

BYLAWS OF THE PROFESSIONAL PHOTOGRAPHERS GUILD OF HOUSTON, INC.  
A NON-PROFIT CORPORATION  
P.O.BOX 22228  
HOUSTON, TEXAS 77227-2228

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1 ARTICLE I - NAME, OFFICE & REGISTERED AGENT

*NAME*

1.1 The name of this nonprofit corporation shall be PROFESSIONAL PHOTOGRAPHERS GUILD OF HOUSTON (PPGH).

*PRINCIPAL OFFICE*

1.2 The principal office of the corporation in the State of Texas shall be located in the City of Houston, County of Harris. The corporation may have other offices, either within or without the State of Texas, as the Board of Directors may determine; or, as the affairs of the corporation may require from time to time.

*REGISTERED OFFICE AND REGISTERED AGENT*

- 1.3 The corporation shall have and continuously maintain in the State of Texas a registered office; and, a registered agent whose office is identical with such registered office, as required by the Texas Non-profit Corporation Act. The registered office may be, but not need be: identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the board of Directors.

## 2 ARTICLE II – AFFILIATIONS

### *PPA AND TPPA*

- 2.1 This Guild shall be affiliated with the Professional Photographers of America, Inc. and the Texas Professional Photographers Association, and the Guild shall be entitled to all privileges and benefits derived from the affiliation.

## 3 ARTICLE III – MEMBERS

### *GENERAL*

- 3.1 The membership of PPGH shall consist of such individuals as may be eligible under the various classifications described in this article, and whose membership applications are approved by proper action of the Board of Directors. Members must meet the following qualifications for membership: applying for membership in the Guild by meeting such qualifications, providing required materials, completing such forms, and paying such membership fee or fees as shall from time to time be designated by the Board of Directors.
- 3.2 The membership period for all classes of membership is one year.
- 3.3 All classes of membership, except Lifetime and Honorary membership, are required to pay dues as determined by the Board of Directors. Lifetime and Honorary members do not pay dues.
- 3.4 All classes of membership must abide by the PPGH Code of Ethics.
- 3.5 Voting Rights are extended to the Lifetime/Honorary and Professional Active Membership classes in good standing.
- 3.6 All classes of membership can serve on committees, unless restricted elsewhere in the bylaws.
- 3.7 Members shall be entitled to such services and privileges as shall from time to time be determined for their various classifications by proper action of the Board of Directors.

### *CLASSES OF MEMBERS*

- 3.8 The Corporation shall have (3) classes of members. The designation of such classes and the qualifications of such classes shall be as follows:

3.8.1 Lifetime/Honorary Members:

- 3.8.1.1 A Lifetime Member is defined as a past president who was approved as a Lifetime Member by the Board of Directors. A Lifetime Member must have served as a past president who remained in good standing for one year following his term as President

and whose Lifetime Membership is approved by a majority vote of the Board of Directors present at the time of the vote.

3.8.1.2 Honorary Member: An Honorary Member is defined as an individual approved as an Honorary Member by the Board of Directors. An Honorary Member receives an Honorary Membership by a unanimous vote of all members of the Board present at the time of the vote.

3.8.2 Professional Active Member: A Professional Active Member is defined as a professional photographer or visual artist creating work in various mediums, still or motion, within the scope of the professional photography industry for at least one (1) year.

#### *ACCEPTANCE OF NEW MEMBERS*

3.9 All applications for membership must be proposed in writing on application forms furnished by the Membership Director or duly appointed Board Member or by electronic means as defined and provided by the Board of Directors. Each application must include the name, residence, and telephone numbers of the candidate. All applications must be accompanied by the first year's dues for the year as determined by the Board at any given time, along with any required application fees and other materials deemed necessary by the Board.

#### *TERMINATION OF MEMBERSHIP*

3.10 The Board of Directors, by affirmative vote of two-thirds (2/3) of the members of the board present, may suspend or expel a member for cause, who has become ineligible for membership, or has been found to be in violation of the PPGH Ethics Agreement, or is found to be in default in the paying of dues, or for other such causes as set forth in these bylaws and at the discretion of the Board of Directors. Any refund of dues paid will be at the discretion of the Board of Directors.

