

**Constitution of the  
Hudson Valley Professional Photography  
Society of New York**

**Article 1**

*Name and Organization*

Section I

The name of this corporation is **Hudson Valley Professional Photography Society of New York, Inc.** (hereinafter referred to as **HVPPSNY**). The Certificate of Incorporation was filed by the Department of State on July 16, 1999, under Section 803 (a) (2) of the Not-For-Profit Corporation Law, and founded in 1953.

*Section II Organization*

*HVPPSNY shall be organized into governing bodies as follows:*

*a. The “Executive Board” as defined in Article 8. This is the day-to-day decision-making body. All references in this document to a “Board” shall be understood to mean “executive board”.*

*b. The “Board of Governors” as defined in Article 9. This is primarily an advisory and consultative body.*

**Article 2**

Section I

*Object*

The Corporation is formed solely to instruct its members and the public in photography and to create, foster, promote and encourage the exchange of knowledge among its members and the public. Notwithstanding any other provision of these articles, the corporation is organized exclusively for educational purposes, both for the professional photographer and the public and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c) (3) of corresponding provisions of any subsequent Federal tax laws.

## Section II

### *Disposition of Assets*

In the event of dissolution, all of the remaining assets and property of the Corporation shall after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c) (3) of the Internal Revenue Code, or corresponding federal government or to a state or local government, for a public purpose; or to another organization to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which this corporation was formed.

### **Article 3**

#### *Code of Ethics*

#### Section I

The following is hereby adopted as the Code of Ethics of **HVPPSNY** and must be signed by every member. Any alleged violation of this code shall be heard by the ethics panel. Final disposition shall be made by the Board of Governors.

The practice of photography, both as a science and an art, is worthy of the very best thought and endeavor of all who enter it as a vocation.

Our fellow photographers name and reputation shall be as sacred to us as our own.

No untrue or misleading statements shall be made in any way in any form of business promotion. It shall be our duty to impart freely of our knowledge, individually and as an organization, so that the professional and his work may be raised to higher standards. Professionally we shall strive to serve the public to the best of our ability.

We shall abide by and observe all rules and laws pertaining to doing business in the photographic industry and shall be honest and forthright in customer relationships.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code section 501(h), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution in any of the corporate assets on dissolution of the corporation.

#### ***Section II Ethics Violations***

***a. Any member of HVPPSNY or the general public may file an ethics complaint against a member. Such a complaint shall be made to any board member. To be***

*actionable, complaints must be in writing and present specific facts. Opinions and statements of a general nature will not be acted upon.*

*b. The board shall determine whether a complaint requires further action. The president, in consultation with the board, thereupon shall appoint an ethics panel consisting of a minimum of two board members and two non-board members. The board shall elect its own chair person.*

*c. The ethics panel shall investigate the complaint and report its findings to the Board of Governors in a timely manner.*

## Article 4

### Membership

#### Section I

The membership of **HVPPSNY** shall consist of classifications, determined by the Board. They may be reviewed, changed, or added to, by the Board.

A. **Active** - Members who agree to adopt our Code of Ethics shall have voting privileges and the right to hold office.

B. **Associate Membership** - may be extended to all other applicants.

C. **Aspiring** - Individuals who are considering the profession of photography as a full-time or part-time career. Membership in this category is for two years only. At the end of two years, the member must switch to an active membership as long as they satisfy the requirements. Aspiring Members **DO NOT** have voting rights, cannot hold office, cannot display the associations name or seal, but are entitled to participate in the activities and benefits including section print competition.

D. **Honorary Life Membership** - without payment of section dues, may be extended with full active privileges to a distinguished person who HVPPSNY wishes to honor. Said membership shall be conferred upon 2/3 approval of the Board.

#### Section II

The right to vote and hold office is vested only in active membership privileges.

#### Section III

All active, associate, and PPSNYS life members are required to belong to both a section and PPSNYS.

