

THE PROFESSIONAL PHOTOGRAPHERS GUILD OF HOUSTON OPERATING GUIDE

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1 ADMINISTRATION

- 1.1 The PPGH Secretary will take meeting minutes at every monthly Board meeting, every interim meeting, every special meeting, the Past President's meeting, and the annual General meeting. The minutes will be prepared and provided to the President and other identified reviewers immediately following the board meeting. Once reviewed and suggested changes made, the minutes are to be made available for board review within 14 days after the meeting. Minutes shall be approved at the next monthly board meeting.
- 1.2 The President, with the advice and consent of the Board, is authorized and empowered by the Board, to execute, sign and take such other action as may be necessary for and on behalf of PPGH to execute such leases, deeds, agreements, contracts, and other documents and reckoning as may be necessary for and on behalf of PPGH. The President may delegate some of these duties where appropriate (for example, the Treasurer has historically been authorized to renew the General Liability Insurance premium and D&O Insurance Premium).
- 1.3 PPGH letterhead shall be used only for official PPGH business, with care being taken that PPGH not be placed in the position of having endorsed a product or service.
- 1.4 The proper lines of communication for PPGH are as follows: Members of Committees and Action Teams should report to their Committee Chairman. Committee Chairmen report to Board Liaisons, who report to the Board or President.
- 1.5 Promotion/Privacy Policy: PPGH will hold member data solely for the use of PPGH. As a matter of policy, PPGH will not release member's private data to outside entities including, but not limited to vendors, affiliates, schools, and private individuals.
- 1.6 Place of Meetings: The President, with two-thirds (2/3) approval of the Board of Directors, may designate any place as a place of meeting for any Annual Business Meeting, Regular Meeting or any called Special Meeting.

2 AWARDS

- 2.1 The President of PPGH shall have authority to bestow the President's Award annually at the Holiday Party and/or Awards Program. This award is given at the discretion of the President, and it is not required that this honor be bestowed every year.
- 2.2 The Executive Director of PPGH shall have authority to bestow the Executive Director's Award annually at the Holiday Party and/or Awards Program. This award is given at

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the discretion of the Executive Director, and it is not required that this honor be bestowed every year.

- 2.3 A member who has served as President of PPGH, upon successful completion of their year as Chairman of the Board, shall be awarded Lifetime Membership as set forth in the PPGH Bylaws and majority vote by the Board.
- 2.4 The PPGH Board may confer "Honorary Life Membership" to an individual at its discretion.

3 BOARD OF DIRECTORS

- 3.1 The Board of Directors is charged with the responsibility of:
 - 3.1.1 Establishing Committees and developing guidelines for all committees and establishing the authority of those committees with an approved budget
 - 3.1.2 Planning, budgeting, and overseeing PPGH events
- 3.2 Composition – The Board shall be composed of the following officers:
 - Chairman
 - President
 - President-Elect
 - Treasurer
 - Secretary
 - Membership Director
 - Three Directors at Large
 - Executive Director
- 3.3 The function of the Board shall be:
 - 3.3.1 To review the agenda for each Board of Directors meeting and to make recommendations for changes and additions.
 - 3.3.2 To review monthly financials.
 - 3.3.3 To observe and recommend accounting procedures.
 - 3.3.4 To act for PPGH in emergencies.

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3.4 Officers

3.4.1 The President

3.4.1.1 Acts as spokesperson for PPGH.

3.4.1.2 Takes no actions involving commitments of PPGH or the Board or involving changes in policy of PPGH or the Board without prior Board approval.

3.4.1.3 Prepare agendas for all regular, interim, and specially called meetings of the PPGH Board and the Annual General Membership Meeting. Presides over the General Membership Meeting.

3.4.1.4 Any expenses incurred by the President of PPGH in excess of the President's approved budget shall be paid by the President out of personal funds.

3.4.1.5 Acts as host at PPGH events.

3.4.1.6 Appoint and give guidance to any committees or action teams, as needed.

3.4.1.7 Maintains membership in PPA.

3.4.1.8 Represent PPGH at all PPA, TPPA and Imaging USA. The President can be reimbursed up to the approved budgeted amount.

