



BYLAWS

PROFESSIONAL PHOTOGRAPHERS GUILD OF COLORADO SPRINGS, INC.

ARTICLE I - MEMBERSHIP

Section 1. Types of Membership

A. Individual Membership

- 1) Individual Membership shall be extended to individuals who:
 - a. are actively engaged in the profession of photography;
 - b. derive, or seek to derive, a portion of their income from such photographic activities;
 - c. are at least 18 years of age;
 - d. agree to abide by the PPGCS Code of Ethics and Bylaws.
- 2) Individual Members shall have the right to hold office in the Guild and vote with respect to its affairs. An Individual Member shall be entitled to one (1) vote.
- 3) An applicant for Individual Membership must submit a completed Membership Application Form which shall include their signature on the PPGCS Membership Agreement Form and payment of applicable membership dues.
- 4) An Individual Member shall be entitled to use the PPGCS logo or trademark, and membership affiliation as credentials so long as he/she maintains his/her membership in good standing.
- 5) Individual Membership includes all current Guild member benefits

B. Firm Membership

- 1) Firm Membership shall be extended to firms or businesses who:
 - a. are actively engaged in professions related to the photography industry, such as: studios and photo labs;
 - b. agree to abide by the PPGCS Code of Ethics and Bylaws.
- 2) Principals and Employees of the Firm shall have the right to hold office in the Guild and vote with respect to its affairs. A Firm Membership shall be entitled to two (2) votes per Firm, regardless of the number of Firm representatives who are Guild members.
- 3) The Principals of a Firm applying for a Firm Membership must submit a completed application form which shall include:
 - a. the signature of a Principal or owner on the PPGCS

- Membership Application Form;
 - b. a list of all employees;
 - c. the signatures of included employees on the PPGCS Membership Agreement Form;
 - d. payment of the applicable membership dues.
- 4) The Firm Membership affords Guild membership to all principals and employees of the firm who have signed the Membership Agreement Form.
 - 5) The Firm shall notify the Guild immediately of any changes in employee status, for employees listed under the Firm's Guild Membership.
 - 6) The Firm shall be responsible for their employee members, ensuring they abide by the terms of the Membership Agreement Form.
 - 7) The Firm and its principals shall be entitled to use the PPGCS logo or trademark, and membership affiliation as credentials so long as the Firm maintains its membership in good standing.
 - 8) Firm Membership includes all current Guild membership benefits.
- C. Student Membership
- 1) Student Membership is extended to one who:
 - a. is actively enrolled in a school and is interested in pursuing a career in photography; must present Guild with current student ID
 - b. agrees to abide by the PPGCS Code of Ethics, and Bylaws.
 - 2) Student membership classification is limited to a maximum of 4 consecutive years.
 - 3) Student Members shall not have the right to hold office in the Guild. A Student Member shall not be entitled to vote.
 - 4) An applicant for Student Membership must submit a completed application form that shall include his/her signature on the PPGCS Membership Agreement Form and payment of applicable membership dues. If the Student Member applicant is under 18 years of age, the signature of his/her parent or guardian is required on the Application Form
 - 5) A Student Member is not entitled to use the PPGCS logo, trademark or membership affiliation in any way.
 - 6) Student membership includes all current Guild member benefits
- D. Honorary Membership
- 1) Honorary Membership may be extended by the Guild's Board of Directors to deserving members who have retired from the profession.
 - 2) An Honorary Membership shall not be entitled to vote nor hold office. The Honorary Membership is not subject to membership dues.
 - 3) With the approval of the Board of Directors, an Honorary Member may use the PPGCS logo or trademark and honorary member affiliation.
 - 4) Honorary Membership includes all current Guild benefits.
- E. Prospective Members
- 1) Prospective members may visit the Guild one time at no charge
 - 2) Additional visits require membership or a per meeting charge

- 3) Prospective members have no right to vote, use Guild logo or trademark, hold office or use any current Guild benefits.

