



PPANI

**Professional Photographers
Association of Northern Illinois**

Constitution and Bylaws

ARTICLE I: NAME

The Name of this organization shall be "Professional Photographers Association of Northern Illinois Inc.," hereinafter called the Association and/or PPANI.

ARTICLE II: OBJECTS AND PURPOSES

The purpose of this Association shall be:

1. To advance the art and professionalism of photography.
2. To encourage and maintain cordial relations and interchange of thought among its members through in-person events, online events, social media, and other means approved by its board of directors.
3. To conduct educational activities such as monthly workshops, member only events, and community outreach.
4. To oppose violations or infringements of rights of professional photographers or their association.
5. To cooperate with other associations and government agencies and to engage in any lawful act or activity for which corporations may be organized under the General Not For Profit Corporation Act of Illinois.

ARTICLE III: AFFILIATIONS

This Association is and shall remain a Community Network of the Professional Photographers of America, Inc., and will abide by all requirements and pay all fees to maintain full Community Network status.

ARTICLE IV: OFFICES

The registered office of the Association required by the Not-For-Profit Corporation Act is to be maintained in Illinois, and the address of the registered office shall be determined by the board of directors.

ARTICLE V: CODE OF ETHICS

The following shall constitute the Code of Ethics for all members of this Association, and each member shall signify their intention and willingness to abide by the same in the manner provided hereinafter. The member, having been accepted into membership in the Professional Photographers Association of Northern Illinois, Inc., does hereby subscribe without reservation to this Code of Ethics and does solemnly agree that:

1. The member will endeavor to enhance and ennoble the status of the photographic profession by maintaining a dignity of manner in their behavior, in the presentation of their photography and photographic services, in the appearance of their studio or place of business, and in all other forms of public contact.
2. The member will observe the highest standard of honesty in all transactions avoiding the use of false titles, confusing or inaccurate technical terms or descriptions, and misleading terms or claims.
3. The member will show a friendly spirit of cooperation with fellow professional photographers and assist them whenever possible should they be in trouble or difficulty.
4. The member will at all times avoid the use of unfair competitive practices as determined by any court of competent jurisdiction, the Federal antitrust laws, and related statutes.
5. The member will assist and give of their knowledge to the members of their profession and will encourage others individually and collectively so that the quality of photography may constantly be raised to the highest standards.

ARTICLE VI: MEMBERSHIP

1. MEMBERSHIP IN THE ASSOCIATION. Membership in the Association shall be based on a one year term that will be renewed automatically unless the member cancels prior to their anniversary date. Membership in the Association shall be granted to professional photographers or aspiring professionals who qualify therefore under the rules and regulations for membership established by the Board of Directors, in one of the classes of membership described below:
 - a. ACTIVE VOTING MEMBERSHIP – A Voting Member is eligible for photographic competition including all awards relating to photographic competition and all levels of the Northern Fellowship Degree. Active Voting members are authorized to display the Association's emblem in their studio and use the emblem in their advertisements. Active Voting Members are subject to applicable annual dues and workshop fees as set by the Board of Directors.
 - b. LIFE MEMBERSHIP - Non-Voting status except when member attends a minimum of 4 meetings or workshops per year, then they will remain voting members. Active Voting Members who have given great service to professional photography and to this Association may be awarded an honorary LIFE membership. The member being considered for LIFE membership must have held membership in this Association for at least 25 years, and have been active in attending programs during those years of membership. The honor of Life Membership carries the following stipulations: There will be no membership dues. Life member is required to pay regular workshop fees if they choose to attend a workshop.
 - i. Under extraordinary circumstances, special candidates having less than 25 years of active service to the Association will be considered for life membership based on exceptional situations at the discretion of the Board. An Active Voting Member who desires to be considered for Life membership must submit their request in writing to the PPANI Board.
2. DUES AND FEES.
 - a. The Board of Directors will set membership dues for new and reinstated members, and may from time to time approve changes to that dues structure.