3.4.1.9 Prepare monthly "President's Message" for The Viewfinder Blog.

3.4.2 The President-Elect

3.4.2.1 Performs the duties of the President in his/her absence or inability to serve.

3.4.2.2 Replaces the President in the event of vacancy in that office (e.g., due to death, resignation, or recall).

3.4.2.3 Conducts speaker selection for the upcoming year.

3.4.2.4 Prepares budget for Presidential year.

3.4.2.5 Plan and host the annual board planning meeting.

3.4.2.6 Submit proposed dates to Board for the next year's meeting dates for approval.

3.4.2.7 Orders meeting meals.

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- 3.4.2.8 Attend Imaging USA and TPPA functions to assist in their speaker search. The President-Elect can be reimbursed up to the approved budgeted amount.
- 3.4.2.9 The President-Elect identifies Past Presidents who would be willing to serve as the Executive Director in the upcoming year. The board votes to approve the Executive Director.
- 3.4.3 The Treasurer
- 3.4.3.1 Prepares monthly financial data:
- 3.4.3.1.1 Provides monthly financial data to the bookkeeper.
- 3.4.3.1.2 Reviews financial statements received from the bookkeeper for accuracy and completeness.
- 3.4.3.1.3 Provides financial statements to the board seven (7) days prior to the board meeting.
- 3.4.3.2 Oversees the financial aspects of the registration desk at PPGH events. Receive and reconcile funds at PPGH events.
- 3.4.3.3 Acts as custodian of PPGH property, including bank accounts.
- 3.4.3.4 Deposit all PPGH receipts to the bank in a timely manner.
- 3.4.3.5 Maintain PPGH checking account and ensure checks are signed by authorized check signers.
- 3.4.3.5.1 Both check signers must:
- Review the supporting documentation to ensure that the expense is authorized for the appropriate amount.
 - Review the check and the supporting documentation to ensure that checks are made out to the proper person.
 - Review the check to ensure that it is written for the proper amount.
 - Review the check to ensure that the written numeral amount matches the written amount.
- 3.4.3.5.2 Authorized check signers are:
- President
 - Treasurer
 - Executive Director

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- President-Elect (only if the President or Executive Director are not available)
- Secretary (only if the President, Executive Director or President-Elect are not available)

3.4.3.6 Review and pay all PPGH expenses.

3.4.3.7 PPGH must maintain a surety bond.

3.4.4 The Secretary

3.4.4.1 Immediately following PPGH board meetings and the annual General Meeting, send copies of meeting minutes to the Board, and other designated proofreaders, for review. Send reviewed and updated minutes to Board within 14 days of all meetings.

3.4.4.2 After review, make any requested corrections and send the minutes to the President and Executive Director.

3.4.4.3 Send cards to members as requested for illnesses or loss of close family members. Send flowers to board members and past presidents as requested.

3.4.4.4 Send funeral spray or other designated acknowledgement upon the death of a past president.

3.4.4.5 Collect mail from the post office box monthly before board meeting. The Secretary can make arrangements for another board member to collect the mail (except for the Treasurer); however, the Secretary is ultimately responsible for collecting the mail.

3.5 The Chairman of the Board

3.5.1 Presides over the annual Past Presidents meeting.

3.5.1.1 Work with Board to set the meeting date.

3.5.1.2 Invite Past Presidents to the meeting.

3.5.1.3 Board Attendance at the Past President's Meeting:

- The current President is expected to attend.
- The Treasurer, Secretary, Executive Director and President-Elect are strongly encouraged to attend.
- The Directors are invited to attend

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3.5.1.4 Past President Meeting Agenda:

- Record Attendees
- Call to Order – Chairman of the Board
- Recap of Prior Year – Chairman of the Board
- Present Prior Year Financials – Current Treasurer
- Introduce the Current Year board – Chairman of the Board
- Preview of Current Year Activities – Current Year President
- Membership – Executive Director – Total Members & Number of CPPs
- Scholarships Awarded – Chairman of the Board
- Call for Questions or Comments – Chairman of the Board
- Adjourn – Chairman of the Board
- Notes: have a PPGH Debit Card available at the meeting to pay for lunch and have someone bring a camera for candid photos and the past president photos.

3.5.2 Performs such other duties as the Board may assign or direct.

3.5.3 Scholarships:

3.5.3.1 Oversight of awarding the next year's scholarships:

- Review online form and update as appropriate (ex. Date)
- Send out notices regarding applying for scholarship
- Once the application period has closed, strip out the identifying information in the applications and send them to the current year committee for their selections.
- Present a certificate for the scholarship at the annual Awards Program. Include with the certificate the requirements for reimbursement.
- After the annual Awards Program, send an email to each recipient with the requirements for reimbursements and REQUIRE that they respond to the email to ensure their understanding. Follow up until they respond.

3.5.3.2 Reimbursement of current year scholarships:

- Correspond with scholarship recipients regarding their status.
- Once the recipient has attended their education event, they must provide either an article for the Viewfinder Blog or present a small summary of their educational experience to the membership (this

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must be approved by the President). Then the recipient can submit their receipt for the educational event to the Chairman of the Board and request reimbursement.

