

**BY-LAWS OF THE**  
**SCHOOL PHOTOGRAPHERS OF AMERICA ASSOCIATION**

**RECITALS**

**WHEREAS**, the School Photographers of America Association (the “Association”) previously operated under a dual governance structure consisting of a Governing Board and an Executive Board, which over time has proven to be inefficient and in need of restructuring to align with the Association’s evolving strategic direction and operational needs;

**WHEREAS**, the Association has determined that merging the Governing Board and Executive Board into a single Board of Directors will streamline decision-making, enhance governance effectiveness, and ensure greater accountability and efficiency in executing the Association’s mission;

**WHEREAS**, after careful consideration and review by the Bylaws Committee, it has been determined that the existing bylaws no longer adequately support the governance and operational framework required for the Association’s future growth and sustainability;

**WHEREAS**, the Board has further determined that simply amending the existing bylaws would be insufficient to implement the necessary governance reforms effectively, and that a complete rescission and replacement of the bylaws is the most effective course of action;

**WHEREAS**, in accordance with Robert’s Rules of Order and the existing bylaws amendment provisions, the Association has provided the required notice and has secured the necessary approvals to rescind and replace the bylaws in their entirety through a two-thirds (2/3) majority vote of the Board of Directors;

**NOW, THEREFORE, BE IT RESOLVED** that the existing bylaws of the School Photographers of America Association are hereby rescinded in their entirety and replaced with the following bylaws, effective immediately upon adoption, to establish a unified Board of Directors, create an Executive Committee as a subset of the Board, update officer roles, and modernize governance procedures to better serve the Association’s mission and members.

**ARTICLE I**

**Name and Location**

**Section 1. Name:** The name of the incorporated organization shall be the School Photographers of America Association (“Association”).

**Section 2. Location:** The State of Incorporation is North Carolina. The general offices for this organization shall be located in Ozaukee County, State of Wisconsin.

**ARTICLE II**

**Purpose – Limitation**

**Section 1. Purpose:** The Association is organized to:

- 1) promote such common interests of its Members as may qualify it as exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent Federal tax laws);

- 2) promote and to provide leadership for the improvement and advancement of school photography across the United States and its territories;
- 3) work particularly for improvement in participation in school photography and yearbooks;
- 4) help to increase the level of training and learning access for companies in the school photography and yearbook industry and their employees;
- 5) strive continuously to share best practices and create standards that will help and support school photography and yearbook educational partners;
- 6) help implement and advocate for more effective policies and procedures that promote healthy business behaviors and security for our industry's protection in the United States and its territories;
- 7) assist in the promotion, protection, preservation, education, and advocacy for the school photography and yearbook industry across the United States and its territories;
- 8) help facilitate and oversee the legal recourse in copyright and licensing in connection with school photography and yearbooks;
- 9) implement and oversee standards of ethical behavior in representatives marketing school photography and yearbooks;
- 10) to establish industry wide partnerships that help facilitate the promotion, protection and preservation of the school photography and yearbook industry;
- 11) develop programs that leverage purchasing volume to decrease industry costs for members
- 12) take all other appropriate action in furtherance of such purposes.

Section 2. Limitation: The Association shall be non-political, non-sectarian, and non-partisan. The words non-political, non-sectarian and non-partisan as used herein shall be construed to mean solely that the Association shall not engage in any activities in favor of or opposing the election of any candidate for office or any political party, group or faction. The words non-political or non-partisan shall not be construed to prevent discussion or action or recommendation thereon of any of the purposes of this organization as set forth in these Bylaws.

The Association shall observe all local, state, and federal laws which apply to non-profit organizations as defined in Section 501 (c) (6) of the Internal Revenue Code of 1954, as amended.

### **ARTICLE III**

#### **Membership**

Section 1. Eligibility: All persons, firms and corporations interested in school photography, yearbooks, or who desire to preserve and promote the objects of the Association, shall be eligible for membership.

Section 2. Application: All applications for membership shall be in writing to the Association, said application constituting an agreement on the part of the applicant, if elected, to adhere to all Bylaws, policies, and procedures adopted by the membership and Board of Directors for the Association ("The Board").

Section 3. Admission: The admission of an applicant to membership shall be recommended by the Executive Director and presented for approval by the Executive Committee. No individual may be denied membership on the basis of race, color, religion, sex, age, national or ethnic origin, sexual orientation, gender identity or gender expression, disability, or veteran status.

Section 4. Membership Classes. Members of the Association shall consist of:

- 1) Company Member. Any company engaged in school photography or yearbooks may become

a Company Member upon approval of the Executive Committee and payment of annual dues. Such membership cannot be transferred or assigned. Any chief executive officer or equivalent position of a Company Member shall be entitled to cast a vote on behalf of a Company Member.

