

## TABLE OF CONTENTS

### SECTION 1 ARTICLES OF INCORPORATION

### SECTION 2 By-Laws of the Professional Photographers of Nebraska

Article 1---Membership	page 1
Article 2---Membership Meetings	page 5
Article 3---Dues	page 7
Article 4---Board of Directors	page 8
Article 5---Officers	page 11
Article 6---President	page 12
Article 7---Vice-President	page 13
Article 8---Treasurer	page 14
Article 9---Secretary	page 15
Article 10--Past President	page 16
Article 11--Seal	page 17
Article 12--Fiscal Year	page 17
Article 13--Transfer of Real Estate	page 17
Article 14--Notes	page 17
Article 15--Committees	page 18
Article 16--Nominations and Elections	page 20
Article 17--Official Publications	page 23
Article 18--Membership Committee & Chairman	page 24
Article 19--Membership Application	page 25
Article 20--Conventions	page 26
Article 21--Fiscal Year Reports	page 28
Article 22--Affiliations	page 30
Article 23--Emblem	page 31
Article 24--Honors and Awards	page 32
Article 25--Removal of Members	page 33
Article 26--Removal of Officers and Directors	page 33
Article 27--Rules of Order	page 34
Article 28--Amendments	page 34

### SECTION 3 Appendixes to the By-Laws

Appendix 1---Fellowship	pages 1-5
Appendix 2---CPP	page 1
Appendix 3---Ethics Committee	pages 1-2
Appendix 4---Scholarship	page 1
Appendix 5---Public Relations	page 1
Appendix 6---National Award	pages 1-2
Appendix 7---Conflict of Interest Policy	page 1
Appendix 8 --Whistleblower Policy	page 1
Appendix 9---Document Retention & Destruction Policy	page 1-2

Appendix 10-Process for Determining Compensation  
Appendix 11-Joint Venture Policy

page 1-2  
page 1

**PROFESSIONAL PHOTOGRAPHERS OF NEBRASKA, INC.**

**ARTICLES  
OF  
INCORPORATION**

We, the undersigned, do hereby, pursuant to the Statutes of the State of Nebraska, associate ourselves as a non-profit corporation, in the manner and for the purpose hereinafter mentioned.

**ARTICLE I--NAME**

The name of this corporation shall be:

PROFESSIONAL PHOTOGRAPHERS OF NEBRASKA, INC.

**ARTICLE II--PURPOSES**

The purposes for which the Corporation is organized are:

- a. To unite in common organization those engaged in photography as a profession, and to promote the common business interests and improve the business conditions of those engaged in the photography profession;
- b. To create, foster, promote, and maintain cordial relations and cooperation and interchange of thought and opinion freely among members, and to acquaint the members with advancements in photography through, among other means, the publication of a magazine and newsletter;
- c. To regularly conduct as one of its substantial purposes shows and conventions which, thru the character of the exhibits and the extent of industry products displayed, stimulate interest in, and demand for, the product and services of the photography profession in general;
- d. To formulate and maintain ethical standards for the guidance of its members in their relations with each other and with the public.

**ARTICLE III--POWERS**

a. The corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are not otherwise denied non-profit corporations by the laws of the State of Nebraska or by these Articles of Incorporation, and as are in furtherance of the exempt purposes of organizations set forth in Section (501)c of the Internal Revenue Code of 1954 and the Regulations thereafter as the same now exist or as they may be hereinafter amended from time to time.

b. In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed exclusively for purposes within those set forth in Article II of this certificate and within the intentment of Section 501 (c) of the Internal Revenue Code of 1954 and the

Regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

c. No part of the income 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 affecting one or more of its purposes), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation.

#### **ARTICLE IV--CAPITAL STOCK**

This Corporation shall be a non-profit corporation and shall issue no stock.

#### **ARTICLE V--COMMENCEMENT AND TERMINATION**

This Corporation shall commence upon the filing of these Articles with the Secretary of State, State of Nebraska, and shall have perpetual existence.

#### **ARTICLE VI--REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of this Corporation shall be at: 7000 Spring St., Omaha, NE. The registered agent of this Corporation shall be: John W. Wilke, whose address is: Sodoro-Daley-Sodora: 200 Century Professional Plaza, Omaha, NE 68106

#### **ARTICLE VII--BOARD OF DIRECTORS**

The affairs of this corporation shall be governed by an executive council of not less than five (5) nor more than thirteen (13) members who shall be elected by the membership of this Corporation and such Board of Trustees shall constitute the Board of Directors. The procedure for nominating, the method of electing, and the term of serving as Director shall be defined in detail and outlined in the By-Laws of this Corporation.

The persons constituting the first Board of Directors are:

Richard Blomgren	318 So. 12th	Lincoln, NE
James Downey	17 East 16th	Scottsbluff, NE
Lavern Fuller	218 W. 2nd	Grand Island, NE
Del Hamilton	1346 P St.	Lincoln, NE
Donald Jack	4807 Dodge	Omaha, NE
Virgil Pitstick	810 1/2 Central	Nebraska City, NE
G. Lee Stewart	517 N. Washington	Lexington, NE
Ione Werthman	4829 Dodge	Omaha, NE
Jack A. White	7230 N. Pershing	Omaha, NE

The above named Directors shall hold office until the first annual election of Directors.

#### **ARTICLE VIII--OFFICERS**

The officers of the Corporation shall consist of a President, a Vice President, a Treasurer, and a Secretary and shall be chosen by the Board of Directors; the procedure for voting to be defined and outlined in detail in the By-Laws.

#### **ARTICLE IX--LIMITATION OF LIABILITY**

The private property of the members of this corporation shall not be subject to payment of the corporate debts.

**ARTICLE X--INCORPORATORS**

The names and places of residence of the incorporators of this Corporation are:

Jack A. White	7230 N. Pershing Dr.	Omaha, NE
Donald Jack	4807 Dodge St.	Omaha, NE
Mrs. Ione Werthman	4829 Dodge St.	Omaha, NE
Virgil I. Pitstick	8101/2 Central Ave	Nebraska City, NE
Harold C. Mauck	P O Box 308	Plainview, NE
Gordon E. Peterson	1416 14th St.	Auburn, NE

**ARTICLE XI--MEMBERSHIP**

Membership in this Corporation shall be defined in the By-Laws of the Corporation, and the Corporation may have more than one class of members as defined in the By-Laws.

IN WITNESS WHEREOF, we have hereunto set our hands this 13th day of April 1964.

s/s	Donald Jack	s/s	Harold Mauck
s/s	Jack A. White	s/s	Mrs. Ione Werthman
s/s	Gordon E. Peterson	s/s	Virgil I.Pitstick

STATE OF NEBRASKA)

) SS

COUNTY OF DOUGLAS)

On this 13th day of April 1964, before me, the undersigned a Notary Public in and for said County, personally came the above named JACK A. WHITE, VIRGIL I. PITSTICK, HAROLD C. MAUCK, AND GORDON E. PETERSON who are personally known to me to be the identical persons whose names are affixed to the above Articles of Incorporation, and the severally acknowledge the execution thereof to be their voluntary act and deed.

Witness my hand and Notarial Seal the date last aforesaid

Signed: Arthur J.Whalen  
Notary Public

NOTA BENE: NULLIS JURIS:\*\*\*\*\*

The above Articles were filed in the office of the Secretary of State, State of Nebraska on April 17, 1964 and are recorded on film roll No. 10 page 1115 of Miscellaneous Corporations.

These same articles filed on April 20, 1964 in book #102 of Incorporation Records, page #432 in the office of the Douglas County Clerk, Douglas County Courthouse, Omaha, NE.

## **ARTICLE 1--MEMBERSHIP**

**Section 1.** The membership of this Corporation consists of such individuals, firms, partnerships, corporations, and institutions as may be eligible under the various classes described in this Article; same shall apply for the membership through an application form, as described below and in Article XXIX of these by-laws. Such application shall be provided by the Corporation. All members in all classes of membership shall subscribe to the "Code of Ethics" of this association and shall so state in writing on the application form. Any individual nor business found to

have an ethics complaint on file that has not been addressed to the satisfaction of the ethics committee shall not be eligible for any type of membership in the Organization.

**Section 2.** There shall be eight (8) classes of membership as follows:

- |           |              |                  |                           |
|-----------|--------------|------------------|---------------------------|
| a. Active | b. Associate | c. Supplier      | g Primary Out-of-state    |
| d. Life   | e. Retired   | f. Good Standing | h. Secondary Out-of-state |

**Section 3. Active Membership:**

1. May be held by any individual whose business or occupation consists of the making of photographs; a service specialist (those who provide handicraft services to the profession); and other individuals who meet the requirements for Active Membership and attests to same on application as follows:

a. The applicant must have a Nebraska state tax number.

2. An active member, may at the option of the Board of Directors, either be exempted from paying registration fee to attend such events and activities. Such exemption or reduction, as the case may be, shall be made solely to reflect dues paid to the corporation by the member, and in no event shall be made as a rebate or distribution of Corporation assets in excess of the value of such dues or services.

3. An active member only may vote, hold office, and serve on the Board of Directors. Active members may enter prints into competition sponsored by the Corporation and may participate in the degree and awards programs sponsored by the Corporation.

4. Spouses of active members may attend events and activities of the corporation without payment of additional dues; however spouses shall pay any registration or other fees charged for the event. Spouses may not vote, hold office, enter print or specialist competitions, or participate in any degree or award program unless separate dues are paid by the spouse.

**Section 4. Associate Membership**

1. Associate membership may be held by:

- a. An employee of an active member in good standing.
- b. An associate of an active member within the same photographic business.

2. Associate members may attend all events and activities of the Corporation, enter prints into competitions, will receive all publications of the Association, and may participate in all degree and award programs sponsored by the Corporation.

3. Associate members may not vote in matters before the membership or hold any office in the Corporation.

4. The Board of Directors may at their option, appoint Associate members to serve on committees. Such appointment shall carry with it the privilege of vote at committee meetings; however, this shall not be construed as a privilege of vote on any matter coming before the membership of the Corporation or its Board of Directors.

5. Spouses of Associate members may attend events and activities of the Corporation without payment of additional dues: However, spouses shall pay any registration or other fees charged for the event. Spouses may not vote, hold office, enter print or specialist competitions, or participate in any degree or award program unless separate dues are paid by the spouse.

## **Section 5 Good Standing Membership**

### **1. Good Standing membership**

May be held by any individual whose business or occupation consists of the making of photographs; a service specialist (those who provide handicraft services to the profession); and other individuals who meet the requirements for Active Membership and attests to same on application as follows:

a. The applicant must have a Nebraska state tax number.

2. Good Standing members benefits are restricted to attendance of PPN functions for educational purposes.

a. They may enter print competition and learn from the experience, paying any fees due, but will not be eligible for awards.

b. Good standing members may receive and accumulate Fellowship Service Credits, according to the guidelines set forth in the by-laws, however no fellowship awards may be given to or retained by members in the Good Standing membership category.

c. Dues for this membership category will be set by the board annually.

