

TALLAHASSEE PROFESSIONAL PHOTOGRAPHERS GUILD BYLAWS

ARTICLE I:	ORGANIZATION	
SECTION 1: NAME	The name of this organization shall be the Tallahassee Professional Photographers Guild (TPPG). This organization may also be referred to by the acronym TPPG.	
SECTION 2: PURPOSE	TPPG is a not for profit organization operated exclusively within the meaning of Section 501(C)(6) of the Internal Revenue Code. TPPG provides educational and social opportunities for the TPPG membership and works to elevate the profession of professional photography within the community.	
ARTICLE II:	AFFILIATIONS	
SECTION 1: PROFESSIONAL PHOTOGRAPHERS OF AMERICA	The Board of Directors shall maintain good standing as an Affiliate Section of the Professional Photographers of America, Inc. (PPA) by providing all fees and documentation required by PPA and ensuring that members of the TPPG Board of Directors are selected in accordance with the requirements of the PPA Bylaws.	
	PART 1: TERMINATION OF PPA AFFILIATION	TPPG may end affiliate status with PPA through a 2/3 vote of the Board of Directors and a simple majority vote of general members who are also members of PPA.
SECTION 2: FLORIDA PROFESSIONAL PHOTOGRAPHERS	The Board of Directors shall maintain good standing as an Affiliate Section of the Florida Professional Photographers, Inc. (FPP) by providing all fees and documentation required by FPP and ensuring that members of the TPPG Board of Directors are selected in accordance with the requirements of the FPP Bylaws.	
	PART 1: FPP DELEGATE	The TPPG President shall appoint a FPP Delegate to represent TPPG to the FPP. The term of the FPP Delegate shall be equal to a membership term. In the event that a Delegate is replaced, their replacement will serve for the remainder of that membership term. The FPP Delegate must: A) Be qualified to serve in accordance with the FPP bylaws; B) Attend all FPP Delegate meetings and represent the views of the Board of Directors and general membership; C) Provide a written report to the TPPG Board of Directors at the first board meeting following each FPP Delegate meeting.
	PART 2: TERMINATION OF FPP AFFILIATION	TPPG may end affiliate status with FPP through a 2/3 vote of the Board of Directors and a simple majority vote of general members who are also members of FPP.
ARTICLE III:	TPPG MEMBERSHIP	
SECTION 1: APPLICATION FOR MEMBERSHIP	No individual may be denied the opportunity to apply for TPPG Membership. Applications for membership are not complete and cannot be reviewed by the Board of Directors until the applicant has provided: A) a completed and signed membership application; B) a copy of their current Florida Sales Tax Certificate (if applicable); C) a signed ethics statement; and D) payment of annual dues.	
SECTION 2: MEMBERSHIP APPROVAL PROCESS	The Board of Directors must make a final vote on the acceptance or rejection of a membership application within 60 days following the submission of a completed application. Rejection of an application for membership requires a unanimous vote of the Board of Directors.	
SECTION 3: TERM OF MEMBERSHIP	All terms of membership in TPPG begin on January 1 and end on December 31. In the event a member joins TPPG during a membership term, their membership shall begin on the date the Board of Directors approves their application and end on December 31.	
SECTION 4: DUES AND FEES	The TPPG Board of Directors shall determine the annual dues for each membership level, general meeting fees and any other fees for each term of membership. Any schedule of annual dues and meeting fees approved by the Board of Directors must exempt Honorary Life Members from annual dues.	
	PART 1: PAYMENT IN KIND	Active, Associate and Aspiring level members may not exchange service or products to TPPG in exchange annual dues, meeting dues, or any other

