

Bylaws (as amended 10/23/08)

1. Purpose

The purpose of the Association shall be to advance the art and profession of photography; to encourage and maintain relations, cooperation and interchange of ideas among its members; to foster the practical benefits to be derived from personal acquaintances and the discussion of photographic subjects; to conduct educational activities such as programs and seminars; and to cooperate with government agencies and departments having to do with the profession of photography.

2. Location

The principal office for the transaction of business of the corporation is fixed and located at 16190 Foothill Blvd., San Leandro, Calif. The Board of Directors is granted full authority and power to change the principal office from location to another in this state. Any such change shall be noted by the Secretary opposite this article, but shall not be considered an amendment of these bylaws. (Note: 8/21/00, the Board named 31 Center Street, Redwood City, San Mateo County, Calif. 94061 as the principal office.)

3. Membership

3.1 Classifications

There shall be ten classifications of membership in this association: Professional Active, Additional Active, Honorary Life, Sustaining Individual, Additional Sustaining, Life Member, Aspiring, Retired, Student and Out-of-State. The Board of Directors will have final decision on the classification of applicants.

3.1.1 Professional Members

Professional Members are: Professional Active, Additional Active, Sustaining, Additional Sustaining, Honorary Life and Life. These categories may vote and hold office in the association.

3.1.1.1 Professional Active: Available for assignments and/or presents self to the public as a working photographer; or is employed as a professional educator. Business owners must satisfy federal, state, and local requirements. Copy of California resale number must be submitted for referral listing on PPGBA's website or for use of the PPGBA logo.

3.1.1.2 Additional Active: Employee of an Active member, studio or firm, where another member is designated as the primary Active Member for that company. Has the right to vote.

3.1.1.3 Honorary Life Membership: may be conferred upon any member for outstanding service to the association or profession, by a unanimous vote of the Board of Directors. Such members shall enjoy all the rights and privileges of the association and shall be exempt from paying association dues. Has the right to vote.

3.1.1.4 Sustaining Individual: A representative of a photographic manufacturer, supplier, publisher, lab, or other firm providing services to photographers. Has the right to vote.

3.1.1.5 Additional Sustaining: secondary Sustaining member, where another member is designated as the primary sustaining member for that company. Employee's membership may be transferred to another employee with payment of the current badge fee.

3.1.1.8 Life Member: Open to any individual who had been an Active member of PPGBA for at least 25 years, and is at least 55 years old. The member must apply to the Board of Directors for Life Member status. The dues of Life Members shall be 50% of the current rate of an Active member. Has the right to vote.

3.1.2 Non-Professional Members

Non-Professional Members are: Aspiring, Retired, Student and Out of State. These categories may not vote, hold office or use the PPGBA logo.

3.1.2.1 Aspiring: An individual who does not derive any income from photography but plans to enter the profession.

3.1.2.2 Retired: An individual previously employed in the photographic industry, but no longer active. Must be 60 or older and an active member of PPGBA for a minimum of five years.

3.1.2.3 Student: An individual preparing for a career in photography and enrolled on a full-time basis in a State accredited college or university. Must submit transcript showing fulltime enrollment for each year of student membership status.

3.1.2.4 Out of State: Open to any individual residing outside the state of California.

3.2 Spouses/domestic partners of members are welcome to attend general meetings at no charge but do not receive any other benefits or privileges of membership.

3.3 Charter Members

All those becoming members by May 20, 1971, shall be known as Charter Members.

4. Meetings

4.1 General Membership Meetings

General membership meetings of this association shall be held on the third Thursday of each month, with exceptions noted in the standing rules of the association.

4.2 Special Meetings

Special meetings of the association may be called by the President or the Board of Directors and shall be called upon the written request of at least five members of the association. At least forty-eight hours notice shall be given to all members. The business to be transacted at any special meeting shall be limited to that mentioned in the call.

4.3 Quorum

A quorum for all meetings for the transaction of business shall be no less than thirty (30) percent of the entire membership eligible to vote.

4.4 Voting Procedures

No member shall be allowed to cumulate his vote. Each member entitled to vote shall have a single vote on each issue before the membership.