- b. The annual dues and workshop fees of the Association shall be set by the Association's Board of Directors to meet all expenses of the Association as needed.
 - c. Any officer may approve and waive the workshop fee for guests.
- 3. Membership dues shall be automatically renewed on the day of their membership anniversary.
 - a. Membership shall be considered delinquent after non-payment, and will be canceled 30 days after notice of non-payment .
 - b. Delinquent members shall have a 30-day grace period during which they may reinstate their membership at a fee set by the Board.

ARTICLE VII: OFFICERS

- 1. Officers of this Association shall be a President, a Vice President, a Secretary, a Treasurer and a Program Chairperson.
- 2. *Terms of Office:* The five elected officers of this Association shall be elected for a term of one year, and may succeed themselves. The five elected officers shall be deemed as the Executive Board.
- 3. *Board of Directors:* The five officers, other elected chairpersons, and the immediate Past President who becomes the Chairman of the Board for the next calendar year, shall constitute the Board of Directors of this Association. Directors shall be elected annually.
- 4. Any person who is a member of this Association shall be eligible to be elected to office or appointed to any committee of this Association, other than the office of President, whereas this individual must be an ACTIVE VOTING member, and also a member of the Professional Photographers of America, Inc.
- 5. Only an ACTIVE VOTING member, who is also a fully paid member of the Professional Photographers of America, may be elected to the office of President.
- 6. The Board of Directors shall be the governing body of this Association and shall have the management of its funds and shall be responsible for the affairs and conduct of this Association provided that the Board shall have no power to make the organization liable for any debt other than the ordinary expenses of the Association beyond the account of money in the treasury unless specifically authorized by a vote of the majority of Active Voting members present at any regular meeting of the Association.

7. The President, subject to the approval of the Board of Directors, shall have the power to fill any vacancy among officers or the Board of Directors. Such appointment will extend only until the next annual election.
8. The Board of Directors shall confer at the call of the President or at the request of any two members of the Board of Directors.
9. The term of all officers will begin January 1 of each year and the first photographic competition of the year will be considered the annual meeting.
10. The Board may discharge an officer or director who is absent without excuse from two consecutive Board meetings from their office upon a majority vote. This vacancy would then be filled according to Article VII, Section 7.
11. The Board of Directors shall have the power to change the number of Director positions to fulfill the mission of the Association as needed.

ARTICLE VIII: DUTIES OF OFFICERS

1. It shall be the duty of the President to preside at all meetings of the Association and of the Board of Directors and to perform such other duties as ordinarily pertain to the office.
2. It shall be the duty of the Vice President in the absence of the President to preside at all meetings and perform such duties as pertain to the office.
3. It shall be the duty of the Secretary in the absence of the President and Vice President to preside at all meetings and perform such duties as pertain to the office.
4. It shall be the duty of the Secretary to keep a record of business transacted, send notices of meetings, and to perform such other duties as ordinarily pertain to the office.
5. It shall be the duty of the Treasurer to hold custody of all funds, accounting for it at any regular meeting or at any time upon the request of the President or Board of Directors. With the approval of the Board of Directors the Treasurer will invest the Association's liquid assets in secure interest-bearing accounts. Upon expiration of their term they shall turn over to their successor all Association's funds and records in their possession. The Treasurer, the Chairman of the Board, and the President shall have access to and be signers on all bank accounts associated and owned by PPANI.

6. The Board of Directors shall be the governing body of this Association.
 - a. It shall be the duty of the Board to consider all applications for membership.
 - b. In the event charges of misconduct are filed in writing against any member it shall be the duty of the Board of Directors to act in accordance with Article IX to consider those charges.
 - c. It shall be the duty of the Board of Directors to provide suitable meeting places for the Association.
 - d. It shall be the duty of the Board of Directors to make, alter, and amend the rules of their government.
7. All officers will keep pertinent information up to date and securely stored on an accessible platform.