#### Section IV

An applicant for membership must be endorsed by two members of HVPPSNY *and* agree to and sign the Code of Ethics. The applicant must agree to the requirements contained within this Constitution and *meet all requirements for membership.*

**Section V**

***Membership may be suspended for cause by action of the Board. Such suspension shall be limited to no more than 90 days in duration. Full membership shall be restored after the expiration of 90 days unless other adverse actions, i.e. local or state ethics investigations have been initiated. In such cases the board may extend the suspension until such action has been completed. During the period of suspension the member may not hold office, or vote, or submit prints for competition.***

**Article 5**

***Dues, Fees, and Disposition of Funds***

**Section I**

Membership dues and fees shall be determined on a yearly basis by the Board.

**Section II**

Annual dues shall be payable to PPSNYS.

**Section III**

***HVPPSNY monies shall generally be kept in a bank checking and/or savings account. However, if in the opinion of the treasurer there are funds in “excess” of foreseeable disbursement needs, the treasurer may request authorization to invest such “excess” funds in other financial instruments. Such investments shall be conservative and shall not put the principal at risk.***

**Article 6**

***Officers***

The officers of the HVPPSNY shall be a President, a Vice-President, a Treasurer, and a Secretary. They shall be elected at the November meeting of this Society and shall take office at the first meeting of the following year. They shall hold office for two years or until their successors are chosen and qualified and take the oath of office.

**Article 7**

***Duties of Officers***

**Section I**

The President shall preside at all meetings of HVPPSNY and its Executive Council, appoint all committees except as otherwise provided in this Constitution, and shall be a non-voting, ex-officio member of all committees . The President shall conscientiously promote the growth and improvement of HVPPSNY and work for its betterment, as outlined in the procedures manual.

## Section II

The Vice-President, in the absence of the President or in the event there shall be a vacancy in the office of the President, shall perform the duties of the President. The Vice-Presidents shall assume any duties assigned them by the President, as outlined in the procedures manual.

## Section III

a. The Treasurer shall receive, or cause to be received, all monies of HVPPSNY and shall deposit said funds in the name of HVPPSNY and shall pay proper claims against HVPPSNY. All checks must bear the signature of the Treasurer or the President and a copy of each voucher sent to the Treasurer immediately. The Treasurer will present a written report of the financial condition of HVPPSNY at each Executive Board meeting.

b. The Treasurer will submit to the General Membership, all books and records for review at the First meeting of Every Year, as outlined in the procedures manual.

***The treasurer shall also have fiduciary responsibility for any “excess” funds being invested. Investments shall be prudent and of a conservative nature with protection of principal in mind. The treasurer has day to day responsibility, but shall consult with the board whenever possible on any actions. He shall make a monthly report to the board and report annually to the full membership.***

## Section IV

The Secretary shall attend all meetings of HVPPSNY and Executive Council, keeping minutes of all proceedings. The Secretary shall enter into the minutes, the records of the immediate past Secretary and Treasurer. The Secretary shall execute any other proper business as may be directed by the President, and as outlined in the procedures manual.

## Section V Vacancies

***Vacancies that occur in any of the four executive positions during the term of office shall be filled as follows:***

***a. President.***

***The vice-president shall assume the duties of the president in all cases when that office becomes vacant.***

***b. All other positions.***

***The president, in consultation with executive board members, shall immediately appoint someone to the vacant position. And,***

***(1) a special election shall be held if the appointed officer would serve more than six months until the next regularly scheduled election.***

***Or,***

***(2) the appointee shall serve out the remainder of the term of the position if six months or less.***

## Section VI

***Delegates to PPSNYS Council***

*The president shall appoint delegates and alternates to attend PPSNYS meetings. The number of such delegates and their duties shall be as described in the PPSNYS constitution. The president or the executive board may assign additional duties related to PPSNYS meetings. Delegates serve at the pleasure of the president and their terms expire with the term of the appointing president.*

## Article 8

### *Executive Board*

#### Section I

The Executive Board shall consist of the officers of HVPPSNY known as the Officers, all Past Presidents, Committee Chairpersons, Newsletter Editor, and elected Board Members. Appointed committee chairpersons, unless also holding an elected position, serve at the pleasure of the president.