## **Section 6 Retired Membership** may be held by:

1. Professional photographers, specialists, and others who have reached at least 55 years of age, and who are retired from active day to day involvement in the industry of photography, and who have been a member of the Professional Photographers of Nebraska for at least five years prior to applying for Retired membership.

a. Retired members shall be entitled to all rights and privileges accorded the classification under which they served the majority of their tenure with the corporation.

b. **Retired** members shall be exempt from paying annual dues to the corporation. All other corporation registration fees and charges will apply.

2. Such exemption, or reduction, as the case may be, shall be made solely to reflect dues paid to the Corporation or services performed for the Corporation by the member and in no event shall be made as a rebate or distribution of Corporation assets in excess of the value of such dues or services.

## **Section 7 Supplier membership** may be held by: manufactures or distributors of photographic equipment, laboratories, publishers, and firms and individual providing services and supplies to the photographic industry.

1. Supplier members may attend events and activities of the Corporation and shall, as a reflection of their contributions to the Corporation in the form of dues paid and services performed, be exempt from paying registration fees, unless such fees include meals, in which case the sustaining member shall pay only that portion of the registration fee which is for meal expense.

2. Up to three (3) persons may be admitted to events and activities under one supplier membership. Additional personal must pay applicable fees, unless an exemption is granted by the Board of Directors.

3. Supplier members may actively solicit business from other members at any event or activity of the Corporation.



4. Supplier members shall receive all publications of the Corporation and shall also receive one copy of the annual membership list of the Corporation.

**Section 8 Life membership** may be held by : any individual, group, firm corporation or other entity.

1. Such individual, group, firm, corporation, or other entity must first be proposed for Life Membership by any member of the Corporation in good standing to the Board of Directors, either in writing or verbally. The Board of Directors shall consider said proposal at their next regularly scheduled meeting taking the following into consideration:

a. The proposed for life membership has provided outstanding service to or for the Corporation over an extended period of time in years.

1. In the form of financial support, or

2. in the form of service to the Corporation, or

3. in the capacity of an officer or employee of the Corporation.

2. After due consideration, and upon a two-thirds vote of the Board of Directors upon a motion properly made and seconded, the proposed shall either be awarded or denied life membership.

a. Those awarded life membership shall be so notified by the membership chairman and recognized at the next following convention.

1. Each life member shall receive a laminated membership card printed on gold stock, with the words "LIFE MEMBER" inscribed in place of an expiration date.

2. Each life member shall receive a 4"x6" plaque in the shape of the State of Nebraska, attesting to his award of life membership.

3. Life members shall be entitled to all rights and privileges accorded to Active Members of the Corporation.

4. Life members shall be exempt from the payment of all annual dues and registration fees, however if part of the registration fee is for meals the Life member shall pay that part of the fee which is for meal expense. In addition a Life member will pay any additional fees or charges i.e.' print cases, special program expense etc.

5. It shall be the duty of the Membership Chairman to procure the plaque and card for presentation to the recipient.

**Section 9** In cases where the Corporation has reached a reciprocal agreement with another association, members of other associations may attend events and activities of the Corporation simply by payment of registration fees, provided they are members in good standing of their own association. Corporate officers of another state, regional or national photographic organization shall be privileged to attend events and activities as guests of the Corporation paying only for their meals and lodging. Spouses of guest officers shall pay registration fees unless exempted by the Board of Directors.

**Section 10** The services and privileges to which members are entitled under the various classes of membership shall be fully explained in the application for membership.

**Section 12 Out-of-state Membership:**

1. A Primary Out-of-state member may be held by any individual residing within 25 miles outside the state of Nebraska border. The requirements for Out-of-State membership shall be identical to those of an Active Member (refer to ARTICLE I Section 3 Active

Membership, with a respective state ID) with the exception that no Primary Out-of-State member shall hold office or serve on the board of directors.

2. A Secondary Out-of-state membership may be held by any individual residing more than 25 miles outside the state of Nebraska border. The requirements for Secondary Out-of-State membership shall be identical to those of an Active Member (refer to ARTICLE I Section 3 Active Membership, with a respective state ID) with the exception that no Secondary Out-of-State member shall hold office or serve on the board of directors or be eligible to receive in state print awards.

3. Membership dues shall be the same as active dues.

## **ARTICLE 2--Membership Meetings**

**Section 1.** Beginning April, 2002, Annual meetings of the members of the Corporation shall be held in April or May of each year, provided the previous weekend is not a holiday weekend, and said meeting may not be adjourned until its business is completed. Should the Sunday before the regular meeting date fall on a recognized holiday, the meeting the meeting will be held on the fourth Monday of April.

**Section 2** The annual meeting shall be the designated time and place for the qualification and installation of the Directors of the Corporation. Election of said Directors to be held by ballot; voting to be executed only by direct mail and such methods of voting shall be outlined in detail under Article XVI of these By-laws.

**Section 3** The annual meeting shall be the designated time and place for each elected officer of the immediate past year, as well as the immediate past chairman of all committees to submit complete and detailed written reports covering their individual activities for their term of service. These reports shall be made available to any member of the corporation upon written request by the member.

**Section 4** Special meetings of the membership may be called by the Board of Directors at such times and places as said Board of Directors may designate.

**Section 5** Notice of the time and place of the annual membership meeting shall be published in the Corporation newsletter at least 30 days prior to its occurrence.

**Section 6** Notice of a special meeting shall be mailed to each voting members last known address at least 5 days prior to said meeting; such notice to include the time and place of the meeting as well as a notice stating the purpose of the special meeting.

**Section 7** At the first annual membership meeting in April or May, each member whose immediate past annual dues are paid shall have one vote. At any subsequent membership meeting, each active member whose immediate past annual dues are paid shall have one vote.

**Section 8** A simple majority of the members present in person or by proxy shall constitute the deciding vote on all matters coming before the meeting.

**Section 9** The Board of Directors shall set the starting time and location for all membership meetings.

**Section 10** If a Board Member misses 2 meetings, conferences or a combination of the two,

their position shall be up for review and possible removal from their position.

### **ARTICLE 3--DUES**

**Section 1** The Board of Directors shall fix the amount of dues to be paid by the various classes of membership.

**Section 2** All dues shall be annually due and payable and shall cover one calendar year from the date that the member joined, with the option of making 12 equal monthly payments on a one year commitment.

**a.** Dues statement shall be submitted in writing or in digital format to each member by the Membership Chairman 45 days prior to the member's renewal date of each year.

**b.** Members who fail to remit their dues within 45 days of their renewal date shall be delinquent and no longer in good standing in the Corporation and shall forfeit all privileges and rights until such time as their dues become current.

c. Members who fail to remit their dues within 60 days of their renewal date shall be terminated.

d. Members terminated shall forfeit any credits towards any degree or honors they may have earned; however, any degree held will not be removed.

**Section 3** Any terminated member who wishes to regain membership in the Corporation must complete the application process, and pay a \$100 late fee plus the application fee of \$10.

**Section 4** The Board of Directors, upon written request, may grant any member a leave of absence during which time the member on leave would pay no dues; however, that member also would not be permitted to attend the events or activities of the Corporation. The member would however retain all credits towards any degree or honor earned and would remain on the mailing list. To be later reinstated, the member would request same of Board and would be reinstated upon favorable vote of the Board and may impose a re-instatement fee of not more than 30% of the current amount of dues for the members class of membership. Unless extreme circumstances apply, no member shall be granted more than two annual concurrent leave of absences.

**Section 5** The Board of Directors shall distribute the collected membership dues in the following fashion:

- a. 25% of membership dues will go towards the budget of the Fall conference.
- b. 35% of the membership dues will go towards the budget of the Winter conference.
- c. 40% of the membership dues will go towards the general membership.

## **ARTICLE IV--BOARD OF DIRECTORS**

**Section 1.** The Board of Directors holds full authority to govern the affairs of this Corporation. Each elected member of the Board of Directors shall solemnly uphold the Articles of Incorporation; shall diligently abide by the rules and regulations as set forth in the by-laws of this corporation; and shall, by his own initiative, take an active role in furthering the cause of his fellow photographers by attending the required meeting and sincerely putting forth every effort to better the strength of this corporation through his actions on the governing board.

**Section 2.** The number of Directors constituting the Board of Directors of this corporation shall be determined by the membership, but in no case shall the number be less than five (5) nor more than thirteen (13) as established in Article VI of the Articles of Incorporation.

1. Until and unless this article and section of these by-laws are amended by proper procedure, the number of directors shall be set at nine (9).

**Section 3.** Members to be eligible for election to the directorship, shall hold active membership in the corporation and their place of work, or business address must be in the State of Nebraska. The method of nominating members for the Board of Directors shall be defined in these by-laws under Article XVI.

**Section 4** The Directors of the Corporation shall be elected by receiving the most votes through the direct mail ballot and each shall serve as a director for a term of three (3) years providing his status in holding Active Membership as a Nebraska photographer has not changed. An exception to the term of office shall be made only on the first election of Directors immediately following the Incorporation of this Corporation as is outlined in full detail under Article XVI of these by-laws. Each member shall serve his term as Director for 3 years or until his successor is duly elected, qualified, and installed.

**Section 5** A vacancy on the Board of Directors, created by the death, resignation, or removal of a member for cause, shall be filled for the remainder of the vacated term, by a vote of the remaining directors there of.

a. Any member of the remaining Board of Directors may nominate an Active Member whose qualifications coincide with the requirements as stated in Article IV, Section 3, to fill the un-expired term.

b. Once nominations are closed, the voting shall be executed by secret ballot and the nominee receiving the most votes shall immediately be declared a member of the Board of Directors.

**Section 6.** The Board of Directors shall hold its first meeting at the Annual Membership meeting, at which time they shall elect the following officers from among their own group.

a. President

b. Vice-President/President Elect

c. Treasurer

d. Secretary

e. Newly elected and qualified directors and officers shall be installed immediately following the election of officers, displacing outgoing officers directors.

f. The procedure for nominating and electing of officers shall be outlined in detail in Article XVI, Section 3.

**Section 7.** The Board of Directors may establish the office of Executive Manger, who need not be a photographer nor a member of the Corporation, but who will serve as an ex-officio member without vote or privilege. His salary and term of office shall be set by the Board of Directors; his duties, responsibilities, and reporting methods shall be outlined in written detail by directive from the Board of Directors. Said Executive Manager shall function as an independent Contractor and shall function under a written agreement stating term, duties, and compensation to be executed by the Corporation, its corporate officers, and the Contracted.

**Section 8** Special meetings of the Board of Directors may be held upon a call by the President, or upon the written request of any two directors.

a. The President shall provide notice of the time and place along with an agenda covering the subject matter of the call, for a special meeting to each member of the Board of Directors in writing, at least 12 hours prior to the meeting.

b. Should a matter of an extreme urgency exist, Section 8a of this article may be waived and the President may immediately convene the Board via a conference call, or in person; whichever is more practical.

c. Should the President fail to issue a call for a special meeting when requested by two Board of Directors within 5 calendar days from the date it is made, the two directors shall then notify the Past-President, who will issue the call.

