

BYLAWS

OF

INDIANHEAD PHOTOGRAPHERS, INC.

ARTICLE I: NAME

The name of the Corporation shall be:

INDIANHEAD PHOTOGRAPHERS, INC.

ARTICLE II: PURPOSE

The purpose of the Corporation shall be to develop and perpetuate a not-for-profit organization of professional photographers that fosters and promotes cordial cooperation among its members; stimulates the exchange of thought, opinion, and ideas; opposes violations and infringements upon the rights of fellow photographers; promotes the professional advancement of photography through cooperation and education; and promotes the best interests of the photographic profession.

ARTICLE III: MEMBERSHIP

A. Membership in the Corporation shall be granted in the following classifications: ACTIVE, ASSOCIATE, HUSBAND & WIFE, LIFE, HUSBAND & WIFE LIFE, HONORARY, and SUSTAINING.

B. All requests for membership in the Corporation are subject to the majority approval of the Board of Directors. All requests will be considered without regard to the applicant's race, creed, color, national origin, marital status, sexual preference or any other basis that may be or may become an illegal discrimination.

C. Voting privileges for all classifications of membership, at all business and Board of Directors meetings, will be based on studio affiliation. Each studio that is represented at each meeting of the corporation will have one vote to cast on each issue brought to question.

1. Definitions of Membership Classifications:

a. ACTIVE membership may be extended to an owner, partner or manager of a portrait or commercial photography studio, that holds a valid sales tax license.

b. ASSOCIATE membership may be extended to the immediate family members of an Active member or to a person employed by an Active member.

c. HUSBAND & WIFE membership may be extended to a husband and wife team who own and both work in the practice of photography and who hold a valid sales tax license.

d. LIFE membership is available to those Active or Associate members who have reached the age of 60 years and have been continuous members of the Corporation for at least 15 years and have earned the recognition of Indianhead Fellow and served the organization as an elected officer or appointed chairperson. A written application for Life membership to the Board of Directors from the person who meets the Life membership qualifications is required. A majority vote by the Board of Directors is required for approval of the application.

e. HUSBAND & WIFE LIFE memberships are available to Husband & Wife members who have been members of the Corporation for at least 15 years and when at least one has reached the age of 60. One or both of the applicants must have earned the recognition of Indianhead Fellow and have served the organization as an elected officer or appointed chairperson. A written application for Husband & Wife Life membership to the Board of Directors from the couple that meets the requirements for Husband & Wife Life membership is required. A majority vote by the Board of Directors is required for approval of the application.

f. HONORARY membership may be extended as a courtesy to any official or dignitary of another association or corporation upon majority vote of approval by the Board of Directors.

h. SUSTAINING membership may be extended to persons whose major interest is the distribution of photographic equipment and/or supplies or services and is employed by or owns a firm that provides services to professional photographers.

2. Privileges of membership classifications:

a. ACTIVE members in good standing may: hold office; vote on issues brought to the membership and for positions on the Board of Directors; bring issues to the floor of any business

or Board of Directors meeting; and submit prints for judging and receive ribbons and other awards.

b. ASSOCIATE members in good standing may: hold office; bring issues to the floor of any business or Board of Directors meeting; and submit prints for judging and receive ribbons and other awards. If elected to a Board of Directors position, an Associate member may vote on issues brought before the Board.

c. HUSBAND & WIFE members in good standing may: hold office; may cast one vote on issues brought to the membership and for positions on the Board of Directors; bring issues to the floor of any business or Board of Directors meeting; submit prints for judging (individually) and receive ribbons and other awards. Only one spouse may hold office at any one time.

d. LIFE and HUSBAND & WIFE LIFE members in good standing may: hold office; cast one vote on issues brought to the membership and for positions on the Board of Directors; bring issues to the floor of any business or Board of Directors meeting; submit prints for judging and receive ribbons and other awards. Only one spouse of a Husband and Wife membership may hold office at any one time.

f. HONORARY members have the right to be heard at regular meetings and have the right to submit prints for judging.

h. SUSTAINING members in good standing may attend business and Board of Directors meetings and have the right to be heard and have the right to submit prints for judging.

ARTICLE IV: NEW MEMBERS

A. All membership applications must be approved by a majority vote of the Board of Directors.

B. The general membership with voting privileges, at any of its regular business meetings, may override a denial of membership by the Board of Directors, by majority vote by ballot, if an appeal is made by the applicant and the applicant meets all requirements for membership as established by these Bylaws in ARTICLE III (A) (1).

ARTICLE V: REQUIREMENTS OF CONDUCT & BUSINESS METHODS

A. All new members of the Corporation shall receive a copy of the Bylaws and shall, by payment of annual dues and by signature, pledge to abide by all points of the Bylaws and any amendments thereto.