#### *MEMBER RESIGNATION*

3.11 Any member may resign by filing a written resignation, or a resignation by electronic means, with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

#### *MEMBERSHIP REINSTATEMENT*

- 3.12 Any person, having resigned or forfeited his membership and desiring reinstatement, within one (1) year immediately following the resignation or forfeiture, must express their desire to be reinstated by written request, by either submitting a request in writing or by electronic means, to the Membership Director. And by the affirmative vote of two third's (2/3) of the Board of Directors, reinstate such former member to active membership status upon such terms as the Board of Directors may deem appropriate.
- 3.13 Any person, having resigned or forfeited his membership, that has allowed more than one (1) year to lapse from such resignation or forfeiture, or by being expelled or terminated for cause, and desiring reinstatement, must submit a new Member Application to the Membership Director for Board Approval. Approval of such former member to active membership status may then be accepted by the affirmative vote of two-thirds (2/3) of the Board of Directors and upon such terms as the Board of Directors may deem appropriate. The application must be accompanied by dues, any late charges, and other materials required by the Board of Directors where applicable.

## 4 ARTICLE IV – MEETINGS OF MEMBERS

### *ANNUAL BUSINESS MEETING*

- 4.1 An annual business meeting of the members shall be held in the month of September each year for the purpose of electing Officers and Directors, and for the transaction of other business as needed to be brought before the general membership.
- 4.2 In the event the Board of Directors fails to call the annual meeting at the designated time, any member may make demand that such meeting be held within a reasonable time, such demand to be made in writing by registered mail directed to any officer of the Guild. If the annual meeting of members is not called within sixty (60) days following such demand, any member may compel the holding of such annual meeting by legal action directed against the Board of Directors, and all of the extraordinary writs of common law and of courts of equity shall be available to such member to compel the holding of such annual meeting.

### *REGULAR MEETING*

- 4.3 The regular meeting of the Guild shall be held on the third Tuesday of each month, or as designated otherwise by the Board of Directors.

### *SPECIAL MEETINGS*

- 4.4 Special meetings of the membership may be called by either:
- a) The President
  - b) Upon request of a majority of the Board of Directors, or
  - c) By not less than one-tenth (1/10) of Guild members in good standing.

### *NOTICE OF SPECIAL MEETINGS*

4.5 Notice of special meetings will be given to members not less than fifteen (15) days prior to the meeting as specified in Article XVIII by or at the direction of the President, Secretary of the Officers or persons calling the meeting. In case of a Special Meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

#### *INFORMAL ACTION BY MEMBERS*

4.6 Any action required by the Texas Business Organizations Code to be taken at a meeting of the members, or any action which may be taken at a meeting of the members or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof, or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

4.7 Each written consent shall bear the date of signature of each member or committee member who signs the consent. Prompt notice of the taking of any action by members or a committee without a meeting by less than unanimous written consent shall be given to all members or committee members who did not consent in writing to the action.

#### *QUORUM OF MEMBERS*

4.8 Unless otherwise provided in the bylaws, a quorum shall be considered established with votes from twenty-five percent (25%) of the total voting membership, cast in person or by proxy. The members represented in person or by proxy at the meeting may conduct such business as may be properly brought before the meeting until it is adjourned, and the subsequent withdrawal from the meeting of any member or the refusal of any member represented in person or by proxy to vote shall not affect the presence of a quorum at the meeting. Unless otherwise provided in these Bylaws, the members represented in person or by proxy at a meeting of members at which a quorum is not present may adjourn the meeting until such time and to such place as may be determined by a vote of the majority of the members represented in person or by proxy at that meeting.

## **5 ARTICLE V – VOTING OF MEMBERS**

#### *PROXIES*

5.1 Unless otherwise provided by these Bylaws, a member may vote in person or may vote by proxy executed in writing by the member or by the member's duly authorized attorney-in fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for more than eleven (11) months.

#### *VOTING RIGHTS*

- 5.2 Each member with voting rights shall be entitled to one (1) vote on each matter submitted to a vote of the members, except to the extent that the voting rights of members of any class or classes are limited, enlarged, or denied by these bylaws.
- 5.3 At the annual election for officers and directors, every member entitled to vote at such election shall have the right to vote, in person or by proxy, for as many persons as there are officers and directors to be elected and for whose election the member has a right to vote.
- 5.4 The vote of the majority of the votes entitled to be cast by the members present, or represented by proxy at a meeting at which a quorum is present, shall be the act of the member's business meeting, unless the vote of a greater number is required by law or these Bylaws.
- 5.5 Any vote may be taken by voice or show of hands unless a member is entitled to vote, either in person or by proxy objects, in which case written ballots shall be used.
- 5.6 Elections of directors or officers may also include votes conducted by mail, by facsimile transmission, or by electronic means as designated by the Board of Directors, or by any combination of these.

