

**Alberta**

**PPOC Alberta Bylaws  
2012**

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## **PREFACE**

That this body goes on record as recognizing the work done previously by the Alberta Professional Photographers Association, and that we give gratitude to those people who partook of that organization and brought it through the evolution process to its present form.

**PROFESSIONAL PHOTOGRAPHERS OF CANADA - Alberta Ltd. (PPOC Alberta)**

**BY-LAWS**

**1. OBJECTS & PURPOSES.**

- a) To advance photography and all its branches both as an art and a profession.
- b) To create, promote and maintain among its members
  - (I) cordial personal relations, co-operation, and social activities;
  - (ii) an interchange of thought, opinion and ideas;
  - (iii) a high standard of conduct.
- c) To oppose violation and infringements of the rights of professional photographers and/or their organizations.
- d) To propose and support legislation favourable to and to oppose legislation unfavourable or prejudicial to the interests of professional photographers.
- e) To consult and co-operate with any and all federal, provincial and local authorities having to do with the control and restriction of professional photographers' activities.
- f) To co-operate with other organizations whose objectives are similar to or compatible with those of the Association.
- g) To provide educational courses to further the advancement of photography and photographers in Alberta.

## 2. INTERPRETATION.

- a) In these By-Laws, unless the context otherwise requires, words imparting the singular number or the masculine gender shall include the plural number or the feminine gender as the case may be, and vice versa, and references to persons shall include firms and corporations.
- b) “Association” means the Professional Photographers of Canada -Alberta Ltd. (PPOC-Alberta)
- c) “Board” means the Board of Directors of the Association.
- d) “Branch” means a local Branch or Division of the Association.
- e) “By-Laws” means these By-Laws as amended from time to time.
- f) “Executive” means the Executive of the Association.
- g) “Branch Executive” means the Executive of a local Branch or Division of the Association.
- h) “Member” means Member of the Association as hereinafter provided.
- I) “PPOC” means Professional Photographers of Canada.
- j) “Photographer” means photographer, specialist and creators/manipulators of digital images.

**3. AFFILIATION**

- a) The Association shall seek and continue affiliation with the Professional Photographers of Canada as the membership may direct, paying dues and contributing a voting delegate as PPOC may require. Further, the Association pledges to abide by the PPOC constitution and bylaws.

#### **4. MEMBERSHIP**

The individual membership structure classifications are:

##### **Accredited Member**

Open to persons engaged in the practice of professional photography who have been awarded a PPOC Accreditation.

- a) Will receive all benefits of membership,
- b) May use the PPOC logo,
- c) May enter image competition and receive awards,
- d) May vote and hold office at all levels of PPOC where eligible.

##### **Active Member**

Open to existing Active Members at the time of the implementation of these bylaws. (May 2010)

- a) Will receive all benefits of membership,
- b) May use the PPOC logo,
- c) May enter image competition and receive awards,
- d) May vote and hold office at all levels of PPOC where eligible.

##### **Observer**

Open to anyone with an interest in photography.

Will receive all the benefits of the membership with the following exclusions:

- a) May not vote,
- b) May not hold office,
- c) May not receive any awards in image competition, unless so designated,
- d) May not use the PPOC logo, regalia of the Association, or refer to PPOC in any form of advertising,
- e) May not receive promotion by the Association,
- f) May not represent himself or herself as a member of the Association.

##### **International Membership**

Open to persons residing outside of Canada's provinces who are engaged in the practice of professional

Photography.

- a) May not hold office, at any level of PPOC,
- b) May not receive any awards in image competition, unless so designated,
- c) May not vote at the AGM, may not use the PPOC logo, regalia of the Association, or refer to PPOC in any form of advertising, until such time an accreditation has been earned,
- d) Exempted from requirement to belong to a regional affiliate.

##### **Retired Member**

Open to Active and Accredited Members who are no longer engaged in the practice of professional photography and who have been Members for at least ten years.

Have all benefits of Active or Accredited membership, with the following exclusions:

- a) May not receive promotion by the Association

### **Honorary Life Member**

A membership category occasionally bestowed upon an Active or Accredited Member for services to the Association. Have all benefits of Active or Accredited membership.

### **Trade Members**

Open to a business offering goods and services to the photographic profession.