ARTICLE IX: VIOLATIONS OF THE CODE OF ETHICS

Complaints of violations of the Code of Ethics or abuse of the Association emblem may be filed with any Board member in writing.

1. Complaints shall be submitted to the Board of Directors which shall conduct a thorough investigation. A committee may be formed for that purpose at the discretion of the Board of Directors.
2. If the evidence indicates, in the opinion of the Committee a prima facie violation, the Chairman of the Committee shall communicate in writing with the accused member.
3. The offending members will be notified and given notices no less than 30 days nor more than 90 days to present a defense.
4. The offending member upon presentation of a suitable explanation, apology, and written assurance the offense will not be repeated, will be retained as a member in good standing.
5. If a second complaint, accompanied by evidence of a successive violation is received against the same member, it shall be submitted immediately to the Committee on Ethics and Standards for investigation.
6. If a member is found guilty, the Chairman shall recommend action to the Board.

ARTICLE X: MEETINGS AND WORKSHOPS

The Association and its membership shall meet at a minimum of 8 times per calendar year.

1. The Board of Directors shall meet each December to establish the Association's operating budget for the following year. The location of this meeting is at the discretion of the President.
2. The board of directors shall meet at least monthly virtually or in person.

ARTICLE XI: QUORUM

1. One-third of the Active Voting membership present or by proxy at any meeting of the Association shall constitute a quorum.
2. The total of all board members present at a meeting of the Board of Directors shall constitute a quorum.

ARTICLE XII: COMMITTEES

1. The President with the approval of the Board of Directors shall at their discretion appoint such committees as may be necessary to carry on the work of the Association.
2. The President and Chairman of the Board will be ex-officio members of all committees except the Nominating Committee.
3. Only ACTIVE VOTING members may serve as committee chairpersons.

ARTICLE XIII: NOMINATION, ELECTION, AND VOTING

1. All business of this Association shall be transacted via vote with the exception of election of officers and directors which shall be by ballot or as described in Article XIII, Section 5 as needed. All PPANI members are eligible to be nominated for election to the office of this Association except the office of President, whereas they must be an ACTIVE VOTING member, and a fully paid member of the Professional Photographers of America before their election and while they are holding this office of this Association.
2. A Nominating Committee will be appointed by the President in July of each year to select a slate of candidates for officers and the Board of Directors.
3. The nominating committee shall report to the membership at both the August and September meetings on the slate of candidates and accept nominations from the Floor by Active Voting members ONLY.

4. When there are more than a sufficient number of candidates nominated to all available officer and board positions, a ballot shall be sent to each ACTIVE VOTING member in September.
 - a. The Board of Directors shall designate an official elector who is not nominated to fill any open position to tally the vote each year.
 - b. The ballots must be received no later than the day before the September meeting. The election results will be the first order of business at the September meeting.
5. When there is an equal number of candidates nominated to all available officer and board positions, there shall be a hand vote of ACTIVE VOTING members ONLY present at the September meeting. This vote will be the first order of business in the afternoon session of the September meeting to approve the election of those candidates.
6. All nominations must have the approval of the nominee.

ARTICLE XIV: FISCAL YEAR

The fiscal year of this Association shall commence on January 1 and end on December 31 of each year.

ARTICLE XV: RULES OF ORDER

In all questions of parliamentary practices not covered by these by-laws, Roberts Rules of Order shall prevail.

ARTICLE XVI: AMENDMENTS

1. This Constitution and By-laws may be amended by a vote of 2/3 of the ACTIVE VOTING MEMBERS present or by proxy at any regular meeting of the Association, provided the proposed amendment has complied with Article XVI Section 2.
2. Notice of a proposed amendment must be given in writing to the voting membership at least 60 days prior to the meeting at which the vote on the proposed amendment(s) will be made.

The revised Constitution and Bylaws were voted on and accepted by the general membership December 10, 2024