- Scholarship reimbursement cannot be paid without the approval of the Chairman of the Board.

3.5.4 Oversees image competition for the year.

3.6 Membership Director

3.6.1 Seek sources of prospective members and campaign for memberships.

3.6.2 Ensure maintenance of current membership database of PPGH.

3.6.3 Communicate with members regarding upcoming membership renewal.

3.6.4 Archive non-renewing members after thirty (30) days of non-renewal.

3.6.5 Provide the Executive Director with the list of archived members so that they can be removed from the Facebook Members-Only page.

3.6.6 Receive new member applications:

- For Professional Active Members:
 - Ensure that new applicants have a current phone number and payment has been made.
 - Present the applicant to the board for approval.

3.7 Director at Large

3.7.1 Work on behalf of Board

3.7.2 Duties that can be assigned to a Director at Large:

- Write text for monthly program graphic
- Graphics
- Assist Treasurer with check-in
- Meeting photographer
- Assist President-Elect with food distribution
- Oversee call committee

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- Assist with special events

3.8 Executive Director

3.8.1 Work on behalf of PPGH

3.8.2 Correspond with PPGH members on behalf of officers.

3.8.3 Ensure maintenance of current database of PPGH in coordination with the Membership Director and the Website manager.

3.8.4 Attend PPA and TPPA events on behalf of PPGH.

3.8.5 Maintains membership in TPPA & PPA. PPGH will budget for and reimburse the Executive Director's annual membership in these organizations.

3.8.6 Will Chair the Nomination Committee. Duties will include working with board members and past presidents to identify candidates, talking with all candidates to ensure their availability to serve and setting the nominating committee meeting date.

3.9 Board Meetings

3.9.1 Schedule of Board Meetings – Board meetings shall be held at least eleven (11) times a year. The board can conduct monthly interim meetings.

3.9.2 Selection of Dates – The President sets the dates and locations for Board meetings with board approval.

3.9.3 Schedule Variations – It is understood that the Board may vary the schedule of a specific meeting from time to time as may be necessary or desirable.

3.10 Board Standard of Conduct and Procedures

3.10.1 The election of officers will be held at the annual general meeting.

3.10.2 The Board participates in annual planning meeting. This is an essential step because it establishes clear standards for participation in the Board process. It also defines roles, duties and expectations for each board member.

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- 3.10.3 When a problem or deficiency is identified, the leadership of the Board will determine a course of action with that board member. The goal of this meeting is to identify issues and set a course for improvement.
- 3.10.4 In all published materials, The Board shall be listed in order of seniority.
- Chairman of the Board
 - President
 - President-Elect
 - Treasurer
 - Secretary
 - Membership Director
 - Directors-at-large
 - Executive Director
- 3.10.5 Members of the Board shall be issued an Officers badge when elected, but the badge should not be worn when not holding that office.
- 3.10.6 Commencing with the annual election of Officers, each Officer elect shall be entitled to the same financial and informational materials as the current Board.
- 3.10.7 All Officer-Elects may speak at Board meetings in the same manner as other members of the Board, but they are not able to vote.
- 3.10.8 \$1,000,000 Board of Directors (D&O) and general liability insurance shall be obtained annually.
- 3.10.9 Board meetings may be recorded for the purpose of minutes transcription only by the Secretary to the Board. The recordings may not be distributed or played back for any purpose other than transcription and must be destroyed within 10 days of the board meeting or upon completion of the minutes and review, whichever is sooner.
- 3.10.10 Past presidents will receive individual life memberships, with board approval, following the successful completion of their term as Chairman of the Board. A further qualification of 6 years in the guild and service with the guild.

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4.1 General

4.1.1 All Committee Chairs must work closely with their Board Liaisons.

4.1.2 All requests for Board action, including all costs, are to be submitted through the Board Liaisons and then the Liaison will convey the requests to the PPGH Board.

4.2 Nominating Committee

4.2.1 The PPGH Executive Director is the Chair of the Nominating Committee.

4.2.2 All names being considered by the nominating committee for leadership positions must be verified for eligibility.

4.2.3 All incumbent Board members' names are to be automatically submitted to the Nominating Committee for consideration. The Executive Director will confirm with all incumbent board members that they are willing and ready to continue on the board before submitting the names to the Nominating Committee.

4.2.4 The Nominating Committee has the authority to leave an incumbent's name off the ballot for the Board.

4.2.5 The Nominating Committee is to put on the ballot only the number of candidates needed to fill the available slots for the Board.