**Section 9** To encourage directors and appointed representatives from all areas of the state to accept their responsibilities to the Corporation in attending the required meetings and fulfill their obligations under these bylaws; and as a reflection of services performed for the Corporation, the officers, directors, and appointed representatives shall enjoy the following privileges:

a. Transportation remuneration based upon mileage driven from the directors home town to the meeting place and return at the rate then currently approved by the United States Internal Revenue Service at whatever time the expense is incurred

b. Exemption from the payment of any registration fees for events and activities; unless such registration fee includes meals, in which case only that portion for meal expense shall be paid. In addition, each board member and representative shall receive one courtesy ticket for the annual awards banquet or luncheon. Spouses shall not participate in this exemption or receive a complimentary ticket.

c. Reimbursement for out of pocket expenses incurred in the conduct of corporate business, including overnight accommodations when such business requires a minimum of six hours of time and travel of more than one hundred fifty (150) miles one way, provided that receipts and a properly completed Check Request are presented.

d. When corporate business is conducted in conjunction with a seminar, workshop, or convention, no remuneration for travel or overnight accommodations will be allowed; however, should a director or representative come only for the conduct of business and not to partake of the activity, he may request a transportation remuneration.

e. Any member of the Corporation, in good standing, whose official duties require their presence at a meeting of the Board of Directors, or who is directed to attend and official meeting of the Board of Directors shall be entitled to a transportation remuneration as stated in subsection (a.) of this article.

f. All board members and the immediate past president of the

corporation will receive \$100.00 per year for reimbursement of the purchase or rental of a basic black tuxedo to be worn at the banquet. Female members of the board will also receive a \$100.00 reimbursement for their attire for the banquet.

**Section 10** At all meetings of the Directors, a majority of the Directors must be present to constitute a quorum for the conduct of business, but less than a quorum may adjourn the meeting to a time certain in order to obtain a quorum.

**Section 11** At all meetings of the Directors, each director shall have one vote.

a. A vote of a majority of the directors present shall constitute a deciding vote on all matters coming before the meeting.

b. All votes, unless specifically prescribed elsewhere in this document may be taken verbally, by show of hands, or by secret ballot as the presiding officer may deem appropriate for the question before the meeting.

c. Representatives and others who may attend board meetings are encouraged to participate in all discussions; however, since they are not elected by the members, they may not place motions on the floor or vote in matters before the board.

**d. Directors** in absentia may vote by proxy only when;

1. The matter being voted upon has been previously discussed at a meeting where the absent director was present; such matter being tabled for a vote at a later meeting.

2. The proxy vote is delivered to the President prior to the start of the meeting at which the vote is to be taken, such vote may be only in writing.

e. Unless a vote is taken by ballot, the President shall reserve his vote, unless his vote affects the outcome of the vote in which case he shall announce the results of the vote and announce his vote and the final result.

**Section 12** The Board of Directors may set a budget for fixed, operational, and anticipated income and expenses of the various officers, committees, and departments of the corporation.

## ARTICLE V--OFFICERS

**Section 1** The officers of the Corporation shall be elected by the directors and shall consist of:

- a. President
- b. Vice-President/President Elect
- c. Treasurer
- d. Secretary

**Section 2** One person may hold any two offices concurrently, except the offices of President and Vice-President.

a. The officers shall be elected to serve a one year term, or until their successors are elected and installed.

b. Upon election to the office of Vice-President the officer shall concurrently assume the position as President Elect. His elected board term shall be extended, if necessary, to include his presidential year of service if his term would expire at the end of the Vice Presidential term.

**Section 3** The method of electing the Officers shall be outlined in detail under Article XVI of these by-laws.

**Section 4** All officers shall faithfully carry out their duties as directed by these by-laws and by the Board of Directors.

**Section 5** A vacancy in any office of the corporation shall require an immediate special meeting for the purpose of electing a new officer to fill the un-expired term.



## ARTICLE VI--THE PRESIDENT

**Section 1** The President shall be the chief executive officer of the Corporation; he shall preside at all meetings of the membership and of the directors; he shall have general and active management of the business of the corporation and shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the corporation.

**Section 2** The President shall review all bills and accounts presented for payment and having satisfied himself that same are proper, he shall authorize by his signature, the payment of same by the Treasurer.

**Section 3** The President shall appoint the chairman for each of the standing committees and/or special committees as provided for in Article XV of these by-laws.

**Section 4** The President shall prepare progress or specific reports of any actions or accounts during his term, if so requested by the Board of Directors; shall also prepare a comprehensive report the fiscal year of his term of office which shall be presented to the Board of Directors and the membership at the annual meeting as outlined under Article XXI of these by-laws.

**Section 5** The President shall serve as an ex-officio member of all committees, except the nominating committee, and shall serve as parliamentarian for the corporation, unless he shall specifically appoint a parliamentarian.

**Section 6** The President shall be entrusted to keep backup copies of the PPN by-laws and the PPN membership program in a secure place, during his term as President. These backups will be provided by the respective chairmen.

## ARTICLE VII--VICE PRESIDENT/PRESIDENT-ELECT

- Section 1**            **a.** The Vice President shall perform the duties of the President during the president's absence or inability to serve due to illness, or when the President temporarily vacates the chair during the course of a meeting.
- b.** Upon election to the office of Vice-President the officer shall concurrently assume the position as President Elect with duties and obligations as outlined in Roberts Rules of Order or as assigned by the Board of Directors.
- Section 2**            Should the office of President be vacated between elections, the Vice-President shall immediately call a special meeting of the directors as prescribed in Article IV, Section 8, for the purpose of electing a new President.
- Section 3**            The term of office of the Vice-President shall be for one year or until his successor is elected.
- Section 4**            Duties of the Vice President include:
- a.** Planning and implementation of seminars and workshops, except as provided for in Article X, Subsection 4.
- b.** Preparing a program of work for his term as President, making committee appointments as necessary, and selection of committee chairman to insure an orderly transition from one administration to another.
- c.** Selection of the site of the Fall convention and preliminary negotiations with the facility for space and rates, and will execute a contract for use by the PPN, upon approval of the Board of Directors.
- d.** Any other duties as may be prescribed elsewhere in these by-laws or as directed by the President or Board of Directors.
- Section 5**            The Vice President shall receive a stipend of \$250.00 from the corporate Treasury to help offset his expense when attending the PPA National Convention. This stipend is non-transferable and not assignable and shall not be given in the event that the Vice-President does not attend the national convention.

## ARTICLE VIII--THE TREASURER

**Section 1** The Treasurer shall have the custody of the corporation funds and securities and shall keep full and accurate accounts of the receipts and disbursements in appropriate books belonging to the corporation, and shall deposit all monies in the name of the corporation in such depositories as may be designated by the Board of Directors. He shall disperse the funds of the corporation as may be ordered by the Board of Directors or approved by the President with the Presidents signature attached to each request for payment.

**Section 2** The Treasurer shall render to the President and the Board of Directors an accounting of all or specific transactions concerning the financial condition of the corporation upon request of the President or the Board of Directors.

**Section 3** The Treasurer shall keep an accurate and complete inventory of all properties owned by the corporation and the value of each item in an appropriate book belonging to the corporation.

**Section 4** The Treasurer shall complete all federal and state tax forms within 30 days of the completion of the fiscal year and forward same to President for his signature and mailing.

**Section 5** He shall make a complete and comprehensive written report covering the fiscal year at the annual meeting as outlined in Article XXI of these by-laws.

## ARTICLE IX--THE SECRETARY

**Section 1** The Secretary shall attend all regular and special meetings of the Board of Directors and the membership and shall record all votes and proceedings in a book to be kept for that purpose, which shall be the property of the corporation. other duties as may be prescribed by the Board of Directors or the President.

**Section 2** The Secretary shall provide a typewritten or printed summary of the proceedings of all meetings held by the Board of Directors and/or membership meetings as recorded in this Official Minutes and shall distribute same to each of the Directors not later than fifteen (15) days following each meeting.

**Section 3** He shall have custody of all Official Papers of the Corporation; shall be entrusted with the Articles of Incorporation as well as the by-laws of the Corporation; shall record any amendments to these by-laws in a permanent manner and file same in the by-laws.

**Section 4** The Secretary shall maintain the official record of membership in the Association as provided by the Membership Chairman.

**Section 5** The Secretary shall direct and supervise, with the aid of the committee on Nominations and Elections, the receiving and tabulating of ballots for the voting of any election of the Corporation.

**Section 6** The Secretary shall prepare documents or other statements necessary to fulfill corporate obligations to the State of Nebraska, except for tax documents which shall be the duty of the Treasurer.

**Section 7** The Secretary shall prepare an annual report in compliance with the provisions of Article XXI of these by-laws.

**Section 8** The Secretary shall annually make sure the by-laws are current and make back ups of the by-laws as follows: One set on disk to be kept in his possession (separately and away from the computer); one set to be entrusted to the safekeeping of the President; and one set to be stored on the membership computer. This is to take place at the annual meeting.

## ARTICLE X--THE PAST-PRESIDENT

**Section 1** Upon election of a new president, the current President shall become the immediate Past President, thus relinquishing any remaining term as an elected director.

**Section 2** The immediate Past President shall be an ex-officio member of the Board of Directors without vote for one fiscal year and shall enjoy the privileges outlined in Article IV, serving as an advisor to the Board.

**Section 3** The Past-President shall sit as the PPN Board liaison to the National Award Committee as per the guidelines set up in appendix VII of these by-laws.

**Section 4** The Past President, assisted by the Vice-President, shall be the Convention Chairman and be responsible for the Winter convention, as detailed in Article XX of these by-laws.

**Section 5** In the absence of both the President and the Vice-President, he shall chair any meetings of the Board of Directors; however, he may not assume the duties of the President or vote.

**Section 6** In the case of both the President and the Vice-President inability to serve, the Past-President shall act as chairman until such time as a new President and Vice-President are elected.

**a.** Under this section, the Past-President is empowered to call a special meeting of the Directors for the purpose of holding an election.

**b.** Upon a favorable vote of the remaining directors, the Past-President may assume the duties and responsibilities of the President, including the right of vote, until such time as a new President is elected and takes office.

**Section 7** Should the immediate Past-President be unable to serve under the provisions of Section 5, through death or disability, the duty shall revert to the Past-President once removed.

**Section 8** Should the immediate Past-President fail to fulfill his duties, the President shall have the power to delegate all duties, except those in Section 5, to an appointee of his choosing.

#### **ARTICLE XI--SEAL**

This Corporation shall have a circular seal, bearing the title of the corporation.

#### **ARTICLE XII--FISCAL YEAR**

Beginning on April 1, 2002, the Fiscal year of this corporation shall begin on the first day of April and end on the thirty-first day of March of the following calendar year.

#### **ARTICLE XIII--TRANSFERS OF REAL ESTATE**

All transfers and conveyance of real estate shall be make by this corporation in its Corporate name, under its' corporate seal in accordance with the laws in the State of Nebraska. All transactions provided for in this article must be approved by the Board of Directors.

