

Charter & By-laws of the Professional Photographers of North Carolina, Inc.



Updated August 2018

(hereinafter referred to as "this Association")

PART A NAME

1. Name

1.1 The name of this Association shall be the PROFESSIONAL PHOTOGRAPHERS OF NORTH CAROLINA, INC.

PART B OBJECTS AND PURPOSES

2.1 The objects and purposes of this Association shall be to advance photography in all of its branches, both as an art and as a profession; to create, foster, promote, and maintain cordial relations and cooperation, and interchange of thought and opinion freely among its members; to oppose violations and infringements of the rights of professional photographers or their organizations; to propose and support legislation favorable to, and oppose legislation unfavorable or prejudicial to the interests of professional photographers; to foster the practical benefits to be derived from personal acquaintanceship, and the discussion of subjects having to do with photography; to fix and maintain ethical standards among its members; to cooperate with any and all government agencies and departments having to do with the art and/or profession of photography; to cooperate with other organizations which may be striving to accomplish similar purposes.

PART C ORGANIZATION OF THE ASSOCIATION

3. Officers and Their Election

3.1.1 The officers shall be a President, President-elect, Vice-President, Treasurer, and Secretary who shall be elected to hold office until the next annual meeting when their successors shall be elected and installed.

3.1.2 The President-elect shall become President after serving as President-elect for one year or until the next annual meeting.

3.1.3 A new President-elect, Vice-President, Treasurer, and Secretary shall be elected to hold office until the next annual meeting when their successors are elected and installed.

3.1.4 Any active or life member shall be eligible for election to an office in this Association who has been a member in good standing for a minimum of (5) consecutive years immediately preceding their nomination, except guild chairpersons who may be elected from the members who have been in good standing for a minimum of three (3) years, immediately preceding their nomination, and two (2) years for guild chairperson-elect.

3.1.5 The Secretary and/or Executive Director shall prepare a list of all Active and Life Members eligible for office, preceding the annual election, for consideration by the Nominating Committee and the membership. 3.2. Except as provided in 4.2, all state officers shall be elected by ballot at the annual convention meeting of this Association and shall serve for a term of one year, or until their successors are elected and installed. A majority of votes cast shall elect. When there is only one nominee for any office, a motion that the Secretary, or some other member, cast the ballot for such nominee shall be in order.

3.3 Officers and Directors shall enter upon this discharge of their duties immediately upon being installed at the Annual Meeting. The Officers and Directors may employ an Executive Director who may or may not be a member of this association. The duties of the Executive Director shall be those set forth in the job description and contract as recommended by the personnel committee and approved by the Board of Directors.

3.4 A vacancy occurring in any office shall be filled by the Board of Directors for the unexpired term, except that in the case a vacancy occurs in the office of President, the President-elect shall become President and serve for the unexpired term. In the event of the resignation of the President-elect during the term of office, the Vice-President shall assume the duties of the President-elect until the next meeting, at which time a President shall be elected along with all other officers. If any vacancy occurs due to the incapacitation of a PPNC director or other elected officer to the extent that they are unable to discharge their duties as described in the Bylaws or Adopted Procedures of the association, the Board of Directors shall elect a replacement to fulfill the responsibilities of the office until the next annual meeting.

3.5 The president shall on completion of his term of office, unless reelected, automatically become Chairman of the Board of Directors and shall preside at all Board meetings and at the annual meeting.

4. Board of Directors

4.1 There shall be a Board of Directors which shall consist of the officers of the Association, the Chairman of the Board, the guild chairpersons, the national council members who are members of PPNC in good standing and have been elected by the PPNC General membership, and six directors-at-large. Directors-at-Large, after serving a two-year term, shall not be eligible for reelection as director-at-large for a period of one year.

4.2 If a director is absent from three consecutive meetings of the Board of Directors without valid

reason in the opinion of the Board, the Director shall automatically forfeit Board membership.

4.3 Every three years, the PPNC Nominating Committee shall recommend to the PPNC membership, for their approval, nominations for PPA Council members for submission to PPA for election by the NC PPA members. National council members of the Board of Directors, re-elected every three years by North Carolina PPA members, shall serve on the Board of Director of PPNC, provided they are also members of this association. In order for the PPA Councilmen to be voting members of the PPNC board, they must be elected by the general membership on a yearly basis.

4.4 The Board of Directors shall have general supervision of all the interests of this Association, shall meet at such times as may be specified by the president for the purpose of considering such questions as may be brought before it, and shall carry out all programs as may be approved by the members for the attainment of the objectives of this association. They shall provide a place and arrange for the annual convention meeting of this Association.