#### *ELECTION PROCEDURE*

- 5.7 The Nominating Committee, as defined in Article 9.09 herein, shall present a slate of nominees for office to the general membership for a vote. Such list shall be submitted to all voting members with the notice of the Annual Business Meeting held in September. At such meetings, additional nominees may also be nominated from the floor. All nominees, not nominated from the floor, must accept or decline their nomination prior to this meeting and those nominated from the floor must accept or decline immediately upon nomination. At the close of all nominations, all candidates will be afforded the opportunity to address the membership as to their qualifications and the reasons for seeking office, after which, the election will take place, with the results presented at such a meeting. Board installation shall take place at the final meeting of the calendar year.

## 6 ARTICLE VI – BOARD OF DIRECTORS

#### *GENERAL POWERS*

- 6.1 To the extent not limited or prohibited by law or by these Bylaws, the powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors. It is required that all Board of Directors be members of the Guild in good standing.

#### *NUMBER, TENURE AND QUALIFICATIONS*

- 6.2 The number of Directors shall be ten (10) members composed of the Executive Director, Chairman of the Board, President, President-Elect, Secretary, Treasurer and four (4) Directors. All Directors, except for Chairman of the Board and Executive Director, shall be elected by and for the active general membership. It is required that any Director elected or appointed must be a Professional Active member in good standing. The number of Directors may be increased or decreased by amendment to the Charter and Bylaws. No decrease in number shall have the effect of shortening the term of any Director for the current year.
- 6.3 The Chairman of the Board position is reserved exclusively for the retiring President. The Executive Director may, by a secret ballot vote of two thirds (2/3) of the Directors present at any scheduled meeting of the Board, be suspended or reinstated, as the Board deems required and necessary.
- 6.4 All board positions, including officers, Chairman and Executive Director, are elected, or appointed to serve one term (one year). No Officer, Director, or Chairman, excluding the Membership Director and the Executive Director, shall serve more than two (2) consecutive terms in any one capacity. The Membership Director may serve a maximum of three (3) years. The Executive Director may serve as many consecutive terms as elected and appointed for, as described, and defined in Article VIII herein.

#### *REGULAR BOARD MEETINGS*

- 6.5 The Board of Directors shall meet on the day of the General Meeting each month or at such time and place as may be designated by a majority of the officers of the corporation. Meetings of the Board of Directors may also be held electronically in accordance with guidelines and requirements set out by the Board. Electronic Board meetings may be conducted by telephone, telecommunication, or computer conference. The Board may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than each resolution. Board meetings will be open to all members. At the President's discretion, a portion to any Board meeting may be closed to the general membership only in such cases where the topic to be discussed is of a sensitive or private nature pertaining to a member.

#### *SPECIAL BOARD MEETINGS*

- 6.6 The Secretary shall call a special meeting of the Board of Directors whenever requested to do so by the President or any two Directors. Such special meeting shall be held at the date and time specified in the notice of meeting. Special Meetings of the Board may also be held electronically in accordance with guidelines and requirements set out by the Board. Electronic Board meetings may be conducted by telephone, telecommunication, or computer conference.

#### *NOTICE OF SPECIAL BOARD MEETINGS*

- 6.7 Notice of special Board meetings will be given to Board members not less than (2) days prior to the meeting as specified in Article XVIII.

#### *QUORUM AND VOTING OF DIRECTORS*

- 6.8 Six (6) members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than six (6) of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
- 6.9 A Director may vote in person or by proxy executed in writing by the director. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

#### *MANNER OF ACTING*

- 6.10 The act of a majority of the Directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or these Bylaws.

#### *VACANCIES*

- 6.11 Any vacancies occurring in the Chairman of the Board position or Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. The President shall propose a slate of candidates to be considered for this purpose. A Past President only may be appointed to fill the vacancy of Chairman of the Board. The President may propose a slate of candidates to be considered for this purpose or this vacancy may remain until the current term expires. A majority vote of the Board of Directors is required to fill a vacancy on the Board.

#### *COMPENSATION*

- 6.12 Directors, as such, shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation thereof. The President during his term of office is not required to pay annual dues or fees to attend any General Meeting, seminar or other scheduled function of the Guild.