#### Section II

A Parliamentarian shall be appointed annually by the President and be approved by the Board. The Parliamentarian ***advise the chairperson regarding*** methods of procedure and ***constitutional issues.***

#### ***Section III***

***The Board may of it's own initiative and by majority vote suspend any officer for just cause and recommend removal from office to the membership. A majority vote of the membership is required for removal from office. The resulting vacancy shall be filled in accordance with Article VII, Section V.***

#### Section IV

The President shall appoint the following standing committees:

- a. Membership - promotion of new members.
- b. Nominations - a committee of a minimum of five members of which ALL must be past-presidents, to screen and present nominees for officers to the General Membership at the last meeting prior to the November meeting. ***The chairperson of the committee shall be the most recent former president.***

#### ***Section V***

***The Board may at any time nominate for election to the Board additional members. Such members shall be elected by majority vote of the membership and serve until the expiration of the term of officers during which elected.***

## Article 9

### *Board of Governors*

#### Section I

There shall be a self governing Board of Governors, consisting of all Past Presidents of HVPPSNY, which shall also act as the Ethics Committee using procedures set forth in PPA due process as they apply to HVPPSNY. The Board of Governors having final say as to what procedures are followed.

#### Section II

Purpose of the Board is to make available to the Executive Board and the officers of HVPPSNY, the experience, the judgment, and the viewpoints of those who have served as President. The immediate Past President shall be Head of the Board of Governors.

#### Section III

Membership on the Board shall be automatic to all Past Presidents in good standing.

#### Section IV

Members of the Board shall meet at the Executive Board meetings, or at a time and place they deem appropriate.

#### Section V

The Board shall be available for consultation upon request of the President of HVPPSNY, and have the authority to make recommendations to the Executive Board.

#### Section VI

The Board of Governors may call a special meeting of the Executive Board.

### *Article 10 Elections*

#### *Section I*

*a. Candidates for office shall be nominated by the nominating committee.*

*b. Additional nominations may be made from the floor at the regular meeting one month prior to the election. Such additional nominations after being seconded by a minimum of two members shall also be placed on the ballot. All nominations for all offices shall be published in the regular newsletter prior to the election. No additional nominations may be made after such publication, on the day of the election.*

#### *Section II*

*Upon determination that a quorum has been achieved, the president shall relinquish the chair to the chairperson of the Nominating Committee who will conduct the elections. The chairperson shall appoint one or more tellers to distribute, collect, and tally ballots, if necessary.*

#### *Section III*

*For all uncontested positions the secretary may cast a single vote, provided that a motion to this effect has been properly made and voted on by the membership.*

**Section IV**

*Contested positions shall be voted on by standing count, except that any voting member may request, and must be granted, that the vote be by secret ballot. In this event tellers will distribute and provide for the collection of such ballots. Tellers will tabulate the results of voting in a conspicuous location open to view by all members and report the tabulation of the vote to the chairman who will make the announcement to the assembly. The person receiving the most votes shall be declared the winner.*

**Section V**

*The results of all elections shall be documented by the secretary and published in the subsequent newsletter.*

**Article 11**

*Order of Business*

Each Session

1. Opening
  - 1.a *Determination of quorum only if there will be elections or votes on the constitution or membership*
2. Reading of minutes of the last meeting
3. President's report
4. Vice President's report
5. Treasurer's report
6. Unfinished business
7. New Business
8. For the Good of the Order
9. Adjournment

**Article 12**

Section I

Proposed amendments to this Constitution shall be presented in writing with a copy of the original to the Executive Board prior to any Board Meeting, to enable an advisory vote to be taken. ***Proposed amendments must be published in the newsletter prior to any vote and require a two thirds vote in the affirmative of those present and voting, to be adopted.***

Section II

All amendments to this Constitution shall have the same force and effect as the original Constitution of HVPPSNY, and shall become effective immediately upon adoption, unless otherwise provided in the resolution of amendment.



### **Article 13**

A photographer entering photographs for competition or prizes, must be an active, associate, aspiring, or honorary life member of HVPPSNY with dues paid for the current year. A trade show or exhibit of manufacturers' products may be held if it is considered advisable by the Executive Board and if it does not interfere with the educational program or welfare of HVPPSNY.

### **Article 14**

#### *Invalidation*

The invalidation of any provision of these By-Laws, due to illegality, conflict with provisions of the national association, or otherwise, shall not invalidate any other portion of these By-Laws adopted.