4.5 A meeting of the Board of Directors may be called by any five members of the Board who shall notify, or mail notices to, the other members at least one week in advance of the proposed meeting. at the earliest possible time.

4.6 Any official meeting of the Board of Directors may communicate, meet, vote and conduct other association business utilizing any technology available including but not limited to: telephone, internet, social media, apps, video conference, etc.

5. General Membership Meetings

5.1 An annual convention and meeting shall be held at a time and place designated by the Board of Directors for the election of officers, the receiving of annual reports, and for any other business that may come regularly before the Association. Notice of this meeting shall be given by mail not less than 15 nor more than 30 days prior to such meeting and shall include the proposed agenda for the business meeting. A copy of such agenda and updates or amendments shall be available to each convention registrant.

5.2 A special meeting shall be called by the president at the direction of the Board of Directors, or upon written petition by no less than 10% of the active and life members of the association. The meeting shall be held within 30 days of the received written petition.

6. Quorum

6.1 Twenty-five percent (25%) of the active and life members shall constitute a quorum at a business meeting of this Association.

6.2 A simple majority of the members shall constitute a quorum at a meeting of the Board of Directors.

7. Parliamentary Law

7.1 "Roberts Rules of Order," latest edition, shall be the authority on all questions of parliamentary law not covered by the Constitution and By-Laws.

8. Amendments

The by-laws may be amended or repealed at any annual business meeting of the Association by a two-thirds vote of the members present and voting; provided, that the proposed amendment has been submitted to the membership in the official bulletin of this Association, or by letter or card addressed to each active and Life member or by email from the association office to the last known email address of the member not less than thirty (30) days prior to the annual business meeting. The notice need not contain the entire text of the proposed amendment but shall contain an explanation of the intent and purpose of the amendment.

These By-Laws were revised and approved March 6 2011. The Certificate of Incorporation was officially amended by the Secretary of State's Office as of January 4, 1961, changing the name of this Association from "North Carolina Photographers' Association, Inc." to "Professional Photographers of North Carolina, Inc."

Code of Ethics

Before admission to membership in this Association, applicants shall without reservation, and in writing, agree to:

Endeavor to maintain a dignity of manner in their behavior, in the presentation of their photography and photographic services, in their appearance and that of the studio or place of business, and in all other forms of public contact.

Observe the highest standard of honesty in all transactions, avoiding the use of false, confusing, inaccurate, and misleading terms, descriptions, and claims.

At all times endeavor to produce photographs of a quality equal or superior to the samples displayed, to apply their best efforts towards providing the best possible photographic craftsmanship. Show a friendly spirit of cooperation to other photographers and assist them whenever possible should they be in trouble or difficulty.

To refrain from the payment of "kickbacks" and/or commissions to persons, firms, and organizations for influence with consumers where such person, firm, and organizations renders no service.

To advertise only bona fide prices and products and to refrain from the use of "bait" advertising methods.

Assist other photographers and share knowledge with them and encourage them individually and collectively to achieve and maintain the highest standards of quality.

Recognize the authority of this Association in all matters relating to the interpretation of this Code in accordance with the statutes of the United States and the various states and the decisions of courts and governmental agencies of competent jurisdiction. The membership of any person who repudiates or violates this Code shall be terminated with the rules of this Association.

Complaints of violations of the Code of Ethics may be filed with the Secretary or any of the Board members. The Executive Director shall submit the complaint and all supporting evidence to the Committee on Unethical Practices. It shall conduct a thorough investigation.

If the evidence indicates in the opinion of the committee prima facie violation, the chairperson of the committee shall communicate in writing with the accused member, who may upon presentation of a suitable explanation, apology, and written assurance the offense shall not be repeated, be retained as member in good standing.

If a second complaint, accompanied by evidence of successive violation, is received against the same member, it shall be submitted to the Committee on Unethical Practices for investigation. If the member is found guilty, the chairperson shall recommend action to the Board of Directors.