Section 2. Application for Membership

- A. Application may be made at any time with full payment of applicable dues.
- B. The Membership Committee shall review the application and process the application and establish membership.
- C. Dues paid shall be refunded in full if applicant is not approved for membership in the Guild.

Section 3. Term of Membership

- A. Membership in the Guild shall be on an annual basis, renewable on their anniversary of membership with payment of membership dues.
- B. Any member whose dues are delinquent for more than 90 days shall be dropped from the rolls of the Guild and relinquish all rights and privileges as a Guild member, including the right to use the Guild's logo, trademark and membership affiliation. Such member may be reinstated by paying dues.
- C. Former members who have been absent from the Guild for more than one year may be reinstated by applying again as a new member.

Section 4. Resignations, Termination of Membership, and Power to Take Disciplinary Action:

- A. Resignations
 - 1) Any member has the right to terminate his/her membership.
 - 2) Dues paid for the year will be forfeited and retained by the Guild as a result of such resignation.
 - 3) By resigning his/her membership, the member relinquishes all rights and privileges as a Guild member, including the right to use the Guild's logo, trademark or membership affiliation.
- B. Termination of Membership
 - 1) Any membership in this Guild may be terminated by the Board of Directors for violation of the Code of Ethics or the Bylaws. Notice of membership termination shall be in writing addressed to the member concerned.
 - 2) Dues paid for the year will be forfeited and retained by the Guild as a result of such termination.
 - 3) Upon termination of his/her membership, the member in question relinquishes all rights and privileges of Guild membership and no longer has the right to publicize his/her membership in the Guild or use the Guild's logo or trademark
- C. Disciplinary Action
 - 1) Charges may be brought by any member in good standing, in writing, to the Board of Directors, and copied to the member charged.
 - 2) The Board of Directors shall convene a Grievance Committee to conduct an investigation of the charges and to initiate such hearings as may be necessary. This committee shall be comprised of not less than three members in good standing.
 - 3) Any member against whom charges have been made shall be entitled to a hearing before the Grievance Committee.
 - 4) The Board of Directors shall be entrusted to abide by the decision of the

Grievance Committee unless the respondent requests an appeal with the Board of Directors. In this case, two-thirds vote of ALL members of the Board of Directors shall be necessary to sustain the charges, the decision to be rendered after a thirty-day period.

- 5) The Board of Directors shall also determine the nature of discipline after hearing the recommendations of the Grievance Committee

Section 5. Dues

- A. The annual dues of the Guild shall be determined by the Board of Directors.
- B. Dues are due on each member's anniversary of membership.
- C. A grace period of 30 days will be allowed, after which dues will automatically become delinquent.
- D. Dues must be paid in full for a member to have voting privileges.

Article II - NOMINATION AND ELECTION OF OFFICERS AND COMMITTEE CHAIRMEN

Section 1. The Officers and Committee Chairmen shall be elected at the Annual Membership Meeting, which shall be the first regular Guild meeting of the calendar year. Board members are elected to one-year terms. To hold office, all nominees must meet the appropriate criteria, as stated in Article II, Section 4 of these Bylaws.

Section 2. Prior to elections the Executive Committee shall elect a Nominating Committee. The Nominating Committee shall consist of no less than three members of the Board of Directors.

The Nominating Committee shall nominate a slate of officers. All nominations must be with the consent of the nominees. The slate shall consist of one candidate for each of the following positions: President, Vice President, Treasurer, Assistant Treasurer, Secretary, Member-at-Large, and chairmen of the standing committees.

This slate shall be presented to the general membership one month prior to elections.

Section 3. Election of Officers and Committee Chairmen shall be presented as a slate and be approved by Guild members.