- 2) Friends of Industry – Vendor/Supplier Member. Any person or company that is a service provider, contractor, or sponsor of a company engaged in school photography may become a Friends of Industry Member upon approval of the Executive Committee and payment of annual dues.
- 3) Retired Member. Any person who is a retired employee of a company engaged in school photography or yearbooks may become a Retired Member upon approval of the Executive Committee and payment of annual dues.
- 4) Education Partners. Any person who is an educator in public or private schools may become an Education Partners Member upon approval of the Executive Committee and payment of annual dues.
- 5) Employee Member. Any person who is an employee of a Company Member and designated by the Company Member may become an Employee Member upon approval of the Executive Committee.
- 6) International Member. An international person or company with limited membership that gives access to resources and information as well as access to working groups.
- 7) Franchise Member. Any person who is a franchisee of a company member may receive all benefits of the company member minus voting.

Section 5. Dues: The Board may recommend and approve from time to time the amount of annual dues for each class of membership payable to the Association by members. Subject to limitations in these Bylaws, The Board may, subsequent to fixing the dues for a fiscal year, recommend an increase or diminish the amount thereof during such fiscal year for approval by The Board. Dues for membership shall be for a twelve (12) month period ending on the anniversary date of approval of membership.

Section 6. Forfeiture: If any member shall fail to pay dues within sixty (60) days from the date payable, the membership shall be forfeited. The Board, by majority vote, shall have authority to determine the conditions for the reinstatement of any member whose membership has been forfeited because of nonpayment of dues.

Section 7. Resignations: All resignations by members shall be tendered to the President of the Association in writing. The President shall report to the Governing Board all resignations received.

Section 8. Expulsion: Any member may be expelled for cause by resolution passed by two-thirds (2/3) of the entire Governing Board at any meeting called for this purpose. Such member shall be notified of the grounds, which may include such member's engagement of self-dealing activities or other matters contrary to the purposes of the Association or corresponding public policy, for expulsion and of the intention of the Governing Board to consider expulsion and shall be given the opportunity to be heard before the Governing Board. Passage of such resolution shall, without other act on the part of the Governing Board, terminate such membership. For cause shall include, but not limited to:

- 1) Breach of contract with third parties, including schools, school districts, government municipalities, and industry vendors.
- 2) Commission of, conviction for, plea of guilty or nolo contendere to a felony or a crime involving moral turpitude, or other material act or omission involving dishonesty or fraud.
- 3) Failure to pay local, state, or federal taxes when due.
- 4) Failure to adhere to these Bylaws, the Family Educational Rights and Privacy Act, and any other

local, state, or federal laws governing the protection of minors.

5) Failure to adhere to all local, state and federal hiring requirements for school personnel including but not limited to screening employees and conducting criminal background checks. 6) Failure to adhere to local, state or federal intellectual property rights including but not limited to licensing and copyright.

7) Engaging in conduct which is demonstrably and materially injurious to the Association or its subsidiaries, monetarily or otherwise.

8) Violation of a local, federal or state law or regulation applicable to the Member's business. 9) Engaging in improper business practices including but not limited to providing anything of value to any company or person, including government officials, in order to improperly influence the recipient of such thing of value to enter into a business relationship.

## **ARTICLE IV**

### **Board of Directors**

**Section 1. Authority:** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of the Board of Directors.

**Section 2. Size:** The Board of Directors shall consist of up to twenty-three (23) members. Nine (9) volunteer members are appointed by the Founders (as defined below) (each a "Founder Seat"), and up to fourteen (14) volunteer company members elected by Company Membership during elections. These At-Large Company Seats will be two (2) year terms with a maximum total of three (3) terms. Each member company may only have one Director serve on the board at a time.

Founder Directors serve in perpetuity unless they elect to step into the Advisory Committee. Founder seats are not transferable by Founders to others, nor may Founder Seats be acquired by others. In the event any Founder is merged with another Founder (e.g., through merger or acquisition), the merged/acquired Founder shall no longer have the right to appoint a person to fill a Founder Seat, and the Founder Seat shall then become an At-Large Open Seat that can only be filled by a Company Member. Likewise, if a Founder is acquired by a non-Founder company, the non-Founder entity does not acquire the Founder Seat. Instead, the Founder Seat becomes an At-Large Open Seat that can only be filled by a Company Member. The Board shall always consist of an odd number of members.

**Section 3. Appointment and Term Transition:** Dorian Studio, Inc.; GPI, Inc.; HR Imaging Partners, Inc.; Inter-State Studio & Publishing Co.; Texas School Photography, LLC; Rekcute Photographic, Inc.; Strawbridge Studios Inc.; Visual Image Photography Inc.; and Hal Wagner Studios, Inc. (the "Founders") may each appoint one (1) member to the Board of Directors in January of each year. Each person appointed to a Founder Seat must be an Owner or Director of the respective appointing company and remain employed with the respective appointing company at all times while serving on the Board of Directors.

