

MISSOURI PROFESSIONAL PHOTOGRAPHER' ASSOCIATION
A Missouri Nonprofit Corporation

CONSTITUTION/BYLAWS

As Adopted on July 11, 2022

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BYLAWS
Missouri Professional Photographers Association, Inc.

Article I.
Name

Section 1.01: The name of this organization shall be The Professional Photographers Association of Missouri, Inc., abbreviated MOPPA and herein referred to as “Association”, an affiliate of the Professional Photographers of America, Inc.

ARTICLE II.
Purpose and Objectives

Section 2.01: The Professional Photographers Association of Missouri, Inc., 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 its disciplines as an art, a science and a visual recorder of history.

- ❖ 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 (PPA-style) image competitions to provide constructive, educational feedback to improve our members’ skills as image makers.
- ❖ Offer social gatherings for photographers to network and build camaraderie.

Section 2.02: To engage in any lawful act, none of which is for profit, for which corporations may be organized pursuant to the Missouri revised statutes.

**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 dues.

Section 3.03: The Board of Directors shall establish the method that 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 a 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 shall consist of eleven (11) Directors comprised of the Association Officers and six (6) Directors at large. At least two members of the Board of Directors shall be from the metropolitan area of Kansas City and the metropolitan area of St. Louis respectively, that area being

considered within 50 miles of its geographic center of each metropolitan area, this shall not be considered a restraint on the total number of directors from any area.

Section 5.02: The Officers of this Association shall be a President, Vice-President/President Elect, Immediate Past President, Secretary and Treasurer. The President will preside as the Chairman of the Board of Directors. Standing committees shall be established by the Board.

Section 5.03: In order to promote continuity of leadership of the Association, the nominee to office of the Vice President/President Elect shall commit to a minimum of three years of service to the Association and when elected shall serve as Vice-President/President Elect and shall then progress to the office of President and then to the office of Immediate Past President 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 5.04: Term of office – Officers and Directors shall be sworn into office at the annual membership meeting or as soon thereafter as possible. The term of the Officers and Directors shall be voted in at the annual convention and will serve their term until the next convention. The Treasurer, Secretary and Directors terms shall be two years or until their successors are elected. With the approval of the Executive Board, the President may extend his or her term for an additional one year. The Board of Directors may establish term limits.

Section 5.05: Election of Officers and 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 the Office or Board of Directors shall be in accordance with the policy established by the Board of Directors.

Section 5.06: Vacancies of office or Board of Directors between elections shall be filled by the Board. If the Vice-President/President Elect 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 5.07: Any board member may be recalled from their position on the board by a 2/3 vote of the board.

Section 5.08: Any elected or appointed official of this association may be recalled by a majority vote of the general membership present, provided that the proper precautions for the protection of these officials and their interests are observed. Thirty-day (30) 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 five Officers and the Chair of Bylaws & Ethics committee and may act on behalf of the Association at board meetings, subject to the policies of the Board of Directors. The 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 committee(s) shall bring their recommendations to the Board. The Board may approve or disapprove the recommendation. The Board may also return the recommendation to any committee(s) 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 Missouri. 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 at the at the yearly convention 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 verbal announcement or by email notification to the email address provided by the member. Members may elect officer 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 thirty (30) 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 Missouri, the article 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 Missouri, the articles of incorporation or these bylaws shall deem to be delivered according to the following rules:

- ❖ Upon personal delivery.
- ❖ If by mail, when deposited in the United States mail in a sealed envelope, properly addressed with prepaid postage.
- ❖ 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.
- ❖ If by email, when sent to the email address on records with the Association.

Section 8.04: A written waiver of any notice required to be given by the laws of Missouri, 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

- ❖ No member, employee or agent of Directors of this Association shall enter into any agreement of obligation for this Association, financial or otherwise or expend any Association funds more than the adopted budget without prior approval of the Board of Directors.
- ❖ Any association check, debit or credit card purchase in the amount equal to or more than \$750 will need to be authorized by two members of the Executive Board before funds are paid out.
- ❖ All banking accounts and credit card statements shall be reviewed and approved by two officers monthly. Their approval will go in the monthly minutes with the treasury report.

Section 9.02: Audit

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

Section 9.03: Fiscal Year

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

**ARTICLE X.
EDUCATION**

Section 10.01: This Association may offer seminars, classes or workshops in both photography related and business subjects.

**ARTICLE XI.
POINTS**

Section 11.01: There shall be a points system to recognize skills, achievements or services to this Association.

**ARTICLE XII.
INDEMNIFICATION & INSURANCE**

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

**ARTICLE XIII.
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 (30) 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 conflict with theirs, the requirement of the Professional Photographers of America, Inc. shall prevail.

**ARTICLE XIV.
INTERPRETATION**

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

**ARTICLE XV.
PARLIAMENTARY AUTHORITY**

Section 15.01: 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 XVI.
DISSOLUTION**

Section 16.01: Upon dissolution or final liquidation, the corporation's assets and any proceeds from those assets will be donated to a 501(C)3 charity authorized by the Board of Directors.