CERTIFICATE OF INCORPORATION

This is to certify that we, the undersigned, do hereby associate ourselves into a corporation under and by virtue of the laws of the state of North Carolina for such purpose made and provided, and do severally agree to become members thereof:

and to that end to hereby executive this Certificate of Incorporation in manner and form as follows:

- I. The name of this corporation is Professional Photographers of North Carolina, Incorporated.
- II. The location of the principal office of the corporation is in the city of Durham, Durham County, in the state of North Carolina, but it may have one or more branch offices and places of business, either in the state of North Carolina or in any other state.
- III. The objects for which this corporation is formed are:
 - (a) To promote and cultivate the general advancement of photographic science; to elevate the standard of integrity, honor, and courtesy in the profession of photography; to encourage a thorough and liberal education n all branches of scientific research in the field of photography; and to cherish a spirit of friendship among the members thereof.
 - (b) To promote the objectives of the Professional Photographers of America, Inc.
 - (c) To succeed and take over the property, rights, and obligations of the Professional Photographers of North Carolina, Inc.
 - (d) To lease, rent, purchase, own, operate, encumber, and sell real or personal property for its own use, or for the purpose of obtaining and income from any accumulate funds.
 - (e) To do and perform such matters and things as are allowed by law, and may be reasonable convenient, or necessary, to attain the objects and ends for which it was organized hereinabove set forth.

- IV. This corporation shall have no capital stock. Participation in its affairs shall be by membership therein, subject to the following rules and regulations:
 - (a) By-Laws governing the classes and admission of members the amount of initiation fee and periodic dues, the

rules and regulations to be observed, the qualifications for voting, the resignation or expulsion of members, the election, powers, and duties of officers and a general governing body, all other matters and things usually and legally contained in corporate by-laws may from time to time be adopted, amended, or repealed by the affirmative vote of two-thirds of all members entitled to vote under the by-laws then existing. (b) At all meetings of the membership each member entitled to vote under the by-laws then in force may cast one vote. (c) No dividends, except under the dissolution of the corporation shall be declared or paid to the members. (d) No member who has died, resigned, or been expelled shall thereafter have any interest in, or claim upon, the property or assets of the corporation.

V. The names and post office addresses of the members who are the incorporators hereof are as follows:

Name	Address
Lee Waters	Lexington, NC
A. P. Baker	Greenville, NC
Don Barber	Hendersonville, NC
Jack Williams	Durham, NC

VI. The period of duration of this corporation shall be unlimited. In testimony whereof, we, the said incorporators, have hereunto set our hands and seals this 13th day of August, 1947.

- A. P. Baker (seal)
- Don Barber (seal)
- Lee Waters (seal)
- Jack Williams (seal)

SEAL
 STATE OF NORTH CAROLINA DEPARTMENT OF STATE
 MAY 20, 1775
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TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETINGS: I, Thad Eure, Secretary of State of North Carolina do hereby certify the following and hereto attached (one (1) sheet) to be a true copy of

Articles of Amendment of North Carolina Photographers' Association Incorporated and the probates thereon, the original of which was filed in this office on the 4th day of January 1961, after having been found to conform to law.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, DONE INN OFFICE, at Raleigh, this 4th day of January in the year of our Lord 1961.

THAD EURE

SEAL
 STATE OF NORTH CAROLINA DEPARTMENT OF STATE
 MAY 20, 1775
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FILED
 January 4 – 9:11 AM 1961
 Thad Eure – Secretary of State
 North Carolina
 94746

ARTICLES OF AMENDMENT TO THE CHARTER OF NORTH CAROLINA PHOTOGRAPHRES ASSOCIATION, INCORPORATED

NAME OF CORPORATON

The undersigned non-profit corporation, for the purpose of amending its articles of incorporation, and in accordance with the provision of Section 55A-36 of North Carolina Non-Profit Corporation Act, hereby set forth:

Name of the Corporation

North Carolina Photographers' Association, Inc.

At a regularly convened meeting of the directors and members of the corporation held on the 5th day of June, A.D. 1960 the following amendment o the Articles of Incorporation was adopted:

To change the name of the corporation FROM North Carolina Photographers' Association to:

PROFESSIONAL PHOTOGRAPHERS OF NORTH
CAROLINA INCORPORATED

The above change of name received an affirmative vote by a majority of a quorum of the membership on the above stated date and was affirmed and approved by a majority of the Board of Directors, convened in regular meeting, Wednesday, July 13, 1960, at Raleigh, North Carolina. Therefore both of the following paragraphs are applicable.

III

The corporation has members with voting rights. A quorum was present at the meeting held on the above date; and the said amendment received at least two-thirds of the votes entitled to be cast by members present or represented by proxy at such meetings.

IN TESTIMONY WHEREOF, the corporation has caused this document to be executed in its name by its president and secretary this 28th day of December, A.D. 1960.

By: Francis L. Johnson, President

Walter L. Sherrill, Secretary