Use of the PPOC logo with the word Trade appearing beneath it. Will receive all the benefits of Active and Accredited membership with the following exclusions:

- a) May not vote,
- b) May not hold office,
- c) May not compete in image competition,
- d) May not submit images for accreditation,
- e) Exempted from requirement to belong to a regional affiliate.

### **Student Member**

Open to persons attending a PPOC recognized photography school on a full-time basis.

Entitled to all of the benefits of Observer category, and in addition:

- a) May enter image competition and be eligible for student awards.

### **Graduate Student Member**

Open to persons within 2 years of graduation from a PPOC recognized photography school.

A Graduate Student Members shall be entitled to all benefits of Observer category.

### **School Member**

Open to any school of photography recognized as such by PPOC.

Students of member schools:

- a) are not automatically individual student members
- b) May attend all PPOC functions at student rates
- c) May enter image salon and be eligible for student awards

### **Educator Member**

Open to any person who teaches professional photography in a college program that is recognized by PPOC and is employed by the college on a full-time basis is recognized by PPOC as a Practicing Professional Photographer. Entitled to all of the benefits of Observer category.

**(E) TERMINATION OF MEMBERSHIP**

- (i) Any member may terminate his or her membership in the Association by submitting a written notice of resignation.
- (ii) Any member may be expelled from membership in the Association by the Board for failure to pay annual dues or noncompliance with these By-Laws or Code of Ethics as hereinafter provided.
- (iii) If such withdrawal is desired, notice may be served at any time during any calendar year but a full calendar year commencing on January 1 of the following year following the required notice shall elapse before such notice and withdrawal becomes effective.
- (iv) A condition of withdrawal shall be the loss of all rights and privileges of membership in PPOC and PPOC-Alberta.
- (v) Dues payable by the Member for the calendar year until expiry of the required notice of withdrawal shall be paid in full to PPOC-Alberta. If a member terminates their membership, no portion of their dues shall be refunded.

**5. MEMBERSHIP DUES**

The dues for membership in the Association shall be set by the Board of Directors at their discretion. These dues may be amended from time to time, as they see fit.

**6. TRANSFER OF MEMBERSHIP BENEFITS**

A member in good standing may transfer from our provincial association to another without loss of membership status or benefits provided they have met all the membership requirements.

## 7. **CODE OF ETHICS**

### **Part I.**

- a) The Association shall have a Code of Ethics as hereinafter set out, whose objects shall be:
  - (I) To enhance and ennoble the status of professional photography;
  - (ii) To enhance the profession of photography and to raise the general standard of photographic craftsmanship and the quality of photography.
- b) It shall be a condition of membership in the Association that, upon admission as a member, each new member shall subscribe to the Code of Ethics of the Association, and so long as they remain a member of the Association, each member shall adhere to the Code of Ethics.
- c) The Code of Ethics shall be incorporated into and form an integral part of every form used for application for membership in the Association, and shall be acknowledged by every applicant in writing by the subscription of the applicants signature hereto.
- d) No application for membership in the Association shall be accepted, and no services or privileges shall be accorded to any applicant, unless and until the Code of Ethics has been signed by the applicant.

### **ENFORCEMENT OF THE CODE OF ETHICS**

- a) All complaints regarding the conduct of members of the Association shall be submitted in writing, signed by the complainant, to the President, and upon receipt of such complaint, the President shall contact the member whose conduct is questioned and provide that member with a copy of written complaint, and require that member's written response within fourteen (14) days of the date of such contact.
- b) A member to whom a Notice of Complaint is delivered shall respond to the President in writing within fourteen (14) days of the receipt of such notice.
- c) Where a member admits a violation of the Code of Ethics or of conduct that would constitute such a violation, the President shall provide the Board with all the particulars regarding the matter including all written submissions, and the Board shall take such steps as the Board deems advisable under the circumstances, to discipline the member.
- d) Where a member refuses or neglects to respond to a Notice of Complaint within the time specified, the President shall refer the matter to an ad hoc committee of

three (3) members designated by the Board consisting of a Past President and two other members, called the Grievance and Ethics Committee, who shall investigate the complaint. If the committee is satisfied that a breach of the Code of Ethics has occurred, the committee shall notify the accused member of its finding and give the member fourteen (14) days to submit a written explanation of the member's conduct. Upon failure to submit such an explanation to the satisfaction of the committee, the committee shall submit its findings to the Board and the Board shall take such steps as the Board deems advisable under the circumstances to discipline the member.