B. The members of the Corporation shall refrain from using false titles, confusing technical terms or misleading claims in their contact with the public.

C. The members of the Corporation shall strive to maintain a dignity of manner in all public contact and in the presentation of the works that they produce.

D. The members of the Corporation shall refrain from any practice or action that is damaging to another member of the Corporation or detrimental to the profession of photography. This sub-article is not to be construed as a prohibition on fair, competitive business practices or advertising.

E. The members of the Corporation shall refrain from using claims, words or offers in any advertising to the public that is in any way deceptive or misleading.

F. Members of the Corporation may be expelled from membership for violations of the Requirements of Conduct and Business Methods through the following procedure:

1. Written charges stating the name of the offending member, the charge, description of the offense, and the time and date of the offense must be submitted to the President and signed by a member in good standing of the Corporation.

- a. Charges must be filed within 30 days of knowledge of the alleged offense.

2. A copy of the written charges will be forwarded to the accused member by the President.

3. The accused member will have 15 days to respond to the charges in writing and submit evidence in his or her behalf.

- a. Failure to respond in 15 days will be construed as a concession to the charges.

4. The President, in executive session with the Directors, shall present both sides of the issue at the next regularly scheduled meeting of the Board of Directors.

5. After full study of the issue, the Directors may vote to recommend expulsion of the accused member.

- a. A three-fourths (3/4) majority vote of the Directors is required to recommend expulsion.

6. If good cause for expulsion is found and recommended by the Board of Directors, the President shall report, in summary only, the findings of the Board to the membership and make a recommendation to expel the accused member.

- a. A majority vote of the membership with voting privileges present at the meeting at which action on the expulsion is to take place is required to complete the expulsion process.

- b. The vote shall be taken by secret ballot and counted by a committee appointed by the

President.

7. The expelled member loses all rights and privileges and accumulated years of membership upon expulsion.

8. After one year, an expelled member may re-apply as a new member.

ARTICLE VI: DUES AND ASSESSMENTS

A. Each member of the Corporation shall pay annual dues to the Treasurer of the Corporation in accordance with ARTICLE VII of these Bylaws.

B. It shall be within the power of the Board of Directors to levy special assessments upon its membership equally as necessary.

C. Any member that fails to remit to the Treasurer of the Corporation, within ninety (90) days of billing, such dues or other levies as prescribed by the Board of Directors, shall cease to be a member in good standing and shall forfeit such privileges as are enjoyed by membership.

ARTICLE VII: DUES

A. The annual dues shall be established by the Board of Directors for ACTIVE, ASSOCIATE, SUSTAINING, and HUSBAND & WIFE membership classifications.

B. Dues shall be due and payable on the first day of January of each year.

C. The annual dues of all classifications may be reduced by an amount specified by the Board of Directors if payment is received by the Treasurer before the last day of December preceding the new fiscal year.

D. The Board of Directors may, with good cause, suspend the discount listed in ARTICLE VII(C) in any one year.

E. Annual dues, established by the Board of Directors shall continue in force from year to year unless by majority vote, the sitting Board changes the amount of annual dues for classifications noted in ARTICLE VII (A) before the end of the fiscal year.

F. New applicants to the Corporation will pay membership dues equal to the classification to which they apply.

G. Persons successfully applying for membership in the last quarter of the fiscal year will have their dues for the following fiscal year waived.

H. A member may withdraw at any time during the fiscal year, but no dues shall be refunded, once paid.

ARTICLE VIII: MEETINGS

A. A minimum of six (6) meetings of the Corporation shall be called by:

1. The President,

2. Five (5) members of the Board of Directors, or

3. The request of ten (10) members in good standing with voting privileges.

B. Meetings of the Board of Directors may be called by the President or any five (5) members of the Board of Directors.

C. The President or any five (5) members of the Board of Directors shall have authority to declare a Board of Directors meeting, or any portion thereof, to be held in executive session which is closed to the general membership.

ARTICLE IX: QUORUM

A. Ten (10) members in good standing with voting privileges shall constitute a quorum at any general membership meeting of the Corporation.

B. Five (5) Directors shall constitute a quorum at any meeting of the Board of Directors.

C. Providing a quorum is present, and has been certified by the Secretary of the Corporation, a simple majority vote shall be required for the passage of any resolution or action by the membership or Board of Directors unless a greater majority vote is specified for passage of an action in either the Articles of Incorporation or these Bylaws. Each member with voting privileges shall have one vote. Members entitled to vote under the Husband & Wife membership classifications shall be entitled to one vote.

