1. **OBJECTIVES AND PURPOSES**
   1.1 The Professional Photographers of America, Inc., a worldwide non-profit association, exists to enhance the professional, artistic, and industry goals, to promote public awareness of the profession, and to advance the making of images in all of its disciplines as an art, a science, and a visual record of history.

   1.2 To engage in any lawful act or activity for which corporations may be organized under the General Law of Delaware.

2. **MEMBERSHIP**
   2.1 Membership classifications, applications, and approval shall be in accordance with Board of Directors policy.

   2.2 The Board of Directors may discipline, suspend or terminate any membership and revoke degrees for violation of this Association’s Code of Ethics or for other just cause.

   2.3 The Code of Ethics shall be determined by Council. Each member must abide by the Association’s Code of Ethics.

   2.4 The Board of Directors may extend affiliate status to groups of professional photographers.

   2.5 The Board of Directors shall establish the amount and manner of payment of dues, fees, and other charges.

3. **COUNCIL**
   3.1 There shall be a Council which shall have the governing powers of this Association, except as delegated by it or otherwise specified in these Bylaws.

   3.2 There shall be a maximum of 150 elected Councilors. The allocation of Council seats shall be established by Council Policy. Additionally, non-elected Councilors shall include all members of the Board of Directors, the chairs of each PPA committee, and past presidents.

   3.3 The officers of the Board of Directors shall serve as the officers of Council.
4. BOARD OF DIRECTORS

4.1 The Board of Directors of this Association shall be:

4.1.1 The President, who shall serve as the Chief Elected Officer of this Association.
4.1.2 The Vice President, who shall also serve in place of the President if necessary.
4.1.3 The Treasurer, who shall serve as the Financial Officer of this Association.
4.1.4 The Chairman of the Board, who is the immediate Past President.
4.1.5 Six elected directors to be elected by Council.

4.1.5.1 Each elected Director’s term of office shall be two years, with a maximum of three consecutive two-year terms.

4.1.6 Two appointed directors nominated by the Executive Committee of the Board and approved by a majority vote of the Board of Directors.

4.1.6.1 Appointed directors may serve for a single two-year term and may be considered for nomination in the last year of their first term.

4.1.6.2 Appointed directors shall serve staggered terms so that no more than one director may be appointed in any given year, unless it is necessary to fill an unexpired term.

4.1.7 One Industry Member to be nominated by the Executive Committee of the Board of Directors and approved by a majority vote of the Board of Directors.

4.1.7.1 The Industry Member of the Board of Directors is not eligible for service on the Executive Committee of the Board of Directors.

4.2 Nominating Committee shall nominate candidates for the board of directors to be elected by Council.

4.3 The Board of Directors shall have supervision, control and direction of the affairs of this Association and of its executive office, and it shall determine policies within the limits of the Laws of Delaware, the Certificate of Incorporation, the Bylaws and Council Policies.

4.4 The Board of Directors shall elect a President, a Vice President and a Treasurer, to serve with the Chairman of the Board as the Officers of the Association.

4.5 Vacancies on the Board of Directors will be filled by appointment of the President with approval of the Board of Directors.
5. **RECALL**
   5.1 Any elected or appointed official of this Association may be recalled by a majority vote of the appointing or electing authority, provided that proper precautions for the protection of these officials and their interests are observed.

   5.2 (Thirty) 30 day notice and a petition signed by (twenty) 20 percent of the electing authority must be provided before a recall vote.

6. **COMMITTEES**
   6.1 In accordance with its policies, the Board of Directors may establish such committees and action teams as it deems appropriate.

   6.2 The Officers of the Board of Directors shall constitute the Executive Committee of the association.

   6.3 The Council shall elect a Nominating Committee.

7. **FISCAL YEAR.** The fiscal year shall be established by the Board of Directors.

8. **MERIT SYSTEM.** There shall be a merit system to recognize skills, achievements or services as established by Council.

9. **COUNCIL POLICIES**
   9.1 Council may adopt policies which are consistent with the Laws of Delaware, the Certificate of Incorporation and Bylaws.

   9.2 Council Policies may be amended by a majority vote of the Council at any annual or special meeting, without prior notice.

   9.3 All amendments to Council Policies shall become effective immediately upon passage unless otherwise specified.

10. **RULES OF ORDER.** The Standard Code of Parliamentary Procedure shall be the parliamentary authority of this Association, except where otherwise provided in the Bylaws.
11. **NOTICES AND ACTIONS WITH THE AID OF ELECTRONIC TRANSMISSION.** All notices required to be given by the Association, or permitted to be given by the Association, pursuant to applicable law, the Articles of Incorporation or these Bylaws, and all actions required to be taken by a Councilor, Director or member of the Association, or permitted to be taken by a Councilor, Director or member of the Association, pursuant to applicable law, shall be considered effective notwithstanding that they are given or taken with the aid of an “electronic transmission,” as defined in Delaware GCL Section 232(c), as amended.

12. **INDEMNIFICATION OF DIRECTORS, OFFICERS, COUNCILORS, EMPLOYEES AND OTHER AGENTS.** The Association shall have the power to indemnify a Councilor, Director, officer, employee or other agent of the Association under the circumstances and conditions permitted by law, against all expenses and liability, including legal fees, incurred by or imposed upon such person in connection with any action against such Councilor, Director, officer, employee or agent of the Association, or any settlement whether they were a Councilor, Director, officer, employee or agent at the time such expenses and liability were incurred, except in such cases where the Councilor, Director, officer, employee or agent is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties. The right of indemnification shall be in addition to and not exclusive of all other rights to which such person may be entitled. The Association shall have the power to purchase insurance for any or all of its Councilors, Directors, officers, employees or agents against any liability asserted against or incurred by such person in such capacity or arising out of the Councilor's, Director's, officer's, employee's or agent's status as such, and such insurance may extend beyond the person's rights under these provisions.

13. **DISSOLUTION.** Upon dissolution of the Association, the Board of Directors shall, after making provision for payment of all liabilities of the Association, dispose of all its assets exclusively for the purpose(s) of the Association, or to such other organization or organizations exempt under Section 501(c) of the Internal Revenue Code of 1986 as it may be amended from time to time, as the Board of Directors shall determine.

14. **AMENDMENTS TO THE BYLAWS.**
   14.1 Amendments to the Bylaws may be proposed by the Board of Directors, a Councilor, an Affiliate, Association committee, or by petition of five members, and must be received by the association executive office.

   14.2 Bylaws may be amended by a two-thirds vote of the Council at any annual or special meeting, provided that Councilors are advised of any proposed amendments at least thirty (30) days prior to such meeting.

   14.3 All amendments to Bylaws shall become effective immediately upon passage, unless otherwise specified.