All Founder Appointments must be in good standing in order to maintain their status and seat within the Board of Directors. Founding Directors shall maintain their seat on the Board in perpetuity until they elect to step into a role on the Advisory Committee or move off the Board. All Directors commit to serve on one committee during each of their terms.

The elected At-Large Seats shall serve three (3) staggered two (2) year terms, with two (2) members elected each year and renewals confirmed every two years. Once an At-Large Director comes to the end of their final term, they must take two (2) years away from the Board before applying to join again. Each

person appointed to an At-Large Founder Seat must be a member of the Association in good standing. All members of the Board of Directors shall have voting privileges and shall be subject to any and all restrictions, responsibilities, and/or regulations as set forth in these Bylaws.

To ensure clarity and continuity in Board transitions, the following process will apply:

- Board member elections shall take place at or near the Leadership Summit each year.
- Newly elected board members shall assume their seats on January 1 of each year.
- Outgoing board members shall retain their responsibilities until December 31 of each year, but will no longer participate in Board actions after the transition.
- Officer elections shall take place at the Leadership Summit, with terms beginning January 1 of the following fiscal year to align with financial and administrative planning.
- If a vacancy occurs before January 1, a special election may be held, or the Executive Committee may appoint an interim Director until the next scheduled election.
- If an election results in a tie, the sitting Board shall resolve the matter through a special vote before the new term begins.
- All newly elected board members shall participate in an onboarding process as determined by the Executive Director and Board Officers to ensure a smooth transition.

Section 4. General Responsibilities: The Board of Directors shall serve as the governing body of the Association with full and complete authority, power, and discretion to manage and control the business, affairs, and properties of the Association, to make all decisions regarding those matters, and to perform any and all other acts or activities incident to the management of the Association.

The Board shall determine the mission and prepare, or cause to be prepared, a Program of Work that shall act as the plan for accomplishing the Association's mission. The Board shall have the power to create such administrative committees as the Board may deem advisable for the efficient operation of the Association. When such committees are created, the Board shall define the scope of their work. The Board may establish such other specialized committees as may be required or beneficial in accomplishing the Program of Work.

The Board of Directors shall have the following additional responsibilities:

- Develop and approve the Association's legislative agenda for approval.
- Approve election guidelines, including appeal and complaint procedure as submitted by the Membership Committee.
- Develop, maintain and audit the certification process of Certified Companies by the Association.
- Monitor the implementation of the Association's programs, consent agenda, resolutions and legislative agenda.
- Authorize the appointment of special commissions and committees.
- Propose and approve possible amendments to the Bylaws.
- Develop and approve a code of ethical behavior for the profession of school photographers.
- Establish procedures for conducting investigations and applying sanctions where a breach of ethics is established.
- Each member of the Board of Directors shall assist in the Association's advocacy efforts by writing letters and emails, making telephone calls, and visiting local, state, and federal policymakers.

Section 5. Term of Office: The term of office for each person holding a Founder Seat shall be one (1) year. Any person holding a Founder Seat may be re-appointed and serve consecutive terms; however, if a person holding a Founder Seat is later elected to an At-Large Seat, that person may not be appointed to hold a Founder Seat again.

The term of any person holding an At-Large Seat shall be three (3) staggered two (2) year terms, with renewals confirmed every two years. No person holding an At-Large Seat may serve more than six (6) consecutive years on the Board, and a two (2) year period must elapse before the individual is eligible to serve again.

Section 6. Meetings: The Board of Directors shall meet as a whole four (4) times a year, which shall include:

- Two (2) online meetings
- One (1) Leadership Summit (best effort to attend in person; Zoom option available)
- One (1) in-person Annual Conference

The President or a majority of the Executive Committee may call an emergency meeting with five (5) days' notice if urgent Association business requires immediate attention.

Board members missing one (1) or more meetings per year without just cause may be subject to removal by the Board. Any member may request a proxy vote in writing to the Executive Director and President, but no member may use a proxy more than once per year.

Section 7. Vacancy: In the event any Board Member ceases to serve before their term expires, the Executive Director shall facilitate a special election within 50 days to fill the vacancy. If the remaining unexpired term is less than 12 months, the individual filling the vacancy shall not have their term counted against future eligibility limits.

Section 8. Quorum: A majority of the members of the Board of Directors shall constitute a quorum, and any majority of such quorum shall constitute the action of the Board unless otherwise provided herein.