#### **ARTICLE XIV--NOTES**

When so authorized by the Board of Directors, the President and Secretary shall have the authority to sign all notes, mortgages, bonds, and other evidence of indebtedness pertaining to the business of the Corporation, both signatures being required to bind the Corporation.

## ARTICLE XV--COMMITTEES

**Section 1** The President shall appoint a Chairman/Representative to head each of the following standing committees. The chairman/Representative shall serve for one year or until his successor is duly appointed.

**Section 2** The President may at his discretion create such special or temporary committees to be headed by the chairman of his choice to fulfill corporation needs not otherwise covered by the standing committees.

**Section 3** The Chairman/Representative of each committee must hold active, associate, colleague, or sustaining membership in the corporation, may select any number of members to assist him, shall be subject at all times to the direction of the Directors and President, shall submit periodic reports as requested and shall prepare a comprehensive written report as prescribed in Article XXI of these by-laws.

**Section 4** Standing committees, together with a summary of their functions, are as follows.

**a. NOMINATIONS AND ELECTIONS**, this committee is responsible for selecting nominees, preparing and distributing ballots, supervise the receiving and tabulating of the ballots under the direction of the Secretary, execute in all fairness, these and other duties as outlined in Article XVI of these by-laws.

**b. PUBLICATIONS**, this committee is responsible for the publishing and distribution of all official publications of the corporation, compiling and maintenance of accurate mailing lists of members, maintaining lists of past and prospective members, these and other duties as outlined in Article XVII of these by-laws.

**c. MEMBERSHIP**, this committee has the responsibility of obtaining new members, retaining current members, and other duties as described in other articles of this document and specifically Articles XVIII and XIX.

**d. EDUCATION, STANDARDS, AND HONORS**, this committee is responsible for the bestowal of any honors or awards upon members, officers, directors, and friends of the Association, shall prepare a Code of Ethics for the members to uphold in their individual operations, seek trends and ideas and recommend programs which would benefit all, and make every effort to implement any program to upgrade standards and provide educational opportunities for the betterment of the profession. Standing programs of award, recognition, and standards are:

**1. FELLOWSHIP AWARDS**, instituted and operated by the corporation as a result of Board action on 7 July, 1971. The program is administered by a chairman whom is appointed by the President. Detailed description of, and operational procedures are to be found in Appendix 1 of these by-laws.

**2. CERTIFICATION PROGRAM**, instituted and operated by the corporation as a result of Board action on 12 February, 1979. The program is administered by a state commission in conjunction with the Professional Photographers of America, Inc. Detailed description of and operating procedures

are to be found in Appendix 2 of these by-laws.

**3. ETHICS PROGRAM**, instituted and operated by the corporation as a result of Board action 15 September, 1980. This program is administered by a committee appointed by the President. Detailed description of and operating procedures are to be found in Appendix 3 of these by-laws.

**4. SCHOLARSHIP PROGRAM**, instituted and operated by the corporation to provide continued educational opportunities for the membership. It shall be administered by a chairman who is appointed by the President. Detailed procedures to be found in Appendix 4 to these by-laws.

**5. SPECIALISTS (artist-sales receptionist)** this committee is charged with the planning and execution of programming and judging of prints and negative for the photographic specialist. Detailed instructions Appendix 5.

**6. PUBLIC RELATIONS**, this committee is responsible for creating, promoting, and distribution of releases to the membership and to the public. any release must be cleared through this committee. All releases made through this committee shall benefit one or more individual members to the exclusion of the general membership. Detailed instruction in Appendix 6.

**7. CONVENTION**, this committee is responsible for the planning, supervision, and conductance of state and regional conventions, trade shows, seminars and clinics that are undertaken by the Corporation to further the cause and welfare of the members. Duties of this committee are outlined in Article XX of these by-laws.



## ARTICLE XVI--NOMINATIONS AND ELECTIONS

**Section 1** The committee on Nominations and Elections shall have the responsibility of conducting all elections for the corporation in a manner demonstrating utmost fairness and justice in the discharge of their duties as set forth in the following sections of this article.

**Section 2** Nominations and Elections of directors in accordance with the provisions of Articles II and IV of this document shall be as follows.

**a.** The committee shall prepare for the receiving of nominations to the directorship no later than December 15; shall declare nominations closed as of January 1. The committee shall publicize the time period for nominations to all members in proper and sufficient time so as to receive nominations during the prescribed time period.

**b.** Any member of the corporation may nominate another member, (provided the nominee, at present, does not hold a current position on the board of directors) for the directorship by notification in writing to the chairman of the Nominations and Election Committee, post-marked no later than January 1.

**c.** Nomination of a current director/officer for a second/third term as director of the corporation must be made by one of the four current officers of the corporation. Nominations must be in writing to the Chairman of the Nominations and Elections committee no later than January 1.

**d.** The chairman shall prepare a nominee acceptance form to be filled out by each nominee, same to be signed and returned to chairman no later than January 15; such acceptance form to request necessary information from the nominee so as to establish his eligibility, a statement that he shall respect the credence of the Trustees as defined in Article IV of these by-laws; and further a statement that he either is or will become an Active member of the Corporation prior to the election of Directors by direct mail ballot.

**e.** The chairman shall verify all nominee acceptance forms, notifying any who are ineligible, stating reasons why they are ineligible. The chairman shall then prepare the ballot listing all approved nominees in alphabetical order; shall also provide specific instructions on the ballot as to voting procedure.

**f.** The committee shall mail to each qualified voter, on the first day of February:

**1.** A printed ballot, with specific instructions for marking and returning by the required date of February 15.

**2.** A return envelope which is specifically recognizable and self addressed to the nominations chairman or other person designated to receive ballots.

**3.** An outer return envelope with a space for the voter's signature, hand written, to ensure against votes being cast by other than legal

voters.

4. A clear and concise statement that votes not timely received or not completed according to the instructions, including a hand written signature, will be disqualified.

g. The Chairman, who must be a director, together with his committee of two active members and one officer, shall meet no later than March 1st to open and tabulate the ballots in the following manner.

1. The signature on the outer envelope is checked against the list of qualified voters, and checked off the list as having voted

2. The inner envelopes are removed from the outer envelopes and the outer envelopes are then destroyed.

3. The inner envelopes are opened and the ballot removed and placed in a separate pile, still folded, the inner envelopes being destroyed as they are opened.

4. After all inner envelopes have thus been emptied and destroyed, the ballots shall be counted and tabulated.

5. The chairman shall immediately notify the nominees and the Directors of the results of the balloting in writing, so notifying the newly elected directors to attend the annual meeting of the Corporation on the third Monday in April or the alternate date as specified in Article II Section 1 and the first Board of Directors meeting following for qualification and installation.

6. The chairman shall file a report with the Board of Directors listing the number of ballots mailed, the number returned, the number disqualified and for what reasons, and the number of votes received by each nominee. the

7. The ballots and tabulation sheet(s) shall be held by the corporate secretary for a period of sixty (60) days after which the ballots shall be destroyed and the tabulation and nominee acceptance forms made a part of the permanent records. sheets corporation

8. The chairman shall prepare an announcement to the membership for publication in the newsletter, stating the names of those elected and the length of their terms.

**Section 3** The newly elected directors shall be qualified and officially recognized as Trustees of the corporation and take their position on the Board of Directors at the first conducted Board meeting, immediately following the election of Officers. the

**Section 4** Election of officers of the corporation in accordance with Article 5 of these by-laws shall be executed by the Board of Directors at their first meeting following the annual membership meeting; said officers being nominated from among the elected Directors.

a. The nominations and elections chairman shall have full jurisdiction in the conducting of the nominating and balloting for officers.

b. The nominations and elections chairman, together with the President shall tabulate any secret ballot; the result being announced by the

President. The Secretary shall record the results of the balloting and maintain the ballots in a sealed envelope for the balance of the meeting, after which they are destroyed.

c. The method of voting may be either by secret ballot or by unanimous voice of vote; however, should there be more than one candidate for any office, the secret ballot method must be used.

d. The directors may, at their option and with a unanimous voice vote, allow officers to ascend to the next higher office and then hold an election for the office of Secretary.

1. The order for ascension is Secretary, Treasurer, Vice President, President.

2. An officer may ascend through one office to the next higher office, without having held the intermediated office, providing a vacancy has occurred in the offices.

3. The motion for ascension shall be placed as follows: "Mr. Chairman, I move for the ascension of officers as follows; Name (secretary) to the Office of Treasurer, Name (treasurer) to the office of Vice President, and Name (vice-president) to the office of President."

4. The motion after being duly seconded can be carried only by a unanimous vote, one dissenting vote shall declare the motion defeated.

a. If the motion is carried, the nominations and elections chairman will open the nominations for the office of Secretary.

b. If the motion is defeated, the nominations and elections chairman shall conduct nominations and balloting for each office in order beginning with the office of President.

**Section 5** The newly elected President shall immediately assume his position and the chair. The President shall become the immediate past president, and the past president shall be retired from the Board.

**Section 6** All other officers shall take their respective offices at the end of the meeting, relieving all out-going officers, who shall relinquish all records, accounts, properties, and other items belonging to the corporation, to the new officers.

## ARTICLE XVII--OFFICIAL PUBLICATIONS

**Section 1** The corporation may publish a magazine, a newsletter, and other materials to keep the membership informed of events and activities of the corporation, to allow members of forum expression, and to advance the profession of photography.

a. The magazine when published shall be called the:

**NEBRASKA PHOTOGRAPHER**

b. The newsletter when published shall be called the:

**PPN--NEWS AND VIEWS**

c. The Board of Directors shall determine the number and frequency of all publications.

**Section 2** The chairman of the publications committee shall be the business manager of all publications of the corporation.

**Section 3** The chairman may appoint a circulation manager/editor, whose duties shall be the overseeing and procuring of the printing of all publications; maintaining an accurate mailing list of all who are to receive publications; distribution of all publications, and the making of reports to the chairman, who shall include same in his own year end and periodic reports to the Board.

**Section 4** The chairman may appoint an advertising manager, whose duties will include the procurement of all advertising, billing and collecting of same, rendering all monies received to the Treasurer. The manager shall provide a complete accounting of all advertising sold, monies collected, and billings made to the chairman, who shall include same in his year end and periodic reports to the Board.

**Section 5** The chairman of the committee on Publications shall make a full and detailed annual report to the Board as prescribed under Article XXI of these by-laws. He shall also make periodic reports as may be requested by the President and or the Board of Directors.

## ARTICLE XVIII--MEMBERSHIP COMMITTEE & CHAIRMAN

**Section 1** The membership committee shall initiate their own program and devices in any campaign to obtain new members.

**Section 2** The membership committee shall make available a copy of the Articles of Incorporation and by-laws to any member who requests same in writing. Such items shall be furnished to the membership committee by the Secretary.

**Section 3** The chairman shall provide membership applications to all who request them, receive completed applications for membership, and process them.