4.2.6 The Nominating Committee Chair is to announce their slate to the General Membership via accepted means of communication thirty days prior to the September elections meeting.

4.3 Finance Review Committee

4.3.1 The Finance Review Committee is a special committee consisting of not less than three (3) Active or Life Members, who are not authorized signers, and shall be appointed or elected at the yearly annual business meeting.

4.3.2 Members of the finance review committee shall not be related by blood nor marriage and shall not reside in the same household as the authorized signers nor be the incoming or outgoing Treasurer.

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- 4.3.3 The committee shall be provided with financial information no later than 6 months after the first Board Meeting of the year to begin preparing their report. Upon completion, the finance review report is to be presented to the board at the next regular Board meeting.
- 4.3.4 The finance review committee shall provide a finance review report to the general membership at the annual meeting.
- 4.4 Ethics Committee
 - 4.4.1 The Ethics Committee is a standing committee and shall consist of a minimum of two (2) past presidents and three (3) active members in good standing of the Guild, and shall have been an active member in good standing of the Guild for no less than two years prior to serving on this committee. No member of this committee may be an officer or director or be a candidate for such a position.
 - 4.4.2 The term of office for each position on the Committee shall be one year but committee members may be chosen or appointed to serve for more than one year provided they cannot serve for more than two (2) consecutive years. Annually, upon confirmation of its members, the Committee shall elect one of its members to serve as chairperson who will preside over all meetings. The Committee shall also elect another of its members to serve as vice-chairperson who shall preside at meetings in the absence of the chairperson.
 - 4.4.3 The purpose of the Ethics Committee is to administer and implement the PPGH Ethics Agreement/Contract covering ethics and standards created by the Board of Directors. The Committee will answer written requests for ethics advice subject to certain exceptions such as those delegated by the Board of Directors. The Committee shall have the duty and power to review and investigate allegations of impropriety on the part of the members and Board of Directors and candidates for Board of Directors. The Committee may request special outside counsel from the Past President's Committee.
- 4.5 Photographic Competition Committee
 - 4.5.1 This committee is formed as needed to address changes in Image competition.
 - 4.5.2 All decisions will be published on the website under the Image competition tab.

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5 FINANCIAL MATTERS

- 5.1 All member expenses must be submitted within thirty (30) days of date incurred to receive reimbursement. No member expense will be reimbursed without receipts or other substantiation of expense.
- 5.2 PPGH shall reimburse persons for authorized travel for PPGH in their own automobiles at the then current IRS volunteer rate per mile, but in no event shall such reimbursement exceed the cost of the lowest airfare and normal expenses related to transportation to and from airports.
- 5.3 The prior year Treasurer and the prior year President will meet with the Finance Review committee to review the prior year financials. The prior year Treasurer will be responsible for working with the prior year President and the Finance Review committee to determine the date of meeting for the Finance Review committee. If the prior year Treasurer or President is unable to oversee the Finance Review process, other suitable members may be substituted. The Finance Review meeting takes place online.
- 5.4 All invoices and bills to be paid by PPGH must be approved, and checks signed, by the President and the Treasurer. No check signer may approve, and sign checks made payable to themselves. If the check requiring signature is for the reimbursement of the President or the Treasurer, then the Executive Director should be the second signer. If the President, the Treasurer, or the Executive Director are unavailable for signature, then, and only then, the President-Elect may be a check signer.
- 5.5 All expenses paid with the Guild debit card must have a detailed receipt or other detailed substantiation of the expense.
- 5.6 Budgets are drawn up by Board at the incoming board planning meeting and put into effect January 1 of each year.
- 5.7 Financial statements shall be made available to the Board on a monthly basis prior to the monthly board meeting.
- 5.8 PPGH fiscal controls will be consistent with the specifics as follows:
 - 5.8.1 An annual budget is to be established controlling the use of funds. Only expenditures approved in advance in the budget are authorized, and then only to the extent of the amount in the budget. Expenses which have not been previously approved in the budget must be approved during a monthly meeting and documented in the board meeting minutes.