Section 9. Indemnification: The Association may, by resolution of the Board, provide for indemnification of any current or former Board Member against expenses incurred in connection with the defense of any actions, suit, or proceeding in which they are made a party by reason of serving on the Board, to the fullest extent allowed by law.

## **ARTICLE V**

### **Officers**

Section 1. Officers and Executive Committee: The Officers of the Board shall constitute the Executive Committee. The Executive Committee shall be elected by the members of the Board of Directors. To be eligible to run for the Executive Committee, a director must have served at least one active year on the Board of Directors. Time served as a member of the former Executive Board prior to the merger shall count toward this eligibility requirement. The Executive Committee shall meet up to twelve (12) times per year, including ten (10) online meetings, one (1) Leadership Summit, and one (1) Annual Conference.

An officer may have no more than two (2) unexcused absences per year from Executive Committee meetings. An excused absence shall be defined as an absence due to illness, family emergency, or

unavoidable professional conflict. If an officer exceeds the absence limit, the Board of Directors may take action, including removal from the position, as determined by majority vote.

The Officers of the Association shall consist of the Executive Director and the following members of the Board of Directors: President, Vice President, Treasurer, Secretary, and Immediate Past President. All officers shall serve a two (2) year term, and the Executive Director shall serve continuously until they are no longer acting as Executive Director. If an At-Large Director is elected as an officer, their term as a board member shall automatically extend until the completion of their term as an officer. Each officer shall write at least four (4) letters per year to state and federal educational leadership, attend at least one (1) policy day, make a minimum of six (6) social media posts supporting the industry, and speak at the Annual Conference and assigned state or national educational invitations.

Section 2. Election Process: The election process shall be handled by the Election Committee, which shall consist of the Executive Director and the President of the Board of Directors.

2.1 Election of Officers: All officers must be members of the Board of Directors and must currently own or hold an executive position in a company engaged in school photography or yearbook production. Candidates interested in serving as an officer must submit a candidate information packet to the Executive Director and President for recommendation to the Board. No officer may serve on another board of a competing school photography association.

An election shall be held every two (2) years for all officer positions. Officers shall be elected by the Board of Directors at the Leadership Summit, with a minimum of two-thirds (2/3) of the Directors present voting.

### Section 3. Duties of Officers:

#### President

The President shall serve for two (2) years after serving two (2) years as Vice President and shall continue to serve for two (2) years as Immediate Past President. The President shall also sit on the Finance Committee. The President shall be the chief presiding officer over all Board of Directors meetings, oversee strategic direction, and work closely with the Executive Director to fulfill the Association's mission. The President shall facilitate a biannual performance review of the Executive Director. When possible, the President shall attend committee meetings and industry events to support Association objectives.

#### Vice President

The Vice President shall serve two (2) years and shall transition into the role of President at the end of their term. The Vice President shall focus on membership growth, election oversight, and advocacy efforts. They shall help facilitate the Leadership Summit and Annual Conference. In the event of a vacancy in the office of President, the Vice President shall immediately assume the role of President for the remainder of the term. The vacated Vice President position shall be filled by majority vote of the Executive Committee.

#### Executive Director

The Executive Director shall be the Chief Executive Officer (CEO) of the Association and shall

be responsible for the day-to-day business operations. The Executive Director shall be selected by the Board of Directors and shall receive a term contract and salary. The Executive Director shall:

- Oversee the Association's financial and operational management.
- Implement Association policies, make business arrangements, and ensure compliance with governing laws and bylaws.
- Submit an annual report to the Board of Directors.
- Oversee employment, direction, and supervision of all employees, interns, and consultants.
- Work alongside the Treasurer and Finance Committee to prepare and execute the annual operating budget.
- Ensure adherence to financial controls as required by the appointed independent accounting/auditing firm.
- Serve as liaison to standing and ad hoc committees.
- Recuse themselves from any votes related to their compensation or personal financial matters before the Board.

#### Treasurer

The Treasurer shall serve one (1) two-year term. The Treasurer, along with the President and Finance Committee, shall be responsible for establishing and overseeing the Association's budget and financial planning. The Treasurer shall:

- Serve as technical custodian of all funds.
- Recommend to the Board the selection of an independent Certified Public Accountant (CPA) for annual financial audits.
- Oversee the review of banking relationships and financial reporting.
- Work closely with the Executive Director to ensure financial compliance.

#### Immediate Past President

The Immediate Past President shall serve one (1) two-year term on the Executive Committee following their Presidential term. The Immediate Past President may choose to join the Advisory Committee at the end of their term.

### Section 4. Vacancies and Term Starting Date:

4.1 Vacancies on the Executive Committee: In the event of a vacancy in any Executive Committee position, other than President or Vice President, the vacancy shall be filled by majority vote of the Board of Directors at the next scheduled meeting. The appointed officer shall serve for the remainder of the unexpired term. If a vacancy occurs within six (6) months of the next regularly scheduled election, the position may remain vacant at the discretion of the Board.