Section 4. Eligibility for Office:

- A. Eligibility for Executive Office:
 - 1) The Executive Officers of the Guild comprise the Executive Committee and are listed in Article III, Section 8.
 - 2) Executive Officers shall be voting members in good standing.
 - 3) An Executive Officer shall have been a member for a minimum of 12 months before taking office.
 - 4) The President of the Guild must be a member in good standing of the Professional Photographers of America (PPA).
- B. Eligibility for the Board of Directors:
 - 1) The members of the Board of Directors of the Guild are listed in Article III, Section 9.
 - 2) Directors shall be voting members in good standing.

- 3) All the Directors shall each have been a member for a minimum of 12 months before taking office.

Section 5. Vacancies

- A. In the case of a vacancy in the office of President, the Vice President shall automatically assume the office of President to finish the term. In the event that the President is unable to complete his/her term and the Vice President is not qualified to assume the Presidency, the Board of Directors shall appoint an acting President to fill the vacancy until the next scheduled elections. The acting President must meet all the qualifications of the presidency.
- B. If a vacancy occurs on the Executive Committee, the Member-at-Large shall move to the Executive Committee. The Member-at-Large must meet the eligibility requirements of the vacancy being filled.
- C. The Assistant Treasurer shall take on the duties of Treasurer should the Treasurer position become vacant.
- D. All other Vacancies on the Board of Directors shall be filled by appointment by the President with two-thirds affirmative vote of a quorum of the Board Members.

Section 6. Assuming Office

- A. Officers and Committee Chairmen shall take office at the transfer of the President's gavel following the slate approval.
- B. All assets and records of the Guild shall be turned over to the newly elected officers in a timely fashion following elections.

ARTICLE III - DUTIES OF OFFICERS

Section 1. President

- A. The President shall preside at all meetings of the Guild, the Executive Committee and the Board of Directors. He or she shall be the Chief Executive Officer. He/she shall be an ex-officio member of all committees except the Nominating Committee.
- B. In the event the Treasurer is unavailable, the President shall have signature authority on all Guild accounts and shall have the authority to disburse funds as directed by the Board in accordance with the budget.
- C. The President shall inform the Secretary of all scheduled Guild meetings and Board meetings, and shall establish Board meeting agendas with the Secretary, so that notices can be sent well in advance.
- D. The President, along with the Vice President and the Executive Director, shall accomplish the duties and responsibilities of the Program Committee as set forth in Article IV.

Section 2. Vice President

- A. The Vice President shall assist the President in such matters as the President shall request. In the absence or inability of the President to act, the Vice President shall perform the duties of the President.
- B. The Vice President, along with the President and Executive Director, shall accomplish

the duties and responsibilities of the Program Committee as set forth in Article IV. The Vice President shall also serve as Chairman of the Nominating Committee.

Section 3. Treasurer

- A. The Treasurer shall be the sole receiver of all funds of the Guild, including dues, and receipts for programs for which a fee is charged. He/she shall deposit such funds in banks designated by the Guild. The Treasurer shall disburse all funds as directed by the Board in accordance with the budget.
- B. The Treasurer shall maintain an inventory of all assets of the Guild.
- C. In the event the Treasurer is unavailable, the President shall have signature authority on all Guild accounts and shall have the authority to disburse funds as directed by the Board in accordance with the budget.
- D. The Treasurer shall coordinate with the membership chairmen for all communication and records regarding Guild membership.
- E. He/she shall report on the Guild's financial status at each of the meetings of the Board of Directors and at the Annual Membership meeting.
- F. The Treasurer shall maintain a current list of the members.
- G. The Treasurer shall advise the Nominating Committee regarding the membership status of the slate.
- H. He/she shall be prepared for an audit of the books and other financial records at any time.
- I. The Treasurer shall train the Assistant Treasurer in all of the above-listed duties and responsibilities.

Section 4. Assistant Treasurer

- A. The Assistant Treasurer shall take on the duties of Treasurer should the Treasurer position become vacant.
- B. The Assistant Treasurer will be trained by the Treasurer in all duties and responsibilities.