- e) In the event an accused member responds to a Notice of Complaint by denying the conduct complained of, or submits an explanation of conduct that is not satisfactory to the complainant, then the President shall submit the matter to an ad hoc committee of three (3) members designated by the Board consisting of a Past President and two other members, call the Grievance and Ethics Committee, and the committee shall appoint a time and place for a hearing of the matter in dispute, at which submissions of the complainant and the accused member shall be heard by the committee. After hearing the submissions of the parties, the committee shall submit it's recommendations to the Board regarding a proposed disposition of the complaint.
- f) If the complainant refuses to procure and submit sufficient additional or supplementary evidence or refuses and ignores requests therefore, the complaint will be filed without prejudice to the accused member.
- g) Upon receipt of the committee's recommendation, the Board in its sole discretion, may hear such further submissions from both parties as it thinks fit, and in any event, the Board shall decide the matter in dispute and take such steps as the Board deems necessary in the circumstances. Any such further submissions from either party must be made known to the other party and the other party given an opportunity to respond, before the Board makes is disposition.
- h) Should the majority vote of the Board indicate the innocence of the accused member, they shall be retained as a member in good standing and the complainant shall be required to proffer them a written letter of apology of which a copy shall be furnished to the Committee to be filed with the other papers pertaining to the complaint. Should the majority vote of the Board indicate the guilt of the accused member they shall be immediately expelled from the membership and shall be required to return to the Association all reproductions of the Logo in their possession and to discontinue all representations of membership in the Association. Any member expelled from the membership in the Association may appeal their expulsion to the general members of the Association at the next ordinary general meeting. Appeals shall be submitted in writing to the Association Secretary and received at least fourteen (14) days prior to the general meeting.

- I) The Board may, in its discretion, discipline members found to be in breach of the By-Laws or the Code of Ethics by expulsion from membership in the Association, or such other measure as the Board may, from time to time, determine in keeping with the objects of the Association and the objects of the Code of Ethics.
- j) The Committee shall turn over to the Corporate Secretary all pertinent information and papers for inclusion in the permanent Association records.
- k) Termination of membership shall be announced in the Association Newsletter and/or the PPOC Magazine or such other media outlets as the Board may determine.
- l) A person whose membership is terminated hereunder stands barred from readmission to any class of membership in the Association for a period of five (5) years or such lesser period as the Board may determine.

**9. GENERAL MEETINGS OF THE ASSOCIATION**

- a) The Association shall hold its Annual General Meeting on or before the first day of December in each year. Twenty-one (21) days notice of the time and place of all general meetings shall be given to all members. The Annual General Meeting may be held in conjunction with the Provincial Seminar of the Association.
- b) Special Meetings of the Association may be call by the President and shall be called upon the written request of any three (3) Directors or upon the written request of any ten (10) voting members in good standing of the Association.
- c) At general meetings of the Association, all voting members in good standing shall have one (1) vote as per Membership Rights & Privileges.
- d) Notice of a General Meeting shall be given to members by means of the Newsletter, or as may be decided by the Association in a General Meeting, or by the Directors. All voting members shall be given no less than twenty-one (21) days notice of the meeting.
- e) One quarter of the voting members of record on the date of the meeting, personally present shall constitute a quorum at any general meeting of the Association.

**10. RULES OF ORDER**

In all questions of Parliamentary Procedure not covered by these Bylaws, Robert's "Rules of Order" shall prevail.

**11. ELECTION OF EXECUTIVE OFFICERS, TERMS OF OFFICE, POWERS & PROCEEDINGS OF THE BOARD OF DIRECTORS**

**A. BOARD OF DIRECTORS**

- a) The business affairs of the Association shall be administered by, the Board of Directors (herein referred to as “the Board”), which shall include the following members whose eligibility is defined in Section 4: Membership Classifications
  - (i) President of the Association
  - (ii) Immediate Past-President of the Association (non-elected)
  - (iii) Vice-President of the Association
  - (iv) Treasurer
  - (v) The Corporate Secretary of the Association
  - (vi) Chairperson of each active branch of the Association
  - (vii) One Alternate Director from each active branch of the Association
  - (viii) The Professional Photographers of Canada - Alberta delegate to the PPOC Board of Directors.
  
- b) The President, Vice President, Corporate Secretary and PPOC-Alberta delegate to the PPOC Board of Directors terms of office shall be held for two (2) years and commence 30 days after they are elected, or until their successors in office are duly elected or appointed.
  