**Section 4** Upon acceptance of applicant for membership, the chairman shall so indicate by affixing his digital signature to the application and dating same.

**Section 6** It shall be the duty of the membership chairman to maintain a continuously current membership list which shall show the following: **Name, Business name, Mailing address, city, state, zip, phone, member classification, & if a member, PPofA number.**

**Section 7** The membership chairman shall provide copies of the membership list and updates to the following:

a. Publications chairman, together with mailing labels.

b. Each member of the Board of Directors and each standing committee chairman.

c. Any other person or group upon approval of the Board.

**Section 8** The membership Chairman shall make a detailed written report as outlined under Article XXI of these by-laws.

**Section 9** The membership chairman shall annually make back up copies of the membership program as follows: One copy on disk to be held in his possession, in a safe place away from the computer; one copy on disk to be entrusted to the President for safekeeping; and another backup to be stored on the secretary's computer. This is to be done at the first board meeting after April 1.

## ARTICLE XIX--MEMBERSHIP APPLICATION

**Section 1** An application for membership in the Association shall be designed by the membership committee and approved by the Board of Directors of the Corporation

**Section 2** The Application for Membership shall contain a written statement showing the types of membership and the requirements for each, as well as a signed statement by the applicant that he will, if accepted for membership, abide.

This application may be in digital format, and use a digital signature option.

**Section 3** The information requested of the applicant on the application shall be complete and in accordance with the requirements for the various membership classifications as stated in Article I of these by-laws

**Section 4** Any person who has applied for membership in the association, and has no ethics complaints pending, shall be granted temporary privilege to attend conventions or seminars while their application is in process. No other benefits or privileges shall be accorded the applicant until such time as their membership application is approved.

## ARTICLE XX--CONVENTIONS

**Section 1** When conditions warrant, a state convention shall be held at such times and places as the Board of Directors may designate. The Board of Directors shall have full charge and control of said convention, including any arrangements made by the chairman of the convention committee or the managers of the various departments under the convention committee.

a. There shall be a state convention, known as the Nebraska convention, conducted solely for members of the Corporation and their guests.

**Section 2** The corporation, from time to time, may conduct or sponsor trade shows, seminars, clinics, and etc. to further benefit the membership as a whole; the Board of Directors shall have full charge and control of such programs.

**Section 3** The Chairman of the committee on conventions shall appoint department managers to direct the planning and conductance of any convention, trade show, seminar, clinic, or etc.; such managers to direct the activities in each of the following departments:

a. Print Exhibitions

b. Booth Space (Trade Show)

c. Programs

d. Banquet and Entertainment

e. Any other departments required by the chairman.

**Section 4** Each department manager may appoint any number of members to assist him in carrying out the duties assigned to him. Each manager shall maintain records of their activities and work within their allotted budgets. Upon request the manager will immediately submit a complete report to the chairman of the convention committee.

**Section 5** The Board of Directors may request a progress report from any of the department managers for the chairman of the convention committee at any time during the planning or conductance of a convention, seminar, trade show, clinic, and etc.; but in every case, the chairman shall make a complete and comprehensive report covering all areas of his responsibility in staging any particular event; this report to be submitted to the Board of Directors within thirty (30) days from the closing date of the event.

**Section 6** In the staging of any corporation conducted or sponsored event whereby a charge is levied, the Board of Directors shall have full authority to establish the amount of registration fees, to set the cost of any admissions; or to declare any assessments or tuitions whenever applicable.

**Section 7** The corporation, through its elected or appointed, directors, officers, chairman or managers, in upholding the ideals and purposes of this organization as outlined in Article II of the Articles of Incorporation, shall not instigate, create, conduct, or sponsor any event, function, program or other activity that is not of benefit to the membership as a whole.

**Section 8** It shall be the responsibility of the convention chairman, in conjunction with the co-chairman, to prepare a working budget for each convention showing projected income amounts from the various departments, expense projections for each department, and any anticipated changes in the liquid assets of the corporation, either positive or negative, as a result of the planned event. He shall also monitor the various departments, to be sure that

they are operating within their budgeted amounts. He shall also prepare a final budget report showing the amounts budgeted, versus the actual amounts received and expended and the reasons for variances.

a. Any department that finds they are going to be over their budget by more than 20% must ask for a budget review, prior to exceeding their budget by more than 20%.



## ARTICLE XXI--FISCAL YEAR REPORTS.

**Section 1** The chairman of each standing committee, as well as any special committees, shall make a complete and comprehensive written report covering his committee activities, including an itemized summary of all financial transactions during his appointed fiscal year; shall have this written report in the hand of the President no later than the annual meeting who in turn, shall include

these reports with his own fiscal year report to the Board of Directors.

**Section 2** The Treasurer shall prepare a complete and comprehensive written report covering his duties and responsibilities of his office during his term; shall have this written report in the hands of the President, no later than the annual meeting, who shall in turn publicize this report to all present at the Annual membership meeting. The Treasurer shall specifically include, among other things listed, a statement of the assets and liabilities, showing the financial condition of the corporation; a statement of financial activity for the fiscal year; an opinion of real and material properties, held by the corporation, as to its value and condition; a separate statement for each event or activity of the corporation showing income and expenses.

**Section 3** The Secretary shall prepare a complete and comprehensive written report covering his fiscal year showing his duties and responsibilities; shall have this written report in the hands of the President no later than the annual meeting, who in turn shall publicize same to all present at the annual membership meeting. Among other things, his report shall specifically include: a summary of memberships, number of meetings held, voting tabulations, and number of amendments enacted; a full description of all activities, including any income and expense, incurred in his position as liaison officer in directing affiliations with other groups.

**Section 4** The President shall prepare a complete and comprehensive written report covering his duties and responsibilities during his term. This report shall be publicized to all present at the annual membership meeting and shall include, among other things, specifically: A comprehensive summary of all activities accomplished by the corporation, a review of each committee report as outlined in Section 1 of this article; a summary of any commitments, obligations, and/or goals to be passed on to the succeeding officers.

**Section 5** The Past President shall prepare a complete and comprehensive report covering his activities during his term and deliver same to the President no later than the September annual meeting, who in turn shall publicize this report to all present at the annual membership meeting, and shall include among other things, specifically; complete reports on any seminar, workshop, convention, clinic, or other activity conducted under his chairmanship, and shall include a report covering all phases of planning and execution of the event, along with speaking contracts, schedules, attendance figures, budgets and comments.

**Section 6** After presentation, at the annual meeting, all reports in their entirety shall be correlated by the President and presented to the Board of Directors for approval at their first meeting following the annual meeting. Upon acceptance by the Board of Directors, the

Secretary shall file same in the permanent records of the corporation, and prepare a digest of same including a statement of the financial condition of the corporation. Upon approval of this digest by the President, the Secretary shall cause same to be published as an addendum to the Official Minutes of the Board of Directors meeting and in the next issued official publication of the Corporation.

**Section 7** Each person responsible for making reports shall submit such report in duplicate to the President. The President shall include one copy in his final report and deliver one copy to the incoming President for his distribution to the new committee chairman, for their use in performing their duties.

## ARTICLE XXII--AFFILIATIONS

**Section 1** The Board of Directors shall have authority to obligate the corporation, in accordance with, and limited by the Articles of Incorporation and these by-laws, in affiliating this organization with the Professional Photographers of America, Inc. (PPA), or any other group or association, in which the objects and purposes of such affiliations shall be a direct benefit to the entire membership of the corporation.

**Section 2** The Board of Directors shall vote annually in approving all affiliations with any other group; shall designate the Secretary to act as liaison officer between this corporation and all other affiliated groups, unless specifically designated otherwise within these by-laws, and shall further direct the Secretary to take complete charge in dispensing the obligations incurred by this corporation upon the involvement of such affiliations.

**Section 3** The Secretary may appoint any number of members to assist him in executing his duties in directing these affiliations; shall prepare any reports or accounting of activities immediately upon the request of the Board of Directors.

**Section 4** All financial transactions between this corporation and any other affiliated group shall be reviewed and approved by the Board of Directors.

**Section 5** The Secretary shall make a complete and comprehensive written report covering each separate affiliation, including activities and financial arrangements for the fiscal year; such report to be completed as outlined under Article XXI of these by-laws.

## ARTICLE XXIII--EMBLEM

**Section 1** The Board of Directors may authorize the creation of a device to symbolize "Photography" with the "Professional Photographers of Nebraska, Inc."

**Section 2** This device or emblem shall then be issued to its members under a controlled distribution method.

**Section 3** The Board of Directors shall establish rules and regulations as to the use of the Corporate emblem; and further to establish regulations covering violations in the use of the emblem, including appropriate penalties.

**Section 5** The chairman of the membership committee shall maintain proper records concerning any violation of the use of the emblem, and shall make a complete report to the President upon request.

a. The Membership Chairman may at his option, turn any suspected cases of violations of use over to the Ethics Committee for investigation and report, along with a recommendation for action to be taken against the violator.

## ARTICLE XXIV--HONORS AND AWARDS

**Section 1** The Board of Directors may establish honors and/or awards for the corporation members and others in recognition of exceptional and outstanding ability in photography and/or its allied arts; in recognition of outstanding services to or for this corporation; and shall establish the rules and regulations governing the bestowal of these honors and awards.

**Section 2** Upon establishment of any honors and/or awards by the Board of Directors, the formulation of rules and regulations governing the bestowal of said honors and awards; it shall be the duty of the committee on Education, Standards and Honors to carry out the required regulations as set forth by the directors and to bestow any such honors and/or awards upon the recipients.

**Section 3** The Chairman of the committee on Education, Standards and Honors shall keep proper records of these aforementioned recognitions and make a complete report to the President and/or Board of Directors upon request. The Secretary shall file such records in the permanent records of the corporation.

**Section 4** The Board of Directors may, at its option, delegate the provisions of this article to one or more boards or commissions. In the event that these provisions are delegated to a board or commission shall establish their own operating procedures, subject to the approval of the Board of Directors; shall be responsible for all record keeping; and shall file periodic reports to the Board of Directors as requested; and shall compile an annual report as prescribed in Article XXI of these by-laws., which report shall specifically include a review of their activities, procedures, and action of the fiscal year in addition to other things.

## ARTICLE XXV--REMOVAL OF MEMBERS

**Section 1** Any member of this corporation who deliberately undertakes any activities to undermine, discredit, or legally entangle the Corporation; or who is found to have violated the "Code of Ethics" shall be unworthy of "membership in good standing" in this association.

**Section 2** Anytime charges are preferred against a member for actions described above, disciplinary procedures as outlined in "Roberts Rules of Order" for offenses in or outside a meeting must be followed. Upon return of a guilty verdict, the Board of Directors shall have authority to impose any or all of the following remedies;

a. Revoke said members membership in the corporation for a period of time deemed appropriate in relation to the seriousness of the offense.

b. Bar said member for attendance at activities or events of the corporation for such period of time as is appropriate.

c. Revoke any or all of said members credits towards any degree, honor or award.

d. Take any other action, including legal action, against said member as may be deemed appropriate for the seriousness of the offense.