Section 5. Secretary

- A. The Secretary shall be responsible to the President, the Board of Directors and the membership for all scheduling and notices of regular and special meetings or programs. He/she shall be required to coordinate all activities and functions of the Guild with the advice of the President and Executive Committee, the Board of Directors and other officials of the Guild.
- B. The Secretary shall attend to and disseminate the correspondence of the Guild and review written communications for conformance with the Bylaws of the Guild.
- C. The Secretary shall keep a record of the proceedings of all meetings of the Executive Committee and the Board of Directors and include in the minutes those in attendance and the Treasurer's report on the current financial status. The minutes shall be distributed to each member of the Executive Committee and Board of Directors as soon as possible following the business session of each body.
- D. Secretary shall oversee Guild communications (both internal and external) such as website, email, promotions and the like.

Section 6. Member-at-Large

- A. The Member-at-Large shall serve on the Board of Directors as the representative for

- the general membership of the Guild.
- B. He/she may serve on any committee of the Guild, as needed and at the discretion of the President, with the exception of the Budget, Membership, and Education Committees.
 - C. In the event of a vacancy on the Executive Committee, the vacancy shall be filled by the Member-at-Large, in accordance with Article II, Section 5 (Vacancies).

Section 7. Executive Director

- A. The Executive Director shall be appointed by the President and serve on the Board of Directors of the Guild. In the absence of an Executive Director, the duties of this position will be distributed by the President among the members of the Board of Directors.
- B. The Executive Director shall serve as liaison to National, Regional, State, and other photography organizations in order to coordinate the Guild's calendar schedule with the dates of conventions and quarterly meetings of PPA affiliates.
- C. The Executive Director, along with the President and Vice President, shall accomplish the duties and responsibilities of the Education Committee as set forth in Article IV.
- D. He/she shall, as required, renew the State of Colorado Articles of Incorporation filing for the Guild, renew the PPA affiliation and submit required fees in a timely fashion.
- E. The Executive Director shall be the Historian for the Guild. He/she shall be the repository for all artifacts of the Guild, including publications and memorabilia of PPGCS. As the Historian, the Executive Director shall also establish and maintain a photographic record of this Guild.

Section 8. The Executive Committee

- A. The Executive Committee shall consist of the Executive Officers of the Guild: President, Vice President, Treasurer, Secretary, and Executive Director.
- B. The Executive Committee shall meet at least once annually.
- C. The Executive Committee shall be responsible for managing the finances of the Guild.
- D. This committee shall steer the course of direction of the Guild.
- E. A majority of the members of the Executive Committee shall constitute a quorum for any regular or special meeting.
- F. All members of the Executive Committee are expected to attend all meetings of the Committee. Any Committee member who expects to be absent from a meeting shall notify the President
- G. The Executive Committee shall be responsible for maintaining a contract with the venue for the regular monthly meetings of the Guild.
- H. The Executive Committee shall accomplish the duties and responsibilities of the Membership Committee as set forth in Article IV, Section 2.

Section 9. The Board of Directors

- A. The Board of Directors shall consist of the members of the Executive Committee and the Assistant Treasurer, Member-at-Large, and the Chairmen of the Standing

Committees of the Guild.