5. Dues

5.1 Membership Dues

Membership dues rates shall be recommended by the Board of Directors, and ratified by voting members at a monthly meeting, having received at least 21 days prior notice by mail or email.

5.2 Annual Dues

Annual dues shall be due on the member's anniversary date each year, beginning with members joining after April 1, 1975. Previous members will have a January 1 anniversary date. The anniversary date will be the 1st of the month after the member's application is approved by the Board of Directors.

5.3 PPC Membership

Membership in the Professional Photographers of California (PPC) shall be optional, and members may elect to belong to PPC by paying the amount of the state dues in addition to the PPGBA dues.

5.4 Non-payment of dues

Non-payment of dues shall be cause to forfeit membership and privileges in this association.

6. Code of Ethics

Before admission to membership in this association, a person must, without reservation, solemnly agree to:

1. 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 their studio or place of business, and in all other forms of public contact.

2. Observe the highest standard of honesty in all transactions, avoiding the use of false, confusing, inaccurate and misleading terms, descriptions and claims.
3. At all times endeavor to produce photographs of a quality equal or superior to the samples they display; to apply their best efforts toward providing the best possible photographic services and to play their part in raising the general standard of photographic craftsmanship.
4. Show a friendly spirit of cooperation to their fellow professional photographers and assist them whenever possible, should they be in trouble or difficulty.
5. At all times avoid the use of unfair competitive practices as determined by any court of competent jurisdiction, the Federal anti-trust laws and related statutes.
6. Assist their fellow photographers and share their knowledge with them and encourage them individually and collectively to achieve and maintain the highest standards of quality.
7. Recognize the authority of this association in all matters relating to the interpretation of this Code in accordance with statutes of the governmental agencies of competent jurisdiction.

6.2 Violations

The membership of any person who repudiates this Code shall be terminated in accordance with the rules of this association.

7. New Members

7.1 Applications for membership shall be examined by the Board of Directors for their approval.

8. Liability of Members

8.1 No person who is now, or later becomes a member of this association shall be personally liable to its creditors for any indebtedness or liability; and any creditors of this corporation shall look only to the assets of the corporation for payment.

9. Officers and Directors

9.1 The Officers of this association shall be a President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer, who with the immediate Past President and six elected members called Directors, shall constitute the Board of Directors.

9.1.2 If a vacancy occurs on the Board or among the officers for any reason, the President may appoint a replacement to fill the position for the un-expired portion of the term, subject to approval by the Board of Directors.

9.2 Board of Directors

9.2.1 The Board of Directors shall meet monthly on a date convenient for the Board members to transact business pertaining to the functions of the association. The Board may hold special meetings upon four business days notice by first-class mail or 48 hours notice delivered personally or by telephone. In all cases the notice shall specify in reasonable detail the business to be transacted. Special meetings of the Board of Directors may be called by the President, or upon written request of three or more members of the Board of Directors.

9.2.2 The Board of Directors shall have and exercise all administrative powers of the association except such as are otherwise delegated herein.

9.2.3 Eight members of the Board shall constitute a quorum.

9.2.4 The Board of Directors shall make condensed reports of its actions monthly to the general membership.

9.2.5 Any Director who misses two consecutive Board meetings without excuse may be replaced by a majority vote of the Board.

9.2.6 As individuals, directors shall have only that authority provided by board action in the form of position descriptions for those directors.

9.3 Officers

9.3.1 The Officers (President, 1st Vice President, 2nd Vice President, Secretary and Treasurer) shall be elected for terms of one year or until their successors are elected. Directors may be elected for a maximum of two consecutive two-year terms. After serving the maximum number of elected terms as a Director, the member must be off the Board for a minimum of one year before he or she is eligible to run for re-election as a Director. Three members are to be elected in uneven years and three members in even years.

9.4 Elections

Officers and Directors shall be elected by the voting members of the association at the October general meeting.

9.4.1 Newly elected Officers and Directors shall assume their duties as of January 1.

9.4.2 All voting for Officers and Directors shall be by secret ballot when more than one member is nominated for the same office.

9.5 The various offices of this association shall be honorary only; no salaries will be paid to any officer, nor will any form of monetary award accrue to any officer or director for services to the association. However, should the association require the services of a paid employee, compensation for such service shall be provided.