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- 5.8.2 The Treasurer shall prepare a report on PPGH finances for each Board meeting.
- 5.8.3 Cash Basis Accounting - Revenues are recognized in the month received and earned rather than in the month billed. Expenses are recognized in the month the invoice is paid.
- 5.8.4 Revenues received in one year for a program to occur in the following year and the related expenses of that program are taken into revenues or expenses when received.
- 5.8.5 Prepaid Expenses - Expenses which are billed, but which benefit future months (for example yearly insurance premiums paid in advance) are charged to expense in the month it is paid.
- 5.9 Any request for financial information must be approved by the Board. A statement regarding finances must be on the website (required by PPA) and must be updated annually by the Executive Director.
- 5.10 A 990-N should be filed by the Treasurer and Must be filed by the 15th day of the 5th month after the end of the fiscal year – PPGH deadline would be May 15.
- 5.11 Speaker payments over the yearly threshold amount must include a W-9. The Treasurer should be tracking these and not issuing a check unless a W-9 is collected before payment. The Treasurer forwards these to the bookkeeper and the bookkeeper sends 1099s to the applicable speakers and sends copies to the IRS along with a 1096. I think the Treasurer should get copies (whether electronic or paper) from our bookkeeper for PPGH records in case our bookkeeper changes in the future.

6 MEMBERSHIP

6.1 Membership Types

6.1.1 Lifetime/Honorary Member:

6.1.1.1 Requirements:

- Must be accepted by the Board as a Lifetime/Honorary Member according to the Bylaws.

6.1.2 Professional Active Member:

6.1.2.1 Requirements:

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- Applications must include the name, residence and occupational address, and telephone numbers of the candidate.
- All applications must be accompanied by the first year's dues or balance of dues for the fiscal year as determined by the Board at any given time, along with any required application fees and other materials deemed necessary by the Board.

6.2 Acceptance of New Members

- 6.2.1 All applications for membership must be proposed in writing on application forms furnished by the Membership Director or other 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 occupational address, and telephone numbers of the candidate. All applications must be accompanied by the first year's dues or balance of dues for the fiscal year as determined by the Board at any given time, along with any required application fees and other materials deemed necessary by the Board.
- 6.2.2 All Professional Active membership applications must include the name, residence and occupational address, and telephone numbers of the candidate. All applications must be accompanied by the first year's dues or balance of dues for the fiscal year as determined by the Board at any given time, along with any required application fees and other materials deemed necessary by the Board.
- 6.2.3 Complete applications shall be approved or rejected by the Board of Directors at their next regular meeting. An affirmative vote of two-thirds (2/3) of the Directors present shall be required for acceptance. Applicants shall be notified of the Board's decision by the presiding officer before the next regularly scheduled meeting of the membership.
- 6.2.4 Applications for membership shall be accepted, reviewed and voted upon by the Board without regard to race, creed, color, sex, age, or national origin of the applicant.
- 6.2.5 Should an application be rejected, the dues shall be returned and no further application from the same candidate shall be considered until the next fiscal year.
- 6.2.6 All applications for membership, whether rejected or accepted shall be put on file, either in paper or electronic form, and kept as a permanent record of the Guild.

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6.3 Membership Dues

- 6.3.1 Lifetime and Honorary Members, and their spouses, as individuals, shall not be required to pay dues or meeting registrations. Lifetime and Honorary Members may attend PPA merit programs for the cost of the merit. Lifetime and Honorary Members **MUST PAY** to attend the Annual Awards program. The Board has the discretion to require full or partial payment for other special guild events.
- 6.3.2 The Board, at their discretion, may change the membership dues for any category of membership except Lifetime/Honorary Members.
- 6.3.3 Members will be removed from the PPGH membership rolls after thirty days of non-payment.

6.4 Fellowships

- 6.4.1 All PPGH fellowships will be formally presented only at PPGH events. Fellowship recipients should attend the event, and if the recipient cannot attend, the medal will be mailed.
- 6.4.2 Members must submit their annual fellowship points by the published deadline each year.
- 6.4.3 The current PPGH President-Elect will oversee the annual Fellowship point accumulation process each year.

7 ONLINE PUBLICATIONS

- 7.1 The purpose of The Viewfinder Blog is to share information that will be of beneficial service to all PPGH members and to the industry.
- 7.2 Articles for the Viewfinder Blog shall be published based on the individual merit of each article, and care shall be taken to screen any such articles and authors so that The Viewfinder Blog does not give the appearance of personal benefit or gain of author.

8 DUTIES OF THE MEMBERS OF THE BOARD OF DIRECTORS

- 8.1 Attendance is required at all PPGH Board of Directors meetings.

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- 8.2 Be prepared to handle PPGH business that comes before you at the PPGH Board Meeting which includes, but is not limited to, approving minutes, approving financials, and discussing/voting on changes to the Bylaws or Processes and Procedures.
- 8.3 Strongly promote membership in PPGH at all opportunities.
- 8.4 Positively represent PPGH to the Houston Metropolitan area, the state and nationally.
- 8.5 Forward to the Board comments and complaints heard from membership.
- 8.6 No Board Member shall conduct themselves in any way as to bring discredit on PPGH or the image making profession.