**Section 3** At the option of the Board of Directors, any member who has had his membership revoked, may be entitled to a refund of any unused portion of the current years membership dues, or the Board of Directors may elect to make the action effective at the beginning of the next fiscal year.

**Section 4** In any trial committee proceeding, the Board of Directors and officers shall set as the trial committee with the President and Vice President serving as Trial Managers and the Immediate Past President as the chair.

## ARTICLE XXVI--REMOVAL OF OFFICERS AND DIRECTORS

**Section 1** Any officer, director, or trustee who fails to perform their duties as prescribed in these by-laws, shall be deemed unworthy of their position within the corporation and may be removed from their position within the corporation by a majority vote of the directors by secret ballot. Further they may be subject to the provisions of Article XXV, section 2 above.

**Section 2** Any vacancy created by the removal of any officer or member of the Board of Directors shall be fulfilled as prescribed in other articles of these by-laws, concerning vacancies on the Board of Directors.

## ARTICLE XXVII--RULES OF ORDER

**Section 1** In all questions of procedure not specifically covered by these by-laws, the current edition of "Roberts Rules of Order" shall prevail.

## ARTICLE XXVIII--AMENDMENTS

**Section 1** The directors of this corporation may alter, amend, or repeal any or all of these by-laws at any meeting regularly called and held, provided:

**a.** The proposed change (s) have been prepared in written form conforming to the structure of these by-laws.

**b.** The proposed change(s) and documentation to support the requested change(s) are mailed to all Board members, by the \_\_\_\_\_ person requesting the change(s), prior to a regularly called Board meeting.

**Section 2** Any changes proposed at a Board meeting shall be tabled for 10 days to give the Board time to review and consider the changes. At that time, hearing no objections or alterations to the proposed change, a vote may be called by the \_\_\_\_\_ President via e-mail. 100% participation in voting is required. Changes to the by-\_\_\_\_\_ laws require a 2/3 majority vote.

**Section 3** Any member of the corporation in good standing may request a by-laws revision by presenting a written request, signed by five (5) Active members in good standing, to the President.

**a.** Upon receipt of same the President shall forward the request to the by-laws chairman for preparation and distribution as described \_\_\_\_\_ in Section 1 of this article, for action by the Board of Directors at \_\_\_\_\_ their next regularly held meeting.

**Section 4** Should a situation of extreme urgency exist that will affect the corporation as a whole, the Board of Directors may, by declaring an emergency, and by a 2/3 majority vote, waive Sections 1 and 2 of this article.

**a.** Once an emergency has been declared, any member of the Board of Directors may verbally introduce an amendment to these \_\_\_\_\_ by-laws.

**b.** Any amendment enacted by the Board of Directors under this Section shall become effective immediately upon a favorable vote \_\_\_\_\_ by a 2/3 majority of the Board.

**c.** It shall be the duty of the by-laws chairman to prepare the official written form of the amendment and distribute same to each board member.

## APPENDIX 1 TO THE BY-LAWS OF THE PP OF N FELLOWSHIP

### The Fellowship Award

#### Section 1

Exceptional ability in photography, or in the arts and crafts involved in production of finished photographs, or exceptional services rendered to the photographic profession and for industry and for the Association, shall be recognized by the Association through the award or bestowal of credits and honors upon the individuals in the manner prescribed in this article.

**a. Honors, Description**

1. Silver Service Degree	S.S.D.
2. Gold Service Degree	G.S.D.
3. Diamond Service Degree	D.S.D.
4. Associate Fellow of Photography	A.F.Ph.
5. Fellow of Photography	F.Ph.
6. Diamond Fellow of Photography	D.F.Ph.
7. Honor Fellow of Photography	Hon.F.Ph.

**Such honors unless revoked shall be permanent.**

Recipients of honors may append to their names those indications of their status.

- b.** The Fellowship award system of the PPofN, Inc. was authorized June 7, 1971, to be retroactive and eligible for Service and Print Honor Credits as of May 1, 1971.
- c.** The Fellowship Award System of the PPofN Inc. was amended and revised May 20, 1985.
- d.** The Fellowship Award System of the PPofN, Inc. was amended and revised Jan. 25, 1988.
- e.** The Fellowship Award System of the PPofN, Inc. was amended and revised September 10, 1989.
- f.** The Fellowship Award System of the PPofN, Inc. was amended and revised September 12, 1993.

#### Section 2

Fellowship representative is appointed by the President, policies, practices and regulations governing the establishing and awarding of honors shall be prepared, directed, and effectuated by the Representative and submitted to the President and Board of Directors.



## **Honors, Member**

### **Silver Service Degree of Photography Honor**

The designation of which shall be S.S.D. and with which shall be presented a silver medallion hung on a white ribbon to be hung around the neck. It shall be awarded solely to members of the Association who have accumulated 35 credits of which all shall be service credits.

### **Gold Service Degree of Photography Honor**

The designation of which shall be G.S.D. and with which shall be presented a gold medallion hung on a yellow ribbon to be hung around the neck. It shall be awarded solely to members of the Association who have accumulated an additional 45 credits (a total of 80 credits) of which all shall be service credits.

### **Diamond Service Degree of Photography Honor**

The designation of which shall be D.S.D. and with which shall be presented a gold medallion hung on a black ribbon marked with an implanted diamond, to be hung around the neck. It shall be awarded solely to members of the Association who have accumulated an additional 45 credits (a total of 125) of which all shall be service credits.

### **Associate Fellow of Photography Honor**

The designation of which shall be A.F.Ph. and with which shall be presented a silver medallion hung on a red ribbon to be worn around the neck. It shall be awarded solely to members of the Association who have accumulated a minimum of 25 credits, no less than 15 service and 10 print credits.

### **Fellow of Photography Honor**

The designation of which shall be F.Ph. and with which shall be presented a gold medallion hung on a blue ribbon to be worn around the neck. It is to be awarded solely to members of the Association who are practicing photographers or photographic workers who have accumulated an additional 25 credits no less than 15 service and 10 print credits (or a total of 30 service and 20 print credits).

### **Diamond Fellow of Photography Honor**

The designation of which shall be D.F. PH. and with which shall be presented a diamond shaped medallion with the shape of Nebraska, a diamond to be implanted by the city where the recipient lives. It is to be hung on a burgundy ribbon and worn around the neck. This is the highest fellow of photography degree awarded and requires a total of 80 service credits and 35 print credits earned under the current established rules.

### **Honorary Fellow of Photography**

The designation of which shall be Hon. F.Ph. and with which shall be presented a gold medallion hung on a purple ribbon to be worn around the neck. It is awarded solely to recognized exceptional service rendered to the photographic profession. It may be bestowed upon members of the Association or to other persons meriting such honors, provided this honor shall have been approved by the Board of Directors. A recipient thus honored must have contributed to and enhanced the image of professional photography in Nebraska.

**Section 3**

Certificate of Credits--Credits shall be awarded to individual practicing photographers, photography studio workers, retouchers, colorists, and others engaged in the production of finishing of photographs (providing that they are members of the association) for services and achievements as specified herein. A detailed and accurate record of such credits and the recipients thereof shall be maintained by the Fellowship Representative in a suitable covered binder. Each member of the Association shall have a continuing record of photographic data and history of that member.

The binder and its contents shall be the permanent record for the Association. Reports in writing verifying recognized programs and print and trophy honors, services performed as to when and where and title, shall be strictly recorded.

**Section 4**

The Certification of Credit shall be of a type suitable for display and in the manner following; upon the face of each such certificate shall be the number of credits, the degree obtained and the date of issuance. Each certificate must be signed by the President and the Fellowship Chairman.

**Section 5**

The Board of Directors shall, when conditions make such action advisable, establish additional regulations concerning the insignia and method of wearing the same of the addition thereof devices indicating further achievements upon the part of the individuals possessing one or more of the degrees.

a. A gavel to be placed on the right hand ribbon of insignia shall designate those who have served the Association as President.

b. A gold bar denoting 25 additional credits earned with exactly the same criteria as the ribbon that bar will hang, with the exception of the Diamond Fellow of Photography which may be any 25 additional credits, will be awarded and worn on the medallion ribbon.

c. One half of the service credits needed for any honor or award must be obtained by service to our state. Records for unapplied, out of state, service credits will be maintained for one year only. At that time any unapplied, out of state credits will not be applicable.

Synopsis

Silver Service Degree.....	35 Service Credits
Gold Service Degree.....	80 Service Credits
Diamond Service Degree.....	125 Service Credits
Associate Fellow of Photography.....	10 Print / 15 Service Credits
Fellow of Photography.....	20 Print / 30 Service Credits
-Gold Bars for F.Ph. can be earned by earning an additional...	10 Print / 15 Service Credits
Diamond Fellow of Photography.....	35 Print / 80 Service Credits
-Gold Bars for D.F.Ph. can be earned with an additional 25 Credits in any combination of Service or Print Credits	

Credits used for Degrees and gold bars can be traded in for other degrees. Those bars and medallions would be returned to the PPN.

Both Service Degrees and Photography Degrees can be earned simultaneously.

## **PRINT CREDITS**

1. Purple Ribbon (prints scoring 85 and above)	2
2. Blue Ribbon (prints scoring 80-84)	1
3. Trophy Winners (each classification)	1
4. Trophy Winners (travelling)	2
5. Each National Merit Print	1
6. Art Modification by Artist on a photographers national merit print	1
7. Folio Winner (each classification)	1

## **ADDITIONAL INFORMATION**

1. No more than 10 Service Credits and 8 Prints Credits awarded per year.
  - a. Board Members may earn up to 15 Service Credits in one year.
2. No less than 15 Service credits and 10 Print Credits for Associate and Fellow of Photography Awards.
3. The executive committee has the power to recommend the removal of credits provided it is passed by a 2/3 majority of the executive council
4. One additional service credit shall be received for each five years of active membership in the state association.
5. Credit will be given for work and or prints going back only 1 year.
6. All speaking and or judging credits must be accompanied by proof of such.
7. Members failing to pay their dues within 90 days of their renewal date shall forfeit all accumulated credits but not any ribbons already earned.
8. Print credits may be earned by active, associate, or colleague members only. Service credits may be earned by active, associate, colleague or firm members. Degrees may be conferred upon active, associate and colleague members only.
9. A new record sheet will be started if membership is renewed after the one year inactive period.
10. Hospitality committee workers must work at least 3 hours before becoming eligible for a credit.

