directors deems appropriate. Such committees shall have such power and responsibility as established by the Board of Directors.

Section 6.03 The President shall be an ex-officio member of all committees, without vote.

Section 6.04 The Committees shall bring their recommendations to the Board. The Board may approve or disapprove the recommendation. The Board may also return the recommendation to the committee for further work.

Section 6.05 Action may be taken by Committees in lieu of meetings in accordance with the laws of the State of Michigan. Special meetings may be held remotely by using the most effective technology.

Article VII. Membership Meetings of the Association

Section 7.01 **Annual Membership Meeting:** The Members of the Association shall meet annually on a date, time and location determined by the Board of Directors. Members shall be provided notice of the date, time and place of the meeting by email notification to the email address provided to the association in the Member Profile by the member. Members may elect Officers and Directors and conduct other business of the Association at the Annual Membership Meeting.

Section 7.02 **Special Membership Meetings** (voting meetings) may be called as needed by the Board, upon Notice.

Article VIII. Notice

Section 8.01 Notice of the annual membership meeting and any special membership meeting shall be given 10 days prior to the meeting.

Section 8.02 The notice or waiver of notice of any meeting of the Board of Directors need not specify the business to be transacted, nor the purpose of such meeting unless specifically required by the laws of Michigan, the Articles of Incorporation or these Bylaws. Notice of any special meeting of the Board of Directors shall be given at least ten (10) days in advance.

Section 8.03 Any notice required to be given by the laws of Michigan, the Articles of Incorporation or these Bylaws shall deem to be delivered according to the following rules:

- a) Upon personal delivery;
- b) If by mail, when deposited in the United States mail in a sealed envelope, properly addressed, with postage prepaid;
- c) If by overnight delivery service, when deposited with the shipping company in a sealed envelope, properly addressed, with the shipping charges prepaid or billed to the sender's account;
- d) If by email, when sent to the email address on records of the Association.

Section 8.04 A written waiver of any notice required to be given by the laws of Michigan, the Articles of Incorporation or these Bylaws, signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Article IX. Financial Matters

Section 9.01 Handling of Funds

- a) Any member, employee or agent of Directors of this Association handling funds shall furnish at the expense of this Association an adequate surety bond approved by the Board of Directors and in such amount as the Board of Directors shall prescribe, in accordance with all state and federal laws.
- b) No member, employee or agent of Directors of this Association shall enter into any agreement or obligation for this Association, financial or otherwise, or expend any Association funds in excess of the adopted budget without prior approval of the Board of Directors.
- c) Authorized signatories for the disbursement of Association funds shall be decided by The Executive Board.
- d) Any check being written to a given party for an amount equal to or in excess of \$750 will need to be signed by two authorized signing members of the board.

Section 9.02 Audit

- a) There shall be an audit of the Association's depositories annually.
- b) The audit shall be completed within ninety (90) days after the end of the fiscal year.
- c) The results shall be presented to the Board within thirty (30) days after completion of the audit.

Section 9.03 Fiscal Year

- a) The fiscal year of this Association shall be the calendar year.

Article X. Indemnification & Insurance

Section 12.01 The Association shall indemnify any person or entity to the extent required by the laws of Michigan; and may otherwise indemnify any person or entity to the extent permitted by the laws of Michigan, as prescribed by the Board of Directors.

Article XI. Amendments

Section 13.01 Amendments to these Bylaws may be made at any Annual or Special Membership Meeting of this Association by a favorable concurrence of two-thirds of the voting members, providing that the proposed amendments shall have been presented in writing to the Board, and published with meeting notice at least thirty days prior to the meeting at which the proposed amendments are to be voted upon.

Section 13.02 As an affiliate of the Professional Photographers of America, Inc., at any time these Bylaws are in conflict with theirs, the requirements of the Professional Photographers of America, Inc. shall prevail.

Article XII. Interpretation

Section 14.01 In the event of disagreement on the meaning of any provision herein, the matter shall be referred to the Board.

Article XIII. Parliamentary Authority

Section 15.01 I. Parliamentary Authority: The Standard Code of Parliamentary Procedure, 4th Edition shall be the parliamentary authority of this Association, except where otherwise provided by these Bylaws.

Article XIV. Great Lakes Institute of Photography (GLIP)

Section 16.01 The Director of the institute shall be appointed by the Board of Directors of the Professional Photographers of Michigan, Inc (PPM).

Section 16.02 The term of the Director shall be for three (3) years.

Section 16.03 The Director of the institute is responsible for overseeing the operation of the institute and maintaining a working relationship with the PPM Board of Directors and is invited to attend all PPM board meetings.

Section 16.04 A member of the PPM Board of Directors shall be a liaison member of the GLIP board of Directors and be responsible to present reports to the PPM Board of Directors

Article XV. Dissolution

Section 17.01 In the event that the Association is dissolved, all outstanding debts shall be paid, and any remaining balance shall be donated to the Great Lakes Institute of Photography, or if not in existence a charity chosen by the board.