- B. The Board of Directors shall have general supervision of the affairs of the Guild. It shall be the responsibility of the Board of Directors to approve any action taken in the name of the Guild.
- C. It shall be the duty of the Board of Directors to supervise the work of Committees.
- D. The Board of Directors shall meet at least four times a year. All members of the Board of Directors are expected to attend all meetings of the Board in their entirety. Any Board member who expects to be absent from a meeting is expected to notify the President.
- E. The Board of Directors shall be responsible for long-range planning for the Guild. Long range planning shall include reviewing the mission statement of PPGCS and developing short and long-term goals for the Guild. The Board of Directors shall maintain an awareness of the needs of the membership and ensure that these needs are addressed in the plans and goals of the Guild.
- F. The Board of Directors shall authorize the purchase, sale, or disposal of property. The Board shall maintain custody of all property of the Guild and arrange for the storage of such property. The Board shall ensure that adequate insurance coverage is maintained for all property of the Guild. The Treasurer shall keep an inventory of the property.
- G. The Board of Directors shall review the Bylaws and Articles of Incorporation annually. If changes are found necessary, the Board shall appoint a Bylaws Committee to refer the changes to the committee.
- H. Special meetings of the Board of Directors may be called by the President or by written request of four members of the Board. Except in an emergency, notices shall be communicated by the Secretary to arrive one week in advance of a meeting of the Board. The object of any special meeting shall be stated in the notice.
- I. A Majority of the members of the Board of Directors shall constitute a quorum for any regular or special meeting.

ARTICLE IV - COMMITTEES

Section 1. Organization and Responsibilities of Committees

- A. Each standing committee shall consist of a chairman who shall be elected at the Annual Meeting and such members as the President shall designate.
- B. Each ad hoc committee shall be appointed by the President and approved by the Board of Directors. The committee shall select a chairman at its first meeting.
- C. Standing and Ad Hoc Committees shall meet at the discretion of the President or their respective Chairman.
- D. Chairmen of the standing committees shall serve on the Board of Directors of the Guild and attend all meetings of the Board.
- E. Committee Chairmen shall be prepared to give a progress report at the meetings of the Board of Directors, as required by the President and at the Annual Meeting.
- F. Standing Committees
 - 1) The Guild may have the following standing committees and such others as the Board of Directors may authorize:
 - Budget

- Communications
- Fellowship Degree
- Social & Events
- Membership
- Print Competition
- Education
- Sponsorship

2) Standing Committees shall serve from January 1st until December 31st.

G. Ad Hoc Committees

1) The Guild shall have the following Ad Hoc committees and such other committees as the Board of Directors may authorize:

- Bylaws
- Grievance
- Nominating

2) Ad Hoc committees shall serve a specific project for the length of time that the project lasts.

Section 2. Duties & Descriptions of the Standing Committees

A. The Budget Committee shall consist of the Executive Committee and the Assistant Treasurer.

- 1) The Treasurer shall serve as Chairman and shall preside over the meeting.
- 2) This committee shall meet at least once each year to discuss finances for the coming year. This meeting shall take place during the final quarter of the current year.
- 3) The Budget Committee shall set an operating budget for the coming year and shall be responsible for keeping the Guild solvent.

B. The Communications Committee shall consist of the Secretary and additional members as needed.

- 1) The Secretary shall serve as Chairman.
- 2) This committee shall be responsible for communicating to the general membership each month regarding regular meetings and other events with the purpose of encouraging high attendance and participation.
- 3) Any public relations activities (i.e., press releases, presentations to external groups, communication to prospective members, etc.) from the Guild to the general public will be vetted by the Board of Directors.
- 4) This committee shall be responsible for the communication tools.

C. The Fellowship Degree Committee shall consist of a qualified, appointed Chairman and assistant(s), as needed, appointed by the chairman.

- 1) This committee shall administer the Degree Program of the Guild. The Chairman of this committee shall maintain the records of all merits received by the members of the Guild, as submitted on an annual basis by the members.
- 2) It shall also be the responsibility of this Committee to award the degrees

earned at the annual meeting.