If the Immediate Past President position becomes vacant, it shall remain unfilled until the next eligible President completes their term and assumes the role.

A late joiner who fills a vacancy on the Executive Committee shall not have their time in office counted toward term limits, provided that they serve less than half of the original term length. If the remaining term exceeds half of the original term length, it shall count as a full term for term limit purposes.



4.2 Term Starting Date: The term of all elected officers shall begin on January 1 of the following fiscal year. Officer elections shall occur at the Leadership Summit (Fall meeting), and newly elected officers shall officially assume their roles on January 1 of the subsequent year.

Section 5. Indemnification: The Board of Directors may, by resolution, provide for indemnification of any and all of its officers or former officers against expenses incurred in connection with the defense of any actions, suits, or proceedings in which they are named by reason of having served as an officer of the Association, to the fullest extent permitted by law.

## **ARTICLE VI**

### **Committees**

Section 1. Committees: The President, and Executive Director, subject to the approval of The Board, shall be authorized to form such committees and appoint such Committee Chairs as they may deem necessary and desirable.

Section 2. Committee Responsibilities: It shall be the responsibility of administrative (standing) committees to assist and advise The Board and the President in the administrative functions of the Association. Such assistance and advice shall take the form of investigation and recommendations within the bounds of general procedures and statements of policy laid down by The Board to guide such action. It shall be the responsibility of the Program of Work committees to work on program goals subject to and within the bounds of the direction of the Executive Director and The Board. Actions taken by the ad hoc committees shall be reported to The Board by the Executive Director and President as necessary to keep The Board informed.

Section 3. Standing Committees: The following committees are the standing committees of the organization: The Finance Committee, The Conference Committee, The Data Standards Committee, The Membership Committee and The Industry Supplier Committee. All members of the committee must be active members of SPOA. While these are the Standing Committees of the Board, new committees can be formed at any time based on need and the directives of the Board of Directors. One does not need to be a member of the Board of Directors to sit on a committee. In order to be considered for election onto the Board of Directors, one must sit on a committee for at least one year. A committee chair must be voted on by the Board of Directors. Committee chairs must submit a report to the Executive Board after each committee meeting.

1. Finance Committee: The Finance Committee consists of at least 3 members including the President and Treasurer. The Treasurer shall serve as the Committee Chair. The Finance Committee shall meet as needed to approve the Annual Budget and Annual Audit, prior to submitting these items to The Board for final approval. The Finance Committee shall review the association's financials and recommend to The Board for approval on a quarterly basis.
2. Conference Committee: The Conference Committee is composed of at least 3 members including a Committee Chair, Co-Chair and multiple sub-committee leaders. The Conference Committee shall meet as needed to prepare for and execute the annual conference each year. Key roles on this committee include the Conference Chair, Program Management Chair and Corporate Relations/Sponsorships Chair
3. Data Standards Committee : The Data Standards Committee is Composed of at least 3 members including a Committee Chair. The Conference Committee shall meet as needed to discuss and offer recommendations regarding data standards and securities

4. **Membership Committee:** The Membership Committee is composed of at least 3 members including a Committee Chair. Shall meet as needed to discuss the growth and retention of the membership.
5. **Advisory Committee:** The Advisory Committee is composed of any Founding Members that are in good standing that no longer choose to hold an active seat on the board. Past Chairmen of SPOA's original Governing Board (2020-2025) and Presidents of The Board (Beginning 2025) are also welcome to sit on the Advisory Committee. Advisory Committee Members are not required to attend meetings, however, they are welcome at any and all meetings held by SPOA. Advisory Committee Members may opt to become an active Director of the board again, however, in doing so they commit to serving for three, two year terms. Advisory Board directors do not have the right to a vote but they are allowed to present their opinions and ideas at meetings.
6. **Industry Supplier Committee:** The Industry Supplier Committee is composed of at least 3 members including a Committee chair. Members should be available to attend three virtual committee meetings as necessary to review evaluations of the previous conference, formulate recommendations and/or suggestions to submit to The Board.

**Section 4. Committee Chairs:** The Board may appoint committee chairs to standing and ad hoc committees.

**Section 5. Committee Members:** All committee members must be members of the Association in good standing. Committee members shall be reviewed by each chair and be approved by the Executive Director. Each committee shall strive to recruit a minimum of three (3) members.

**Section 6. Committee Performance Review:** The Executive Committee shall meet quarterly to review committee chair performance, expectations and accomplishments.