- c) The Treasurers term of office shall be held for three (3) years and commence 30 days after they are elected, or until their successors in office are duly elected or appointed.
  
- d) The President, VP, Treasurer, Corporate Secretary and PPOC delegate shall be elected at the Annual General Meeting of the association.
  
- e) No person shall act as a Director who is not a member in good standing of the Association.
  
- f) A retiring Director is eligible for re-election.
  
- h) If a casual vacancy occurs on the Board at any time, the President may appoint a member to fill the vacancy for the balance of the term of position.
  
- i) The Association, by extraordinary resolution, may remove any Board member from office before the expiration of his term.

- j) The Association, by ordinary resolution at a meeting at which it removes any Board member from office, may elect another person to fill the vacancy; and failing such election, the President may appoint someone to fill the vacancy.
- k) Any person so appointed or elected as Board member shall hold office for the balance of the term of the vacant position.

## **B. POWERS AND PROCEEDINGS OF THE BOARD OF DIRECTORS**

- a) The Board members may:
  - (i) Meet together from time to time in their discretion for the dispatch of such business as may arise;
  - (ii) Adjourn and otherwise regulate their meetings as they think fit;
  - (iii) Determine the quorum necessary for the transaction of business at Board meetings which shall not in any event be less than six (6) with at least one (1) Board member from each active branch. The President or VP must be present to constitute a quorum.
- b) Questions arising at any meeting of the Board shall be decided by a majority of votes.
- c) Each Director shall exercise one vote and in the case of any equality of votes, the President (or VP in the Presidents absence) shall have a second or casting vote.
- d) A meeting of the Board may be called at any time by the President and shall be called upon the written request of any three (3) members of the board.
- e) A meeting of the Board at which a quorum is present and shall be competent to exercise all or any of the powers, authorities and discretion vested in or exercisable by the Board pursuant to the application and the By-Laws.
- f) The continuing Directors may act notwithstanding any vacancy in the Board.
- g) The Board may from time to time, and at any time, at its discretion, raise or borrow, or secure the payment of any sum or sums of money for the purposes of the Association.
- h) A resolution in writing signed by all the Directors shall be as valid and as effectual as if it had been passed at a meeting of the Board, duly called and constituted.
- j) The Board shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association the right to employ and pay expenses or salaries to employees.

- k) The Board shall have the power to make expenditures for the purpose of furthering the objectives of the Association.
- l) June 30th in each year (or such other date as may be fixed by the Board) shall be the end of the fiscal year of the Association.

## **C. OFFICERS AND COMMITTEES**

- a) It shall be the duty of the President to preside at all meetings of the Association and at all meetings of the Board; to designate the time and place for special meetings of the Board or the Association; to direct the activities of the Association in a manner prescribed by the By-Laws; to review all bills presented for payment by the Executive Secretary and satisfy himself that they are in order and sign cheques in payment for such bills or accounts as he approves; and to act as a member ex officio on all committees.
- b) The Vice-President shall perform the duties of the President during the President's absence or inability to serve, the Past President taking over if the President then the Vice-President are unable to complete their obligations and/or duties.
- e) It shall be the duty of the Treasurer to prepare and administer the annual budget of the PPOC-Alberta in co-operation with the President and Corporate Secretary; to monitor budgetary matters throughout the course of the fiscal year; to report to the Board on a regular basis; and to attend all scheduled Board meetings and the Annual General Meeting. The term of office will be three (3) years, renewable at this time.
- f) No officer, employee or member of the Association shall enter into any obligation in the name of the Association, or make any commitment involving any disbursement of the Association's funds, other than expenses contemplated or limited by the annual budget, without the prior approval of the Board.
- g) The Board may appoint such committees as it deems necessary, including but not limited to a membership committee, a program committee, an advertising and public relations committee, and a Code of Ethics committee.
- h) Any committee appointed by the Board shall at all times, be subject to the direction of the Board and shall submit reports to the Board as and when requested by the Board from time to time, and the Chairman of each committee shall submit a written report of the activities of the committee to the general meeting of the Association.