- D. The Social & Events Committee shall consist of an elected Chairman, and assistant(s) as needed, appointed by the Chairman.
- 1)The elected Chairman will serve on the Board of Directors.
 - 2)The committee shall be responsible for planning and organizing additional events and opportunities to foster relationships among Guild membership.
 - 3)This committee shall also be responsible for providing the refreshments at the general membership meetings.
- E. The Membership Committee shall consist of an elected Chairman, and assistant(s) as needed, appointed by the Chairman.
- 1)The elected Chairman will serve on the Board of Directors.
 - 2)The committee shall be responsible for developing, maintaining, and building the Guild membership. Membership applications shall be received and processed by this committee.
 - 3)The Membership Committee shall be responsible for producing and maintaining the New Member Orientation Information Packet and welcoming new and prospective members.
 - 4)The committee, working with the Treasurer, shall be responsible for all communication related to new memberships, renewal of memberships, and maintenance of active membership records. Records of Guild members' membership for the Professional Photographers of America (PPA) will also be maintained by this committee.
 - 5)This committee shall be responsible for identifying the needs of members and prospective members and reporting its findings to the Board of Directors.
 - 6)Membership application forms shall be maintained by the Chairman, with any changes vetted by the Board of Directors.
- F. The Print Competition Committee shall consist an elected Chairman, and assistant(s) as needed, appointed by the Chairman.
- 1)The elected Chairman shall serve on the Board of Directors.
 - 2)The committee shall be responsible for the set-up and execution of the monthly print competitions at general meetings. The Chairman will maintain voting records for the year.
 - 3)The Chairman shall announce results of each monthly competition at the end of each general meeting. The Chairman shall be responsible for the annual awards and presentation of those awards at the end-of-year party.
 - 4)During a year in which the programming includes a juried print competition following PPA standards for such a competition, this committee shall be responsible for planning and executing all aspects of a juried competition, inclusive of ensuring jurors are scheduled, appropriate equipment and lighting is secured and ready for the competition, and coordinating all entries into the competition.
- G. The Education Committee shall consist of an elected Chairman, and assistant(s) as needed, appointed by the Chairman.
- 1)The Elected Chairman shall serve on the Board of Directors.
 - 2)This committee assists the Board of Directors with the planning and

implementation of meeting content and programming throughout the year. This may include activities such as selecting and vetting speakers to present to the Guild and providing content that benefits the general membership.

- 3) This committee, in coordination with the Secretary and Treasurer, shall be responsible for the implementation of workshops and coordination of securing outside speakers. This includes the communication with PPA to secure approval and associated paperwork for merits to be awarded to the speaker and class participants.
- 4) The Chairman shall serve as a liaison between PPA and the general membership.

H. The Sponsorship Committee shall consist of an Elected Chairman and the members appointed by that Chairman.

- 1) The Elected Chairman will serve on the Board of Directors.
- 2) This committee is responsible for securing external donations for the Guild's educational programming.
- 3) Proceeds received from secured donations shall be spent for educational programming and according to the direction of the Budget Committee and with Board approval. The same process will apply to donated items.

Section 3. Duties of the Ad Hoc Committees

A. The Bylaws Committee shall consist of no less than five (5) members and include the President, the Vice President and at least three (3) additional members appointed by the President; the President shall act as Chairman and Parliamentarian.

- 1) The Bylaws Committee shall be appointed whenever proposed changes to the Bylaws are needed or have been submitted to and approved by the Board of Directors.
- 2) This committee shall review and incorporate the approved changes to the Bylaws. The committee shall ensure no conflicts arise as a result of the changes. If there are conflicts, the Bylaws Committee shall report its findings and recommendations to the Board of Directors.
- 3) The Committee shall report to the Board of Directors with a draft of the revised Bylaws. Upon approval of the draft by the Board, the revised Bylaws shall be presented to the general membership for approval and adoption, in accordance with provisions in Article VII.
- 4) The Committee shall stand until the proposed changes are voted on and adopted by the membership.

B. The Grievance Committee and its Chairman shall be appointed by the President and should include not less than three members in good standing who are determined to be impartial with respect to both the complainant and the party against whom charges have been brought (no two members of this committee are to be from the same firm or business).

- 1) In the event that charges are levied against any member by another member, this committee shall be entrusted with the task of convening a hearing and

making a decision regarding the charges, in keeping with the guidelines set forth in Article I, Section 4.

- 2) The Committee shall report its findings and recommendations to the Board of Directors.