**FELLOWSHIP AWARD AND CREDIT SYSTEM OF THE PPN, INC.,**

**CREDITS FOR DEGREES**

	P/S
1. Silver Service Degree.....	35
2. Gold Service Degree.....	80
3. Diamond Service Degree.....	125
4. Associate Fellow of Photography.....	10/15
5. Fellow of Photography.....	20/30
6. Diamond Fellow of Photography.....	35/80
7. Gold Bar (additional credits).....	25

**SERVICE CREDITS**

1. State President.....	15
2. State Vice President/ Conference Chairman.....	15
3. Current Past President/ Conference Chairman.....	15
4. State Secretary & Treasurer, each.....	10
5. State Membership Chairman.....	8
6. State Publication Chairman.....	8
7. Other Directors of the Board.....	6
8. Fellowship Chairman.....	5
9. State Historian.....	2
10. Reps to the PPN Board (Ethics).....	2
CPP Certification.....	2
11. National Council.....	2
12. Other Local Officers.....	3
13. Committee Member (recommended by chairman).....	2
14. State Convention or seminar speaker.....	2
15. Panel Member.....	1
16. Out of state or district program or judge.....	2
17. Unpaid educational article published in National Magazine.....	1
or a series of articles in our association publications.	
18. State Education and Standards and Honors.....	1

**APPENDIX II--TO THE BY-LAWS OF THE PPOfN**  
**CERTIFIED PROFESSIONAL PHOTOGRAPHER**

The PPOfN CPP Program

**Section 1** Certification Commission

1, The PPOfN shall have a Certification commission consisting of one (1) chairman and one (1) Vice-Chairman, to be appointed by the PPN President to serve during his/her term of office. This one/two member commission will handle state responsibilities for the certification program following the guidelines of the Professional Photographers of America, and shall act as liaison for the state of Nebraska in reference to this program. The commission shall make regular reports to the PPN Board on any projects, programs or functions and shall be responsible to the PPN board for accountability.

**Section 2** Funding

2. Operational funding for the commission shall be vouchered from the general treasury of the PPN, following all existing rules of operation.

**Section 3** Emblem

3. The initials CPP and the emblem were registered with the Secretary of State, State of Nebraska, on 20 December 1979. The initials CPP were registered as the trademark of the PPN Inc. The emblem consisting of the words Certified Professional Photographer and the trademark of the PPA, Inc. were registered as the service mark of the PPN Inc.

**APPENDIX III--TO THE BY-LAWS OF THE PPN  
ETHICS COMMITTEE**

1. The Ethics Committee shall consist of three Active status members of the Professional Photographers of Nebraska Inc. and a legal counsel appointed by the PPN board of directors.
2. The committee shall be chaired by one member as periodically appointed by the PPN board of directors and said chairman shall appoint one other committee member. The third member of the committee shall always be the sitting president of the Professional Photographers of Nebraska Inc..
3. To insure confidentiality, the chairman of the committee shall field all allegations and complaints and other members of the committee shall be involved only when deemed necessary by the chairman.
4. In the event that allegations or complaints are received involving a member of the committee, that member shall immediately be disqualified until such time as actions regarding those allegations or complaints have been satisfactorily concluded. In the event that allegations or complaints are received involving the committee chairman, the chairman shall immediately defer to PPN president who shall act as committee chairman, until satisfactory conclusion.
5. The Ethics Committee will not under any circumstances act upon any verbal allegations. Any and all allegations must be received in writing and must be accompanied by a separate cover letter by the person making the allegations (hereinafter referred to as the "complainant") authorizing the committee to send a photocopy of the allegations or complaints to the person against whom the allegations are made, (hereinafter referred to as the "respondent").
6. A file will be opened upon receipt of written allegations regarding:
  - a. A violation of the Code of Ethics.
  - b. False claims regarding honors, degrees, merits, or credits earned.
  - c. Business practices which may be deemed unprofessional.
7. Upon receipt of the above mentioned complaint and separate cover letter, the committee chairman will immediately notify in writing , the respondent of:
  - a. The allegations or complaints that have been received. Exact photocopies of the complaint shall be sent to the respondent.
  - b. A copy of these procedures shall also be sent to the respondent.
  - c. The names and addresses of the complainant and the Ethics Committee chairman.
  - d. The respondent is requested to respond to the allegations within 14 days from the date of the mailing to the respondent. The response shall be in writing and returned to the Ethics Committee chairman.
  - e. If the respondent is not a member of the Professional Photographers of Nebraska Inc., he/she may advise the committee in writing that :
    1. Respondent would welcome and comply with mediation provided by the Ethics Committee.
    2. Respondent declines mediation, in which case the file will immediately be closed.
8. The complaint shall receive a copy of the notification that is sent to the respondent.
9. If the respondent does not respond within the required 14 days as mentioned in Section 7.d above, a second notification shall be sent by certified mail, return receipt requested, again requesting a response to the allegations. The respondent shall be also be advised that these

procedures require their cooperation along with a full and complete disclosure of material facts in order for the committee to conduct a proper investigation and evaluation. If respondent is a member of the Professional Photographers of Nebraska Inc., failure to respond could result in immediate expulsion from the association and notification of other interested associations and/or agencies.

**10.** If after review of the complaint and response, the committee chairman determines that additional information is needed, a letter requesting such additional information shall be sent to the necessary parties.

**11.** If after review of all materials, the committee chairman determines that:

**a.** The allegations are without merit or outside the jurisdiction of the committee, the file shall be closed and all parties so notified.

**b.** The chairman alone is unable to make a judgment, other members of the committee and/or legal counsel shall be notified.

**c.** A hearing is necessary and all parties shall be requested to attend said hearing at a time and place determined by the committee. Any such hearing shall be conducted impartially so as to protect the rights of all concerned. Complainant or Respondent may waive in writing their appearance at said hearing if so desired.

**12.** After the committee has completed its investigation, review, and hearing if any, the committee shall:

**a.** Close the files upon determination that allegations are without merit or outside the jurisdiction of the committee and all parties shall be so notified.

**b.** Make its recommendations for satisfactory conclusion and all parties shall be so notified.

**c.** Make its recommendations to the board of directors of the Professional Photographers of Nebraska Inc.

**13.** The board of directors of the Professional Photographers of Nebraska Inc. shall after a complete review of the proceedings and recommendations made by the committee, take appropriate action and all parties shall be so notified of their decisions and final disposition of said complaint. All such notifications shall be prepared by the corporate secretary and delivered to all parties via certified mail over the president's signature, a copy of which shall be retained in the permanent files of the Professional Photographers of Nebraska Inc.

**14.** The Ethics Committee requests that the complainant notify the committee chairman upon resolution of the complaint.

## APPENDIX IV--SCHOLARSHIP PROGRAM

**Section 1** There shall be a standing committee under the jurisdiction of the Awards, Standards, and Honors Committee, who shall be responsible for the administration of the Scholarship Program.

**Section 2** The chairman shall be annually appointed by the President and must be one of the Board of Directors, and should be one of the officers, e.g. the Secretary.

**Section 3** The chairman shall report as often as necessary to the board of Directors concerning the activities of the committee.

**Section 4** Method of awarding Scholarships

**a.** The PPN shall annually award one (1) scholarship not to exceed \$500.00 in value, to be used at the PPA affiliated school of the recipients choice. Scholarship must be used within the calendar year of its receipt and is not transferable. It has no cash value.

**b.** The scholarship shall be annually awarded to a deserving individual, based upon their application. Recipients of the scholarship shall be ineligible to reapply for a period of three (3) years from the date of their acceptance.

**c.** Any member of the association may participate in the scholarship program.

**Section 5** The chairman must notify, in writing, the winning person providing the following information: Details as to choice of schools, "MUST BE USED IN THIS CALENDAR YEAR" notice, application process and an acceptance/denial form that must be signed to the chairman within 15 days.

**a.** When the recipient accepts the scholarship, the chairman shall report same to the Board of Directors and forward the recipients name and address to the school along with payment of tuitions.

**b.** When the recipient rejects the scholarship, the chairman shall report the same to the board and shall conduct a drawing from among the applicants to determine as alternate, notifying the alternate and determining their acceptance or rejection. This process shall continue until the scholarship if accepted.

**Section 6** Should the recipient later elect not to use his scholarship, it shall be the recipients obligation to notify the chairman of his change in acceptance and relinquish the scholarship to one of the alternates.

**Section 7** Each member desiring to be considered for a scholarship under this program shall complete an application for same and return it to the chairman of the committee. The chairman shall hold applications until such time as the scholarship has been awarded, accepted and used. Once the scholarship has been used, all applications remaining shall be destroyed and new applications accepted for the next year scholarship.



**APPENDIX V--TO THE BY-LAWS  
PROFESSIONAL PHOTOGRAPHER OF NEBRASKA**

**PUBLIC RELATIONS**

**Section 1 PURPOSE**--One of the primary purposes of PP. of Nebraska as described in the Articles of Incorporation is to "promote the common business interest and improve the business conditions of those engaged in the photography business". Therefore, the Public Relations Committee shall be responsible for creating, promoting and distributing press releases to the membership, appropriate media and the general public.

**Section 2 CHAIRMAN**--The Chairman of the Public Relations Committee shall be appointed from the Board of Directors of PPN by the President.

**Section 3 DUTIES**--

**a.** Pertinent, timely press releases shall be available to all members attending programs, receiving print or fellowship awards, election to office or Board of Directors and scholarship recipient. In addition, the Public Relations Committee shall be responsible for informing local media of upcoming PPN events in their area (i.e. seminars, conventions, exhibits).

**b.** Any releases of public information by PPN shall be cleared through the chairman of this committee.

**c.** All releases made by this committee shall benefit the corporation as a whole and shall not benefit individual members to the exclusion of the general membership.

**Section 4 FUNDING**--Funding for this committee will be through the general treasury. No commercial advertisement may be place in any outside media without the express consent of the Board of Directors of PPN.

**APPENDIX VI --PROFESSIONAL PHOTOGRAPHER OF NEBRASKA  
PROFESSIONAL PHOTOGRAPHERS OF AMERICA  
NATIONAL AWARD PROCEDURES**

The Professional Photographers of America, National Award, as presented by the Professional Photographers of Nebraska, is awarded for service to professional photography with emphasis on service to the Professional Photographers of Nebraska.

The National Award may be awarded to a husband/wife team.

Nominations must come from the Professional Photographers of Nebraska Board of Directors or any past National Award recipient.

Any person nominating an individual for the award must submit a written recommendation listing the qualifications for nomination. Any person's name submitted for nomination shall remain on the list of nominees indefinitely.

Any PPN member shall be entitled to inspect the list of nominees upon request. The award recipients name shall be held in confidence by the selection committee until the award ceremony.

**SELECTION COMMITTEE**

The National Award selection committee shall consist of the three immediate past recipients and the PPN immediate past president.

Joint winners (i.e.; husband/wife), are considered one recipient--one vote.

The next to last recipient shall act as chairman of the selection committee.

In the event that the chairman of the selection committees unable to fulfill his/her duties, the PPN immediate past president shall assume the duties of chairman. If any other members of the selection committee are unable to fulfill their duties, the chairman shall appoint a new committee member from the list of past recipients.

The selection meeting will be held at the chairman's discretion and held no later than the PPN January winter seminar.

The award presentation shall be at the PPN convention.

It is the chairman's responsibility to notify the award recipients family immediately after the selection is made.

The list on nominees along with their resumes shall be maintained by all current members of the selection committee and forwarded to incoming committee members.