#### *ABSENTEEISM AND NONPERFORMANCE*

- 6.13 Any Board member who shall absent himself from three (2) consecutive meetings of the Board, unless he shall have previously obtained permission to do so or shall fail to present at the next regular meeting an excuse for his absence, satisfactory to a majority of the Board members present, shall be considered as having resigned as a member of such Board and shall cease to be a member thereof. Any vacancy so created shall be filled as provided for under Article 6.11 hereof immediately.
- 6.14 Any Officer failing to perform their duties as required and provided for under Article VII herein, unless he shall have previously obtained permission to do so, or shall fail to present at the next regular meeting an excuse for his nonperformance, satisfactory to a majority of the Board members present, shall be considered as having resigned as a member of such Board and shall cease to be a member thereof immediately.

#### *POWERS*



6.15 In addition to any and all other powers and duties of the Board of Directors as set forth in these Bylaws, the Board shall have the power to:

- a) Approve all business and financial transactions of the Guild.
- b) Establish an Ethics Agreement/Contract that every member of the Guild shall agree to and sign as a condition for membership in the Guild.
- c) Expel or suspend any member of the Guild, if by a vote of two-thirds (2/3) of the Board members present, finds he has willfully violated the ethics or principles of the PPGH, as set for in Article III.
- d) Establish a set of policies and procedures to guide the corporation, along with committees and Directors, incorporating thoughtful use of key decisions, ensuring a consistent and productive handling of potential violation situations and guidance for any potential issue coming before the membership and Board of Directors.

#### *EMERGENCY ACTION OF THE BOARD*

6.16 If the Board of Directors at any duly called meeting determines that an emergency exists with respect to a matter as to which there is no adequate Guild policy, and there is not sufficient time in which to establish a policy by the usual procedure, the Board may, in meeting or otherwise, and by a majority vote, take such steps as it deems necessary to promote and protect the interests of the Guild's members and shall report to such members the action taken and the reason therefore.

#### *INFORMAL ACTION BY DIRECTORS*

6.17 Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Directors. Such consent shall have the same force and effect as a unanimous vote.

## 7 ARTICLE VII – OFFICERS

### *OFFICERS*

7.1 The officers of the corporation shall be a President, one President-Elect, a Secretary and a Treasurer. The Board of Directors may elect or appoint other such assistants including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable.

### *ELECTION AND TERMS OF OFFICE*

7.2 The officers of the corporation shall be elected annually at the Annual Business Meeting of the Guild. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor has been duly elected and shall have qualified.

### *OFFICER REMOVAL*

7.3 Any officer elected or appointed may be removed by the Board of Directors, by a secret ballot vote of two-thirds (2/3) of the Board members present, whenever in their judgment the best interests of the corporation will be served thereby, and/or for the reasons set forth in Articles III and VI herein.

#### *OFFICER VACANCIES*

7.4 A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term as described herein in Article 6.11.

#### *OFFICERS, WHOSE DUTIES ARE DESCRIBED IN THE OPERATING GUIDE*

7.5 The President, who shall serve as the Chief Elected Officer of this Association.

7.6 The President-Elect, who shall also serve in place of the President if necessary.

7.7 The Treasurer, who shall serve as the Financial Officer of this Association.

7.8 The Secretary, who records the minutes of all meetings.

7.9 The Chair of the Board, who is the immediate Past President.

7.10 Three Directors at Large.

7.11 Executive Director, who oversees the daily internal/external operations of the organization.

## 8 ARTICLE VIII – DIRECTORS

#### *ELECTION AND TERMS OF OFFICE*

8.1 The directors of the corporation shall be elected annually at the Business Meeting of the Guild. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor has been duly elected and shall have qualified. Each Director shall also promote the ease of transfer for new Directors upon the expiration of the current Director's term in office. The Executive Director (ED) shall be elected and appointed by the Board of Directors at a specially called board meeting prior to the first Board meeting of the year of term, by a secret ballot vote of two-thirds (2/3) of Board members present.

#### *DIRECTOR OR CHAIRMAN REMOVAL*

8.2 The Chairman of the Board or any director elected or appointed may be removed by the Board of Directors, by a secret ballot vote of two-thirds (2/3) of the Board members present, whenever in their judgment the best interests of the corporation will be served thereby, and/or for the reasons set forth in Articles III and VI herein. The Executive Director may, by a secret ballot vote of two thirds (2/3) of the Board members present at any scheduled or specially called meeting of the Board, be suspended or reinstated, as the Board deems required and necessary.