C. The Nominating Committee shall consist of the Vice President and two (2) additional members in good standing, elected by the Executive Committee. The Vice-President shall chair the committee. The President may not be a member of the Nominating Committee.

- 1) The Nominating Committee shall meet prior to the Annual Meeting to produce a slate of candidates to fill positions on the Executive Committee and Board of Directors. The Committee shall obtain the consent of the candidates. This Committee shall work with the Executive Committee, seeking their advice in selecting nominees. The Committee shall consult with the Treasurer to ensure the candidates are members in good standing. The Committee shall be responsible for preparing the presentation of the slate.
- 2) The Committee shall present the slate of candidates at the meeting prior to the Annual Meeting.
- 3) The slate is then presented to the general membership for approval at the Annual Meeting. The President will announce results.

ARTICLE V - MEETINGS

Section 1. A regular meeting of the Guild shall be held at least one time each calendar year. The regular meeting may be the Business Meeting, which shall be held once per year at which time elections will be held. The scheduling of meetings shall be the responsibility of the Board of Directors and communicated to the general membership.

Section 2. The Board of Directors shall meet at least once each quarter. It shall be the duty of the President to set the meeting dates and locations for meetings of the Board of Directors at the beginning of the year. The schedule for the year shall be on the agenda for discussion and official adoption, as required. Attendance shall be in accordance with Article III, Section 9 of these Bylaws.

Section 3. Notice of Board Meetings shall be distributed to members of the Board of Directors at least one week prior to the meeting date. All open meetings of the Board of Directors will be communicated to the general membership in a timely manner.

Section 4. Roberts Rules of Order shall govern the proceedings of all meetings of the Guild, except if otherwise provided for in the Bylaws.

Section 5. Quorum: Members present shall constitute a quorum in all regular and special meetings of the Guild, providing adequate notice has been given of such meetings.

Section 6. Voting: All members in good standing, as set forth in Article I of these Bylaws may vote on all matters before the Guild, in elections of Officers and Directors, and on motions to amend the Articles of Incorporation and/or Bylaws. This method shall be known as a roll call vote.

ARTICLE VI – FINANCES

- Section 1. The Fiscal Year of this Guild shall begin on January 1 and end on December 31.
- Section 2. Membership Dues shall be determined by the Board of Directors on an annual basis. Dues are payable as set forth in Article I, Section 5.
- Section 3. The Professional Photographers of America, Inc. or any PPA affiliate shall not be held liable for any financial or legal obligation of this Guild.

ARTICLE VII – AMMENDMENTS

- Section 1. Proposed changes to the Bylaws shall be presented in writing to the Board of Directors, referred to the Bylaws Committee for recommendation, and submitted to the general membership for adoption or rejection no later than three months following the original presentation.
- Section 2. These Bylaws may be amended, altered, or repealed and new Bylaws adopted by a two-thirds majority of the votes cast at either a regular monthly meeting, or at a special meeting of the membership. Any member in good standing may propose changes.
- Section 3. Duties of the Bylaws Committee are provided in Article IV, Section 3 of these Bylaws.
- Section 4. In the event that the Board of Directors unanimously vote for the dissolution of PPGCS, remaining funds shall first pay off any debts owed by PPGCS. After debt is paid in full, any excess funds shall be dispersed to charity or photography organizations by agreement of the Executive Board Members.
- Section 5. Implementing Procedures
- A. Changes to the Bylaws shall become effective immediately following adoption by the membership.
 - B. At the time of adoption of these Bylaws the membership requirements set forth in these Bylaws shall apply.
 - C. All seniority enjoyed by members of the present Board of Directors shall be retained and will be considered valid in qualifications for nominations in election of Officers.
 - D. The first Officers elected under these Bylaws will be so elected at the 2019 Annual Meeting of this Guild.
 - E. These Implementing Procedures shall be retained in future editions of the Bylaws as a matter of record.

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