The National Award Committee is an honorary position and is not subject to compensation or reimbursement of expenses. In extreme circumstances, the PPN Board of Directors may be petitioned for reimbursement of expenses. The PPN shall pay for the actual plaque, engraving, and lapel pin(s). The president of the PPN Board of Directors shall order a non-engraved plaque and lapel pin(s) from the PPA to be sent directly to the selection committee chairman who will then have it engraved with the recipient's name(s).

### **Appendix VII – Conflict of Interest Policy**

This conflict of Interest Policy of Professional Photographers of Nebraska: (1) defines conflicts of interest; (2) identifies classes of individuals within the Organization covered by this policy; (3) facilitates disclosure of information that may help identify conflicts of interest; and (4) specifies procedures to be followed in managing conflicts of interest.

1. Definition of conflicts of interest. A conflict of interest arises when a person in a position of authority over the Professional Photographers of Nebraska may benefit financially from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest of, or benefit to, such persons.
2. Individuals covered. Persons covered by this policy are the Professional Photographers of Nebraska's officers, directors, chief employed executive and chief employed finance executive.
3. Facilitation of disclosure. Persons covered by this policy will annually disclose or update to the Chairman of the Board of Directors on a form provided by the Professional Photographers of Nebraska their interests that could give arise to conflicts of interest, such a list of family members, substantial business or investment holdings, and other transactions or affiliations with the businesses and other organizations of those of family members.
4. Procedures to manage conflicts. For each interest disclosed to the chairman of the Board of Directors, the chairman will determine whether to: (a) take no action; (b) assure full disclosure to the Board of Directors and other individual covered by this policy; (c) ask the person to recuse from participation in related discussions or decisions with the Professional Photographers of Nebraska ; or (d) ask the person to resign, become subject to possible removal in accordance with the Professional Photographers of Nebraska's removal procedures. The Professional Photographers of Nebraska's chief employed executive and chief finance executive will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the Chairman on the Board of Directors in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.

Append7.doc jg 8/09 1 page

### **Appendix VIII – Whistleblower Policy**

This Whistleblower Policy of Professional Photographers of Nebraska: (1) encourages staff and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of the Professional Photographers of Nebraska; (2) specifies that the Professional Photographers of Nebraska will protect the person from retaliation; and (3) identifies where such information can be reported.

1. Encouragement of reporting. The Professional Photographers of Nebraska encourages complaints, reports or inquiries about illegal practices or serious violations of the Professional Photographers of Nebraska's policies, including illegal or improper conduct by the Professional Photographers of Nebraska itself, but its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects on which the Professional Photographers of Nebraska has existing complaint mechanisms should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment via the Professional Photographers of Nebraska's human resources channels, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.
2. Protection from retaliation. The Professional Photographers of Nebraska prohibits retaliation by or on behalf of the Professional Photographers of Nebraska against staff or volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but proves to be mistaken. The Professional Photographers of Nebraska reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.
3. Where to report. Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the bases for the complaints, reports or inquiries. They should be directed to the Professional Photographers of Nebraska's chief employed executive or Chairman of the Board of Directors; if both of those persons are implicated in the complaint, report or inquiry, it should be directed to the Vice President/President Elect. The Professional Photographers of Nebraska will conduct a prompt, discreet, and objective review or investigation. Staff or volunteers must recognize that the Professional Photographers of Nebraska may be unable to fully evaluate a vague or general complaint, report or inquiry that is made anonymously.



## Appendix IX – Document Retention and Destruction Policy

This Document Retention and Destruction Policy of Professional Photographers of Nebraska identifies the record retention responsibilities of staff, volunteers, members of the Board of Directors, and outsiders for maintaining and documenting the storage and destruction of the Professional Photographers of Nebraska's documents and records.

1. Rules. The Professional Photographers of Nebraska's staff, volunteers, members of the Board of Directors and outsiders (i.e., independent contractors via agreements with them) are required to hone these rules: (a) paper or electronic documents indicated under the terms for retention below will be transferred and maintained by the Human Resources, Legal or Administrative staffs/departments or their equivalents; (b) all other paper documents will be destroyed after three years; (c) all other electronic documents will be deleted from all individual computers, data bases, networks, and back-up storage after one year; and (d) no paper or electronic documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation or proceeding or private litigation.
2. Term for retention.
  - a. Retain permanently:
    - Governance records-Charter and amendments, Bylaws, other organizational documents, governing board and board committee minutes.
    - Tax records-Filed state and federal tax returns/reports and supporting records, tax exemption determination letter and related correspondence, files related to tax audits.
    - Intellectual property records-Copyright and trademark registrations and samples of protected works.
    - Financial records-Audited financial statements, attorney contingent liability letters.
  - b. Retain for ten years:
    - Pension and benefit records-Pension (ERISA) plan participant/beneficiary records, actuarial reports, related correspondence with government agencies, and supporting records.
    - Government relations records-State and federal lobbying and political contribution reports and supporting records.
  - c. Retain for three years:
    - Employee/employment records-employee names, addresses, social security numbers, dates of birth, INS form I-9, resume/application materials, job descriptions, dates of hire and termination/separation, evaluations, compensation information, promotions, transfers, disciplinary matters, time/payroll records, leave/comp time/FMLA, engagement and discharge correspondence, documentation of basis for independent

contractor status (retain for all current employees and independent contractors and for three years after departure of each individual).  
-Lease, insurance, and contract/license records-Software license agreements, vendor, hotel, and service agreements, independent contractor agreements (retain during the term of the agreement and for three years after the termination, expiration, non-renewal of each agreement).

d. Retain for one year:

All other electronic records, documents and files-correspondence files, past budgets, bank statements, publications, employee manuals/policies and procedures, survey information.

3. Exceptions. Exceptions to these rules and terms for retention may be granted only by the The Professional Photographers of Nebraska's chief staff executive or Chairman of the Board.

Append9.doc jg 8/09 2 pages



## Appendix X –Policy on the Process for Determining Compensation

This Policy on the Process for Determining Compensation of Professional Photographers of Nebraska applies to the compensation of the following persons employed by the Professional Photographers of Nebraska:

\_\_\_\_ The Professional Photographers of Nebraska’s chief employed executive<sup>1</sup> (Check if applicable)  
\_\_\_\_ Other Officers<sup>2</sup> or Key Employees<sup>3</sup> of the Organization by  
Title: \_\_\_\_\_

(Check if applicable; Supply Titles)

The process includes all of these elements: (1) review and approval by the board of directors or compensation committee of the Professional Photographers of Nebraska; (2) use of data as to comparable compensation; (3) contemporaneous documentation and recordkeeping.

1. Review and approval. The compensation of the person is reviewed and approved by the board of directors or compensation committee of Professional Photographers of Nebraska, provided that persons with conflicts of interest with respect o the compensation arrangement at issue are not involved in the review and approval.
2. Use of data as to comparable compensation. The compensation of the person is reviewed and approved using data as to comparable compensation for similarly qualified person in functionally comparable positions at similarly situated organizations.
3. Contemporaneous documentation and recordkeeping. There is contemporaneous documentation and recordkeeping with respect to the deliberations and decisions regarding the compensation arrangement.

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1 Chief employed executive-the CEO, executive director, or top management official(i.e., a person who has ultimate responsibility for implementing the decisions of the Professional Photographers of Nebraska’s governing body or for supervising the management, administration, or operations of the Professional Photographers of Nebraska.

2 Officer-a person elected or appointed to manage the Professional Photographers of Nebraska’s daily operations, such as president, vice president, secretary, or treasurer. The officers of the Professional Photographers of Nebraska are determined by reference to its organizing document, bylaws, or resolutions of its governing body, or as otherwise designated consistent with state law, but at a minimum include those officers required by applicable state law. Include as officers the Professional Photographers of Nebraska’s top management official and top financial official (the person who has ultimate responsibility for managing the Professional Photographers of Nebraska’s finances.)

3Key Employee-an employee of the Professional Photographers of Nebraska who meets all three of the following tests: (a) \$150,000 Test: receives reportable compensation form the Professional Photographers of Nebraska and all related organizations in excess of \$150,000 for the year; (b) Responsibility Test: the employee (i) has responsibility, powers, or influence of the Professional Photographers of Nebraska as a whole that is similar to those of officers, directors, or trustees; (ii) manages a discrete segment or activity of the Professional Photographers of Nebraska that represents 10% or more of the activities, assets, income, or expenses of the Professional Photographers of Nebraska , as compared to the Professional Photographers of Nebraska as a whole; or (iii) has or shares authority to control or determine 10% or more of the Professional Photographers of Nebraska’s expenditures, operation budget, or compensation for employees; and (c) Top 20 Test: is one of the 20 employees (that satisfy the \$150,000 Test and Responsibility Test) with the highest reportable compensation from the Professional Photographers of Nebraska and related organizations for the year.

Append10.doc jg 8/09 2 pages

## **Appendix XI –Joint Venture Policy**

This Joint Venture Policy of Professional Photographers of Nebraska requires that the Photographers of Nebraska evaluate its participation in joint venture arrangements under Federal tax law and take steps to safeguard the Photographers of Nebraska's exempt status with respect to such arrangements. It applies to any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment, or exempt-purpose activity as further defined in this policy.

A. Joint ventures or similar arrangements with taxable entities. For purposes of this policy, a joint venture or similar arrangement (or a "venture or arrangement") means any joint ownership or contractual arrangement through with there is an agreement to jointly undertake a specific business enterprise, investment, or exempt-purpose activity without regard to: (1) whether the Photographers of Nebraska controls the venture or arrangement; (2) the legal structure of the venture or arrangement; or (3) whether the venture or arrangement is taxed as a partnership or as an association or corporation for federal income tax purposes. A venture or arrangement is disregarded if it meets both of the following conditions.

(a) 95% or more of the venture's or arrangements income for its tax year ending withing the Photographers of Nebraska's tax year is excluded from unrelated business income taxation (including but not limited to: (i) dividends, interest, and annuities; (ii) royalties; (iii) rent from real property and incidental related personal property except to the extent of debt financing, and (iv) gains or losses from the sale of property); and (b) the primary purpose of the Photographers of Nebraska's contribution to, or investment or participation, the venture or arrangement is the production of income or appreciation of property.

B. Safeguards to ensure exempt status protection. The Photographers of Nebraska will: (a) negotiate in its transactions and arrangements with other members of the venture or arrangement such terms and safeguards adequate to ensure that the Photographers of Nebraska's exempt status is protected; and (b) take steps to safeguard the Photographers of Nebraska's exempt status with respect to the venture or arrangement. Some examples of safeguards include:

- control over the venture or arrangement sufficient to ensure that it furthers the exempt purpose of the organization.
- requirements that the venture or arrangement gives priority to exempt purposes over maximizing profits for the other participants.
- that the venture or arrangement not engage in activities that would jeopardize the Photographers of Nebraska's exemption and
- that all contracts entered into with the organization be on terms that are arm's length or more favorable to the Photographers of Nebraska.

Append11.doc jg 8/09 1 page