#### **D. BRANCHES OF THE ASSOCIATION**

- a) There shall be Branches or Divisions of the Association known as the North Alberta Branch, the Central Alberta Branch and the Southern Alberta Branch.
- b) Each Branch shall be financially responsible for all seminars, workshops, courses or other functions organized as a Branch project.
- c) Annually, each Branch shall hold a General Meeting of its members in good standing at which time it will elect a Branch Executive.
- d) The Branch Executive shall hold office from the 1<sup>st</sup> day of January in the year to which they are elected to the 31<sup>st</sup> day of December in the following year to make a two (2) year term.
- e) The Branch Executive shall be composed of the following:
  - (i) A Branch Chairman;
  - (ii) Secretary/Treasurer
  - (iii) Three Branch Directors;
  - (iv) Additional Executive members as deemed necessary.
- f) A retiring Branch Chairman or Branch Director is eligible for re-election.
- g) The Branch Executive shall carry out the objects of the Association on behalf of the Branch members and the Branch Executive shall have full power and authority to act on behalf of the Association concerning all matters relating to the carrying out of the Association's objects within the Branch.
- h) The Branch Executive may:
  - (I) Meet together from time to time at their discretion for the dispatch of such business as may arise;
  - (ii) Adjourn and otherwise regulate their meetings as they think fit;
  - (iii) Determine the quorum necessary for the transaction of business which shall not be less than three (3).
- i) Questions arising at the meeting of the Branch Executive shall be decided by majority of votes.
- j) Each Branch Executive member shall exercise one vote and in the case of an equality of votes, the Branch Chairman shall have a second or casting vote.
- k) A meeting of the Branch Executives may be called at any time upon the request of any Executive member.

- l) A resolution in writing signed by all the Branch Executives shall be as valid and effectual as if it had been passed at a meeting of the Branch Executive duly called and constituted.
- m) The fiscal year of each Branch shall be from the 1<sup>st</sup> day of January in each year to the 31<sup>st</sup> day of December of the same year. Each Branch MUST report their finances to the Provincial Board of Directors at the end of each fiscal year.
- n) The Branch Executive may appoint such committees as it deems necessary.
- o) It shall be the duty of the Branch Chairman to preside at all meetings of the Branch Executive and at the annual or special meetings of the Branch; to designate the time and place for such meetings; to cause the Secretary/Treasurer to issue notice thereof; to direct the activities of the Branch in a manner prescribed by the By-Laws and in accordance with the objects of the Association; to review all bills presented for payment by the Secretary/Treasurer and satisfy himself that they are in order and to sign cheques in payment of such bills or accounts as he approves; and to act as a member ex officio on all Branch committees.
- p) It shall be the duty of the Secretary/Treasurer to supervise the custody of the funds of the Branch; to provide reports of the affairs of the Branch upon the request of the Branch Executive; to provide a detailed annual financial statement of the Branch at the Branch annual meeting; to review all bills and accounts presented for payment and to countersign cheques in payment for such bills after they have been signed by the Branch Executive and the Branch annual and special meetings; to issue such notices as the Branch President or Branch Executive may direct; and to perform such duties as may be required of him by the Branch Executive from time to time.

**12. AMENDMENTS OF THE BY-LAWS**

- a) “Extraordinary Resolution” means a resolution passed by a majority of not less than three-fourths (3/4) of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been given twenty-one (21) days in advance containing a Digest of the substance of the proposed amendment, shall have been sent to each member.
  
- b) An Extraordinary Resolution shall be required:
  - i) To rescind, alter, amend or add to these By-Laws;
  - ii) To sell, or otherwise dispose of the property of the Association or any part thereof, or to mortgage, charge or otherwise encumber such property.

**13. ASSOCIATION LOGO AND IT'S USE**

- a) PPOC-Alberta recognizes as its logo a design created by Avant Design Co., Winnipeg, Manitoba, for PPOC with the addition of the word Alberta under this design with a Capital "A" and lower case letters for the rest of Alberta as set out in the enclosed example (hereinafter referred to as the "Logo").
- b) Eligible members shall have the privilege of displaying the Association Logo and styling themselves as "Members of the Professional Photographers of Canada -Alberta" and any variation thereof in or upon their premises, studios or places of business as recorded on the books of the Association or upon their equipment, stationery or advertising matter, business or personal automobiles, trucks or other conveyances, subject to the regulations herein contained.
- e) The Logo must appear with the words "Member of the Professional Photographers of Canada - Alberta" or the abbreviation "PPOC-Alberta" and must be used in conjunction with the individuals member's name, which shall be larger than the Association Logo.
- g) The Board may expel any member who uses the Logo in a manner forbidden by these By-Laws.
- h) All reproductions of the Logo which are supplied to members by the Association shall remain at all times the property of the Association, and shall be considered as having been supplied under lease with privilege of use solely while the individual member remains in good standing with the Association and shall be returnable to the Association upon demand.