ARTICLE X: DISBURSEMENTS

A. No member shall cause a debt for the Corporation or cause or make an obligation for the Corporation without express prior permission from the Board of Directors.

B. Disbursements from the treasury shall be made by the Treasurer only at the order of the Board of Directors or by a majority vote by the general membership with voting privileges.

C. Notwithstanding Paragraph B above, the Treasurer may, with discretion, spend up to \$100.00 without prior

Board approval if the disbursement is for the good of the Corporation.

a. Expenses directly related to meeting meals and educational programs presented at regular meeting are exempt from requiring prior Board Approval.

D. The Board of Directors or the general membership with voting privileges, by majority vote, may call for an audit of the Corporation's finances by an independent party or Board of Directors sub-committee, at any time.

ARTICLE XI: OFFICERS AND DIRECTORS

A. Directors and Officers shall be elected at each Annual Meeting of the Corporation. The Board of Directors shall consist of:

1. Director/President: Term of One Year
2. Director/Vice-president: Term of One Year
3. Director/Secretary: Term of One Year
4. Director/Past President: Term of One Year
5. Director/Editor of the Corporation's Periodical: Term of One Year
6. Director: Term of One Year
7. Director: Term of Two Years
8. Director: Print Chairperson
9. Director: Treasurer: Term Indefinite
 - a. The term of the Treasurer shall be at the pleasure of the Board of Directors
 - b. The term of the Treasurer may be terminated at any time during the course of the fiscal year.
 - c. All records, equipment and property afforded the Treasurer in physical or digital form shall be surrendered to the Corporation upon demand by the Board of Directors.

B. The President of the Corporation shall also serve as Chairman of the Board, the President-Elect of the Corporation shall also serve as Vice-Chairman of the Board and the Secretary of the Corporation shall also serve as Recording Secretary of the Board.

C. The Board of Directors shall consist of eligible members of the Corporation and shall serve from the commencement of the fiscal year following election until the end of the following fiscal year.

D. Duties of the Board of Directors and Officers shall be as follows:

1. The Board of Directors shall nominate, from the general membership, Directors and Officers to fill vacancies that occur annually or as needed.
2. The President shall present the nominated members of the succeeding Board of Directors to the general membership and shall accept nominations from the floor, if any.
3. The general membership with voting privileges, by majority vote, shall elect the succeeding Directors and Officers.
4. The duties of the President, Vice President, Secretary and Treasurer shall be such as usually pertains to such offices including, but not limited to, the preparation of an annual agenda of meetings for the Corporation.
5. The Past President shall have, in addition to regular Board duties, the assignment of preparing an agenda of educational programs for the regular meetings of the Corporation.
6. The President, with the assistance of a committee appointed by the President, shall prepare and secure passage by the Board of Directors of an annual budget for the Corporation.
7. The President, or any member appointed by the President, shall sit on the Board of Directors of the Wisconsin Professional Photographers Association, Inc. or its successor and shall represent the interests of the Indianhead Photographers, Inc.
8. Officers and Directors shall not accumulate more than three (3) unexcused absences from meetings of the Board of Directors, or they shall be removed. The President of the Board of Directors shall determine if an absence is excusable.

ARTICLE XII: VACANCIES

A. Any vacancy on the Board of Directors, other than the position of President, shall be filled by appointment of a majority of the Board of Directors until the next annual election of Directors.

B. A vacancy in the position of President shall be filled by election of a majority of the members in good standing with voting privileges following nomination by the Board of Directors and/or a member or members in good standing with voting privileges.

ARTICLE XIII: AMENDMENTS

A. These Bylaws may be amended at any Annual or Special Meeting of the Corporation as long as proper notice has been given pursuant to the Articles of Incorporation or this ARTICLE XIII.

1. The proposed amendment(s) shall be submitted in writing to the Board of Directors at least four (4) weeks prior to the date of the Annual or Special Meeting at which action on the amendment(s) is to take place.

2. The Board of Directors shall publish the notice and content of the proposed amendment(s) in the next regular issue of the Corporation's publication or on the Corporation's web site.

3. A majority vote of the members in good standing with voting privileges present at the ensuing Annual or Special Meeting will be required for passage of such amendment(s) unless a greater vote is required by the Articles of Incorporation or these Bylaws.

ARTICLE XIV: FISCAL YEAR

A. The Fiscal Year of the Indianhead Photographers Inc. shall be annual starting on the first day of January and ending on the last day of December of every year.

B. Officers of the corporation and the association of the Indinahead Photographers shall serve on the basis of the fiscal year.

C. The annual meeting of the Indianhead Photographers, Inc. shall take place before the end of each fiscal year.