## **ARTICLE VII**

### **Membership Meetings**

**Section 1. Annual Meetings:** As a North Carolina non-profit corporation, the Association is required to hold an annual meeting of its members. This annual meeting of the membership shall be an opportunity for the officers of the Association to present to Association members a summary of the Association sponsored programs and events and shall also be used as an opportunity to allow Association members to give input on programs and ideas of interest to the members. This meeting shall be held in conjunction with the Association's national conference as determined by The Board. The time and place of such meeting shall be sent to each member by written notice not less than ten (10) days prior to the time of such fixed meeting.

**Section 2. Special Meetings:** Special meetings of members may be called at any time by the President and/or the Executive Director. Notice of special meetings of the members must be given not less than five (5) business days prior to the time set for such meetings and/or by mailing or by email such notices to the members in good standing whose names appear upon such rolls.

**Section 3. Membership Quorum:** Unless otherwise required by law, the members present at any regular or special meeting of the membership shall constitute a quorum.

## **ARTICLE VIII**

### **Financial Control, Debts and Obligations**

**Section 1. Financial Control:** All revenues received by the Association will be deposited within one (1) week in the banking institution approved for that purpose by The Board. The Accountant shall be appointed by The Board each year. This firm shall manage and oversee all monies and expenses by the Association. Monthly reports shall be generated for review at Executive Committee meetings. This firm shall report directly to the President of the Board and The Board. All checks will require two approvals and may be approved by the Executive Director and one of the following positions: President, Treasurer or other such officer so designated by The Board. The Treasurer and the Executive Director shall be listed on the SPOA Checking Account as Authorized signers. All persons authorized to sign or approve checks shall be bonded for an amount approved by the Governing Board. There will be an annual independent audit performed by the Accountant or an auditing firm chosen by The Board. The Board must approve any loan, building contract, property acquisition or other such similar act by at least a two-thirds vote.

**Section 2. Creation:** No debt obligation shall be created or incurred by any officer, employee, or agent on behalf of the Association, no monies shall be appropriated, expended or paid out of the general fund and no contract or other binding obligation of any officer, employee, or agent of this Association, the terms or result of which creates any debt or obligation, shall be in any manner binding upon this Association unless the same is authorized by The Board or in the budget of this Association approved by The Board, or unless the same respectively shall be authorized and directed or ratified by The Board. The Board shall establish a monthly budget for credit card usage by the Executive Director and staff to simplify accounting and keep all records by the authorized accounting firm instantaneous.

**Section 3. Payment of Obligations:** All bills shall be paid by the Executive Director or the Accountant. Each payment with supporting documentation shall be filed at the end of each month with the statements from the bank of the Association and reviewed with the President and Treasurer.

## **ARTICLE IX**

### **Amendments**

**Section 1. Procedures:** The Bylaws of the Association may be amended or altered by a two-third (2/3) vote of the members of The Board during any regular or special meeting of The Board provided that the notice for the meeting includes a statement that amendment of the Bylaws will be considered at the meeting and shall contain the full text of the proposed amendment or amendments which shall be sent not later than ten (10) days prior to the meeting at which the proposed amendments will be considered.

## **ARTICLE X**

### **Dissolution**

**Section 1. Procedures:** The Association shall use its funds only to accomplish the objects and purposes specified in these Bylaws and its Articles of Incorporation, and no part of said funds shall insure, or be distributed, to the members of the Association. On dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations exempt from taxation under Section 501 (c) of the Internal Revenue Code of 1954, as amended, which shall be selected by the Governing Board.

## **ARTICLE XI**

## Fiscal Year

Section 1. Fiscal Year: The fiscal year of the Association shall begin on the 1<sup>st</sup> day of January and end on the last day of December in each year.

## ARTICLE XII

### Parliamentary Rules

Section 1. Procedures: The proceedings of all meetings of The Board and administrative committees shall be governed by and conducted according to the latest edition of Robert's Rules of Order.

## ARTICLE XIII

### Charters

Section 1. Organization: The establishment of local or area school photography associations, hereinafter referred to as Chapters, throughout the United States shall be encouraged and promoted. All possible assistance shall be rendered to them by the Association. Any Chapter addition or resignation shall be approved by the Governing Board.

Section 2. Purpose: The primary purpose of a Chapter shall be to undertake programs and projects local in nature, with the Association undertaking state-wide programs and coordinating the efforts of all Chapters.