**14. AUDIT**

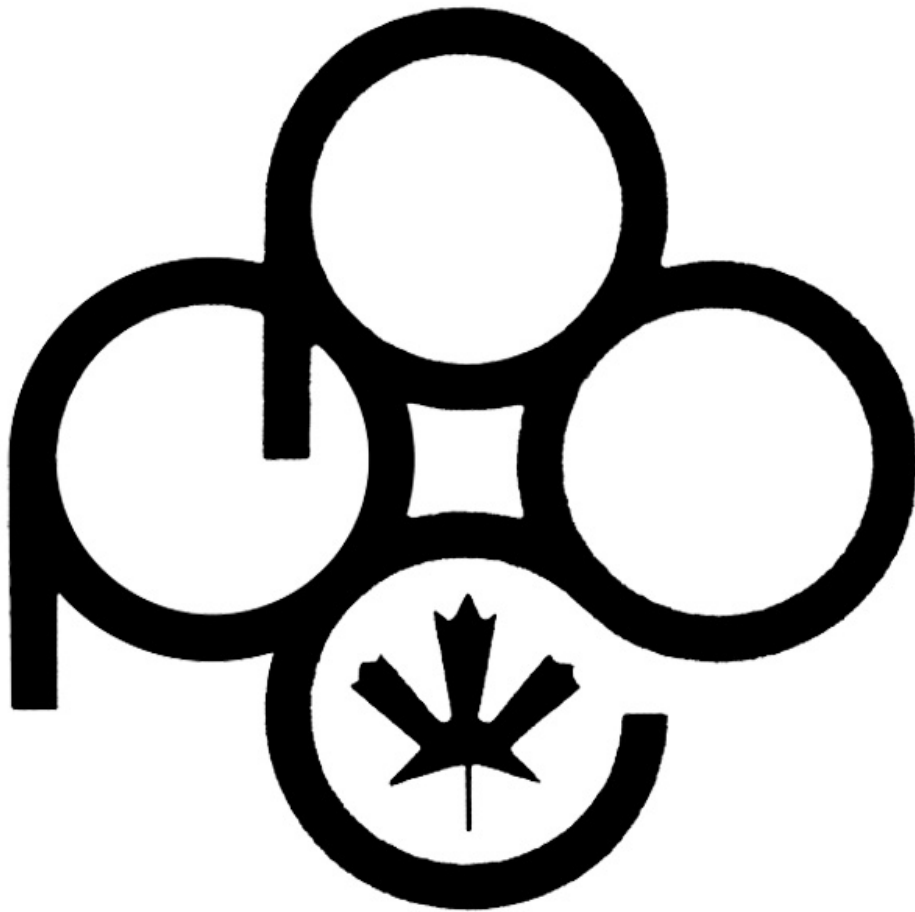
- a) The Board shall annually appoint an auditor or auditors for the Association to hold office for one (1) year or such further time as the Board may direct.
- b) The remuneration of the auditors shall be fixed by the Association in general meetings, except that the remuneration of any auditors appointed before the statutory meeting, or to fill any casual vacancy, may be fixed by the Board.
- c) Every auditor shall have the right of access at all times to the books and accounts, and vouchers of the Association and shall be entitled to require from the Board or Officers of the Association such information and explanation as may be necessary for the performance of the duties of the auditors.
- d) An unaudited financial statement will only be accepted on an unanimous vote by the eligible members present at an Annual General Meeting.

**15. BOOKS AND RECORDS**

- a) The books and records of the Association shall be maintained at the office of the Association and shall be open to inspection by any member of the Board at any time.
- b) No member of the Association, other than a member of the Board, shall have any right of inspection of the books and records of the Association except as authorized by the Board.
- c) A member of the Association who is not on the Executive may peruse the accounts and minutes of the Association during or immediately after the Annual Meeting, providing written notice is given to the President at least twenty-four (24) hours prior to the start of the meeting.

**16. SEAL**

The seal of the Association shall be kept at the office of the Association, and shall be used and affixed only by the President and the Executive Secretary together or as otherwise determined by resolution of the Board.



**Alberta**