	FOR DUES AND FEES	<p>fees or costs associated with membership in TPPG.</p> <p>The TPPG Board of Directors may negotiate with Vendor level members to exchange products and services for annual dues, meeting fees and other costs associated with TPPG membership so long as such agreement is beneficial to the TPPG membership.</p>	
SECTION 5: MEMBERSHIP LEVELS	All TPPG members shall be categorized in the membership levels described in this section. The TPPG Board of Directors reserves the right to require documentation from any member to verify their qualifications for any membership level. The TPPG Board of Directors shall make the final determination of which member level an individual belongs.		
	PART 1: ACTIVE MEMBERSHIP	<p>Active members must be engaged in the provision of photographic services, products or education for financial compensation and possess a current Florida Sales Tax Certificate.</p> <p>Active members are eligible to serve on the TPPG Board of Directors and vote on matters brought before the general membership.</p>	
	PART 2: ASSOCIATE MEMBERSHIP	<p>Associate members must be employed by a current TPPG Professional member. Associate members need not possess a Florida Sales Tax Certificate.</p> <p>Associate members may not serve on the TPPG Board of Directors and may vote on matters brought before the general membership.</p>	
	PART 3: ASPIRING MEMBERSHIP	<p>Aspiring members must not be engaged in the provision of photographic services, products or education for financial compensation. Aspiring level members need not possess a current Florida Sales Tax Certificate.</p> <p>An individual may not maintain an aspiring membership for more than one term of membership.</p> <p>Aspiring members are not eligible to serve on the TPPG Board of Directors and may not vote on matters brought before the general membership.</p>	
	PART 4: HONORARY LIFE MEMBERSHIP	<p>The TPPG Board of Directors may, as a sign of great respect for sustained exemplary service to TPPG bestow an Honorary Lifetime Membership upon a TPPG Member. Honorary Life Membership may be awarded to an eligible member of TPPG by a unanimous vote of the Board of Directors.</p> <p>Honorary Life members have general member voting rights, and may serve as members of the Board of Directors.</p>	
		SUBPART 1: HONORARY LIFE MEMBERS	<p>Honorary Life Membership has been awarded to the following persons:</p> <p>Frank Cricchio</p> <p>Richard Duncan</p> <p>Lynn Ivory</p> <p>Eric Newhall</p>
	PART 5: VENDOR MEMBERSHIP	<p>Vendor members are engaged in the sale of services, products, education, etc. to professional photographers. Vendor members need not possess a current Florida Sales Tax Certificate.</p> <p>Vendor members are not eligible to serve on the TPPG Board of Directors and may not vote on matters brought before the general membership.</p>	
PART 6: GUESTS	A guest is defined as any non-TPPG member. The Board of Directors must establish a guest attendance policy for each membership term.		

SECTION 6: CHANGES IN MEMBERSHIP STATUS	In the event of a change in membership category requirements on the part of TPPG, or in the event of a change in circumstances for a specific member, TPPG members will retain the membership level assigned to them at the beginning of their membership term until the end of their current membership term.	
SECTION 7: TERMINATION OF MEMBERSHIP	<p>Membership in TPPG shall be terminated upon failure to maintain current dues or for serious violations of ethics as determined by a unanimous vote of the Board of Directors.</p> <p>In the event of a termination of membership by the Board of Directors, the former member shall not be due any refund of annual dues or meeting fees.</p> <p>Any time membership is terminated for any reason, the former member may reapply for membership in the next term of membership.</p>	
ARTICLE IV:	MEETINGS	
SECTION 1: GENERAL MEETINGS	TPPG shall hold meetings providing the membership educational, networking, and social opportunities. The Board of Directors shall determine the date, time, location, speakers and format of monthly meetings. The time, date, and location of these meetings must be provided to the general membership with appropriate notice.	
SECTION 2: MEETINGS OF THE BOARD OF DIRECTORS	TPPG shall hold board meetings to conduct necessary business. The Board of Directors shall determine the date, time, location, and format of board meetings. No member of the guild shall be excluded from attending or speaking at any board meeting. The time, date, and location of these meetings must be provided to the general membership with appropriate notice.	
SECTION 3: OTHER MEETINGS	The Board of Directors may organize other meetings at other times and locations as deemed appropriate for special educational, social or other opportunities. The time, date, and location of these meetings must be provided to the general membership with appropriate notice.	
ARTICLE V:	BOARD OF DIRECTORS	
SECTION 1: BOARD OF DIRECTORS COMPOSITION	<p>The TPPG Board of Directors shall contain not less than 7 members and not more than 15. All members of the Board of Directors must meet the requirements listed in the TPPG bylaws and bylaws of any other organization with which TPPG maintains affiliation. The Board shall include at minimum the following:</p> <ul style="list-style-type: none"> A) President B) Vice President C) Secretary D) Treasurer E) An additional 3 positions determined by the Nomination Committee. 	
PART 1: BOARD OF DIRECTORS VACANCIES	In the event of a vacancy on the Board of Directors, the President may appoint a TPPG member to fill the vacancy. The nominee must meet the requirements listed in the TPPG bylaws and the bylaws of any other organization with which TPPG maintains affiliation. Nominees shall be approved to serve in office upon a simple majority vote of the Board of Directors.	
	SUBPART 1 VACANCY BY THE PRESIDENT	In the event the President is removed from office, resigns or abandons their position, the Vice President shall assume the position of President without any action by the Board of Directors.
	PART 2: ABANDONMENT OF OFFICE	In the event a member of the Board fails to attend 5 regularly scheduled and noticed board meetings during a membership term, the position is deemed vacant and the President may nominate a replacement in accord with PART 1 of this section.