Section 3. Approval: Chapters within specified geographic areas may be established when a minimum of ten (10) active members petition The Board to be established with the assistance and approval of the Association, subject to the approval of The Board. Proposed bylaws shall be furnished by the Association to the Chapter. Said bylaws, upon adoption and approval by The Board of the Association, shall conform substantially with the proposed bylaws developed by the Association and shall be governed by these Bylaws. The Chapter bylaws may not be amended or modified without the prior approval of the Association Board. Programs, fund raising activities and all other projects shall be left to the Chapter, subject to any appropriate oversight by the Association as to any federal implications. Chapters of the Association are not allowed to invoice or collect dues from members. All member dues shall be paid directly to the Association. Profits from fund raising activities remain with the Chapters, and losses are the liability of that Chapter. All liabilities incurred by a Chapter, including from fundraising activities, revenue losses, lawsuits, legal liabilities and all actions, are the sole responsibility and obligation of that Chapter. The Chapters will hold the Association harmless from any and all of the Chapters' local activities. Since the Chapters are not separate legal entities, all assets of the Chapters are assets of the Association, and as such the assets of the Chapters may only be used to further the mission of the Association. Approval of the Association Board shall be required for any Chapter to merge, affiliate, or identify with any organization, committee, association, or corporation. No Chapter may withdraw or disassociate from the Association.

Section 4. Membership: Membership in the Association entitles such members to apply for membership in a local Chapter should a Chapter exist in such member's area. No additional local dues may be assessed for Chapter membership. Membership in the local Chapter is conditioned upon approval by the local Chapter.

Section 5. Financial Statement: By August 1 of each year, each Chapter must submit complete financial statements to the Association to be kept in the Association's files, including any and all information that may be needed for the Association's IRS Form 990 filing. The Association's IRS Form 990 will include the Chapter's financial statements at the Association's expense, but any federal or state or local taxes that may be due based on a Chapter's activities will be borne by and are the responsibility of the Chapter. In the event a Chapter fails to timely submit its financial statements to the Association, the Association will suspend the payment of the quarterly rebate to such Chapter until such complete and accurate financial statements are provided in full to the Association.

Section 6. Association Membership: Any person or company must first affiliate with and become a member of the Association in order to possibly become a member of a Chapter. If a person or company loses its membership in the Association for any reason, such person or company shall no longer be eligible for Chapter membership.

Section 7. Chapter Revocation: Established Chapters may be revoked by majority vote of the Association's Board if membership falls below ten (10) active members, or if there is no one willing to take a leadership role within the Chapter. Any Chapter may be suspended or revoked for cause by a two-thirds (2/3) vote of the Association's Board. Sufficient cause for such suspension or revocation shall be a violation of these Bylaws, the Chapter's Bylaws, or a rule of practice adopted by the Association, or any other conduct prejudicial to the interests of the Association. Prior to suspension or revocation of a Chapter for cause, a statement of the charges shall be mailed to the Chapter President at least fifteen (15) days prior to the date The Board shall meet to consider the charges. Chapter officers shall have the opportunity to appear in person or by authorized representative to present any defense to such charges prior to final action by The Board of the Association. In the event a Chapter is suspended or revoked by The Board for cause, the Chapter officers shall disburse all of its assets by paying all debts and obligations and then placing any remaining assets in an escrow account to be administered by the Association. Escrow account funds shall be reserved for use in establishing a new Chapter in the same locality unless The Board of the Association decides otherwise in which case the escrow account funds shall be distributed as applicable pursuant to the Code.

Section 8. Contractual Partnerships: Partnerships with local chambers of commerce, convention and visitors bureaus, and school photography associations may be developed on a contractual basis by the Association in order to grow membership in a geographical region. The Association's Board must approve by a majority vote all contractual partnerships developed by the Association with any such organization.

## **ARTICLE XIV**

### **General**

Section 1. Separation from Employment: In the case of involuntary or voluntary separation of employment from a company engaged in school photography by an officer, member, or Board of Director, such person may serve the remainder of his or her term as long as she or he is not in breach of an employment agreement with their previous employer. However, The Board may reserve the right to review the separation and may deem it appropriate for that person not to continue to serve the remainder of their term and may ask the Executive Director to launch a special election to replace the seat.

Section 2. Waiver of Notice: Any person or entity entitled to vote may make written waiver of any notice required to be given under the provisions of the North Carolina Not-for-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Association before, at, or after a meeting. The waiver shall be filed with the person designated to act as secretary of the meeting who shall

enter it upon the records of the meeting. Appearance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting.

Section 3. Adoption: These Bylaws shall become effective immediately upon adoption by The Board.

Section 4. Conflict of Interest: A member of The Board having a conflict of interest or a conflict of responsibility on any matter involving the Association and any other business or person shall refrain from voting on such matter. No Board of Director or officer shall use his or her position as a member of The Board or officer of the Association for his or her own direct or indirect financial gain. In addition to the foregoing, the Association shall be governed by the Conflict of Interest Policy set forth in Rider 1, attached hereto.