9.6 Duties of Officers

9.6.1 It shall be the duty of the President to preside at all meetings of the Board of Directors and the monthly meetings of the members and the Annual Banquet; to direct the activities of the association in the manner prescribed by the members and the Board; to review all bills and accounts presented for payment by the Treasurer or other duly authorized members and to be satisfied that they are in accordance with the provisions of the budget and to countersign checks in payment for such bills as he or she approves; to act as a member ex-officio of all committees except the auditing committee; and to perform the duties normally imposed upon a like officer of other similar associations.

9.6.2 It shall be the duty of the 1st Vice President to assist the President in the discharge of his or her duties, and in the absence or in case of vacancy in the office of the President, to act as President, and they shall become President for the unexpired term.

9.6.3 The duties of the 2nd Vice President shall be those duties generally imposed on a like office of similar associations, or as designated by the President.

9.6.4 It shall be the duty of the Treasurer to supervise the custody of the funds of this association; to provide for an annual financial statement prepared by a public accountant satisfactory to himself and other members of the Board; to furnish copies of the financial statement to all other members of the Board; to review all bills and accounts presented for payment and be satisfied they are in accordance with the requirements of the budget; to countersign checks in payment of such bills as he or she approves; to verify and approve, after consultation with other members of the Board, the annual budget; and to perform the duties generally imposed upon a like officer of similar associations.

9.6.5 It shall be the duty of the Secretary to produce the minutes of the Board and the general meetings of the members, and issue such notices as the Board or membership may direct.

10. Committees

10.1 Nominating Committee

The President shall appoint a nominating committee of three Professional category members at least three months prior to the elections. The proposed slate shall be mailed to the membership at least fourteen (14) days prior to the election. Nominations will also be open from the floor at the August and September general membership meetings.

10.2 Golden Gate School of Professional Photography

10.2.1 Golden Gate School of Professional Photography is a committee of the Professional Photographers of the Greater Bay Area and offers courses in continuing professional photographic education.

10.2.2 Golden Gate School shall be governed by a Board of Trustees (hereinafter referred to as "Trustees") and managed by a Director of Education.

10.2.3 The Golden Gate School Trustees shall constitute a committee of the Board of Directors of The Professional Photographers of the Greater Bay Area.

10.2.4 The PPGBA Board of Directors must approve the annual Golden Gate School Budget. Any budget item change which will exceed 10% must be brought back to the PPGBA Board for their approval. The PPGBA Board of Directors shall have the right to review the financial affairs of the school at any time.

10.2.5 Golden Gate School shall be operated by a committee of Trustees, which include the officers of the Trustees (who must all be PPGBA members), appointed annually by the Board of Directors of PPGBA. The PPGBA Board may appoint Interim Trustees yearly as needed.

10.2.6 Trustees shall be governed in their administration of Golden Gate School by the "Golden Gate School Standard Operating Guide."

10.2.7 A School Director and Assistant School Director may be appointed by the Board of Directors of PPGBA. These terms are to be considered for renewal on an annual basis.

10.2.8 The immediate Past President of PPGBA may serve as a trustee and may act as the official liaison between the Trustees and the PPGBA Board of Directors.

10.3 Other Committees

The President, with the approval of the Board of Directors, shall appoint any other committees deemed necessary to conduct the work of the association.

11. Amendments

11.1 Articles of Incorporation

11.1.1 The Articles of Incorporation of this corporation may be amended by a two-thirds vote at any general meeting, provided that the proposed amendments have been approved by the Board of Directors, and twenty-one (21) days prior written notice has been given to each member entitled to vote.

11.1.2 Proposed amendments to the Articles of Incorporation of this corporation may also be submitted to the President bearing signatures of at least ten (10) members. The President must then submit the proposed amendment to the membership as soon as possible. Notice must be given as in Section 11.1.1 above.

11.2 Bylaws

Amendments to the Bylaws of this corporation may be made in the same manner as in Section 11.1.1 and 11.1.2 above.

12. Procedure

In all questions of Parliamentary procedure not covered by the Bylaws, the latest revision of Sturgis Standard Code of Parliamentary Procedure shall govern.