#### *CHAIRMAN OR DIRECTOR VACANCIES*

8.3 A vacancy in any Directorship or the Chairman position because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term as described herein in Article 6.01. A Past President only may be appointed to fill the unexpired portion of the term of Chairman of the Board as described herein in Article 6.10.

#### *QUORUM*

8.4 Unless otherwise provided in the Bylaws designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the membership present at a meeting at which a quorum is present shall be the act of the committee.

#### *OTHER COMMITTEES*

8.5 The Board may appoint such other committees, as it deems necessary.

## 9 ARTICLE IX – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

#### *CONTRACTS*

9.1 The Board may authorize any officer or officers, agent, or agents of the Guild, in addition to the officers so authorized by these Bylaws, to enter into a contract or execute and deliver any instruments in the name of and on behalf of the Guild. Such authority may be general or confined to specific instances.

#### *CHECKS AND DRAFTS*

9.2 All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Guild shall be signed by the Treasurer or other officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board, such instrument shall be signed by the Treasurer and countersigned by the President, President-Elect, Secretary or Executive Director of the Guild. A check signer is ineligible to sign his own reimbursement check. Such a check must be signed by another designated check signer.

#### *DEPOSITS*

9.3 All funds of the Guild shall be deposited, in a timely manner, to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

#### *GIFTS*

9.4 The Board of Directors may accept on behalf of the Guild any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Guild.

## 10 ARTICLE X – BOOKS AND RECORDS

10.1 The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the members, Board of Directors, and committees and shall keep at the registered office or principal office in this State a record of the names and addresses of its members entitled to vote. A member of the Corporation, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Corporation relevant to that purpose, at the expense of the member.

## 11 ARTICLE XI – FISCAL YEAR

11.1 The fiscal year of the corporation shall begin on the first day of January and end on the last day in December of each year.

## 12 ARTICLE XII – DUES

### *ESTABLISHMENT OF DUES*

12.1 The Board of Directors shall set and establish dues and fees payable to the Guild by its members. The Board may from time to time reset the amount of any dues and fees, as it deems proper and reasonable.

### *WHEN DUES ARE PAYABLE*

12.2 Membership dues shall be payable when joining the guild. Renewal dues are due annually on the anniversary of the date joining the guild.

### *DEFAULTS AND TERMINATION OF MEMBERSHIP*

12.3 Having been notified as specified in Article XVIII in advance of impending expiration of membership, when any member of any class shall be in arrears in the payment of dues for thirty (30) days, he shall then be classified as a non-member until such time a request has been made as described in Article III herein.

## 13 ARTICLE XIII – AMENDMENTS TO THE BYLAWS

13.1 Any alterations, additions or amendments to the Bylaws may be made at the business meeting of the organization by a two-thirds (2/3) vote of the voting members present either in person or electronically, provided that such proposed amendments have been submitted to and reviewed by the Board of Directors subsequently provided to each member of the organization as specified in Article XVIII at least fifteen (15) days prior to the business meeting.

## 14 ARTICLE XIV – RULES

14.1 The current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of this organization, the definition of words and principals of interpretation in and of these Bylaws in all cases not provided in these Bylaws or not consistent with the laws of the State of Texas.

## 15 ARTICLE XV – GUILD EMBLEM

15.1 The use of the guild emblem shall be limited to members who are voting members as defined in Article III herein. No use of this emblem shall be permitted without Board approval as to when, where and what type of printing and display will be permitted.

## 16 ARTICLE XVI – SCHOLARSHIP FUND

16.1 There shall be maintained one or more accounts separate and apart from the Guild's general operating account for the sole and exclusive use of ensuring reserves to fund awarded scholarships. These funds shall not in any way be commingled with other corporate funds or used to defray other corporate expenses. The source of these funds shall be decided by a majority vote of the Board of Directors. These funds shall be administered by the Chairman of the Board.

## 17 ARTICLE XVII – NOTICES

17.1 Notifications to the Board of Directors and to the general membership will be conducted using the currently accepted means of communications.

## 18 ARTICLE XVIII - GENDER NEUTRALITY

18.1 As used herein, all personal pronouns used in these bylaws, whether used in the masculine, feminine or neuter gender, shall include all other genders, and the singular shall include the plural and vice versa.