	PART 3: REMOVAL FROM THE BOARD OF DIRECTORS	<p>The Board of Directors may remove a member from the Board for serious violations of ethics. This action requires a 3/4 majority vote of ALL members of the Board of Directors. This specifically excludes a ¾ vote of all board members present; all board members must cast a vote.</p> <p>Removal from the Board of Directors is not complete until the removed member receives notice in writing explaining reason for removal bearing the signature of each member of the Board voting in favor of the action.</p>
SECTION 2: COMPENSATION	Members of the TPPG Board of Directors may not receive financial compensation or special privileges not available to the general membership in exchange for their service.	
SECTION 3: TERM OF OFFICE	The term of office for all positions on the Board of Directors begins on January 1 and ends on December 31. In the event a member of the board begins a term of office during a membership term, their term of office shall begin on the date they are approved by the Board of Directors and end on December 31.	
SECTION 4: CONDUCTING BOARD BUSINESS	The Board of Directors may not take action without a quorum present. A quorum is defined as a majority of the members of the board being present either in person or virtually in real time.	
SECTION 5: SELECTING THE BOARD OF DIRECTORS	<p>The Board of Directors shall establish the Nomination Committee in each membership term. The chair of this committee shall be the current Vice President. The Nomination Committee shall recruit qualified candidates who meet the requirements of the TPPG Bylaws and the bylaws and requirements of any organizations with which TPPG maintains affiliation.</p> <p>The Nomination Committee shall provide a slate of recommended officers for the following membership term to the Board of Directors for approval. The list is approved by a simple majority vote of the Board of Directors.</p>	
	PART 1: ELECTIONS FOR THE BOARD OF DIRECTORS	<p>Upon approval of list of recommended officers by the Board of Directors, the Nomination Committee shall conduct an election among the general membership for members of the Board of Directors.</p> <p>The election requires 30 day notice to the membership which includes a request for nominations from the general membership. The committee must accept all nominations of individuals qualified for office from the membership until voting begins.</p> <p>The election shall be performed via secret paper ballot. Candidates for positions on the Board of Directors shall be deemed elected when they receive a simple majority of the votes cast.</p>
SECTION 6: ADVANCE PLANNING	Upon election of an incoming Board of Directors and before the term of the incoming Board of Directors begins on January 1, the President-elect may, at their discretion, conduct meetings to plan the following year's business. At these meetings, the incoming Board of Directors may discuss issues and vote to create policies and rules for the following year, so long as those policies and rules do not take effect prior to January 1.	
SECTION 7: RECORD KEEPING	The Board of Directors shall maintain all records pertaining to the execution of their duties as members of the Board, including minutes of meetings, records of photographic competition outcomes, bank statements, invoices, and any other pertinent documentation. These documents and records shall be made available to any TPPG member upon request.	

SECTION 8: AWARDS, SCHOLARSHIPS AND OTHER RECOGNITION	<p>The Board of Directors may at their discretion award scholarships, prizes, and/or other forms of recognition to individual guildmembers.</p> <p>A member who receives an award in the form of a scholarship or other monetary prize must maintain their TPPG membership until such time that they use the award in full.</p> <p>In the event that a member provided an award does not maintain their membership, the Board of Directors shall void the award. The Board of Directors may at their discretion either retain the award or provide it to another member.</p>	
ARTICLE VI	CODE OF ETHICS	
	<p>The Board of Directors shall adopt a code of ethics for each membership term. Adoption of the code of ethics requires a 2/3 majority vote of the Board of Directors. Agreeing to this code of ethics shall be a condition of membership and shall be the metric used by the Board of Directors to determine ethics violations.</p>	
ARTICLE VII	AMENDMENTS	
	<p>These bylaws may be amended, revised, repealed, or replaced, in whole or part, by a simple majority vote of the members of the Board of Directors followed by 2/3 majority vote the general membership present.</p> <p>A vote by the general membership may not be conducted without a minimum of a30 day notice and the presence of a quorum of the membership present, defined as 50% of the membership plus one.</p>	
	SECTION 1: EXCEPTION	<p>The sole exception to the requirements of ARTICLE VII is alterations to ARTICLE III, SECTION 5 PART4, SUBPART 1, in which the Board of Directors, through the process defined in ARTICLE III, SECTION 5, PART 4, may add the names of members who have been awarded Honorary Life Membership without any action by the general membership.</p>
ARTICLE VIII	DISSOLUTION OF TPPG	
SECTION 1: DISSOLUTION PROCESS	<p>The dissolution of TPPG shall be brought before the Board and decided by a unanimous vote. The Board's decision shall then be put before the membership with the final authority to dissolve decided by a simple majority of the membership.</p>	
SECTION 2: ALLOCATION OF ASSETS	<p>Upon dissolution of TPPG, all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which TPPG is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.</p>	