## **Rider 1**

### **Conflict of Interest Policy**

#### **Article I**

##### **Purpose**

The purpose of the conflict of interest policy is to protect the Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### **Article II**

##### **Definitions**

1. **Interested Person**. Any director, officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. **Financial Interest**. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(a) An ownership or investment interest in any entity with which the Association has a transaction or arrangement;

(b) A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement; or

(c) A potential ownership or investment interest in, or compensation arrangement with,

any entity or individual with which the Association is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Article III** **Procedures**

**1. Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

**2. Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave The Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

#### **3. Procedures for Addressing the Conflict of Interest**

(a) An interested person may make a presentation at The Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The President of The Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, The Board shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, The Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **4. Violations of the Conflicts of Interest Policy**

(a) If The Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, The Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Article IV**

##### **Records of Proceedings**

The minutes of The Board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and The Board decision as to whether a conflict of interest in fact existed.

2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the pleadings.

#### **Article V**

##### **Compensation**

1. A voting member of The Board who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.

3. No voting member of The Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Article VI**

##### **Annual Statements**

Each officer and all Board members shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflict of interest policy;
- (b) Has read and understands the policy;
- (c) Has agreed to comply with the policy; and
- (d) Understands the Association is charitable and in order to maintain its federal tax exemption it



must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **Article VII**

### **Periodic Reviews**

To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures and arrangements with management Corporations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## **Article VIII**

### **Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve The Board of its responsibility for ensuring periodic reviews are conducted.

**RESOLUTION OF THE BOARD OF DIRECTORS  
OF THE SCHOOL PHOTOGRAPHERS OF AMERICA ASSOCIATION  
ADOPTING NEW BYLAWS AND ESTABLISHING TRANSITION PROVISIONS**

**WHEREAS**, the Board of Directors of the School Photographers of America Association (the "Association") has determined that it is in the best interest of the Association to streamline governance and enhance operational efficiency by merging the existing Governing Board and Executive Board into a single governing body known as the Board of Directors;

**WHEREAS**, the Association has undertaken a thorough review and restructuring process, culminating in the adoption of new bylaws that replace the existing bylaws in their entirety;

**WHEREAS**, upon adoption of the new bylaws, all powers, duties, and responsibilities formerly held by the Governing Board and Executive Board shall be consolidated under the newly established Board of Directors;

**WHEREAS**, in order to facilitate a seamless transition, certain qualified members of the current Executive Board shall be granted the option to transfer to the newly formed Board of Directors, provided they meet the following eligibility requirements:

- 1) They must own or be a Director of their company; and
- 2) Their company must not already have a founding or at-large representative serving on the Board of Directors;

**WHEREAS**, the following current Executive Board Directors meet the above eligibility requirements and shall be transferred as full voting members of the Board of Directors, with their previous service on the Executive Board counting toward their respective board terms:

- Bill Freeman
- Mark Hommerding
- Chris Garcia
- Rob Locke
- Steve Kent
- James Micklethwait

**WHEREAS**, the time served by these individuals on the Executive Board shall count toward their current term as members of the Board of Directors;

**WHEREAS**, the remaining members of the current Executive Board who do not qualify for the Board of Directors shall, effective immediately, be invited to serve on one or more standing committees of the Board of Directors, as listed below:

- Finance Committee
- Conference Committee
- Data Standards Committee
- Membership Committee

**WHEREAS**, the following individuals, currently serving on the Executive Board, shall transition to committee roles in accordance with their expertise and the needs of the Association:

- Matt Baltes (Studio Source)
- Nic Davidson (Strawbridge)
- Rebecca Jensen (HR)
- David Lake (Inter-State)
- Jen Volcko (Inter-State)

**NOW, THEREFORE, BE IT RESOLVED**, that:

The new bylaws of the School Photographers of America Association, as drafted and approved, are hereby formally adopted, replacing all previous bylaws in their entirety.

The Governing Board and Executive Board are officially merged, and the Board of Directors is now recognized as the sole governing body of the Association.

The above-named Executive Board members who meet the stated qualifications are hereby transferred to the Board of Directors with full voting rights, and their prior Executive Board service shall be credited toward their board terms.

The above-named Executive Board members who do not qualify for the Board of Directors are hereby appointed to serve on one or more standing committees of the Board of Directors.

The Executive Committee is formally established as a subset of the Board of Directors, composed of the officers elected in accordance with the newly adopted bylaws.

The Board of Directors authorizes the Executive Committee and the Executive Director to oversee the transition process, ensure continuity of leadership, and implement any procedural adjustments necessary to facilitate the governance restructuring.

The following individuals shall serve as the initial members of the newly established Board of Directors:

**“FOUNDING SEAT” DIRECTORS**

- Cindy Gallien
- Aric Snyder

- Claudia Dencer
- Rod Halterman
- Courtney Lutz
- Jake Mark
- Mike Strawbridge
- Gregg VanderZwaag
- Chip Wagner

**“AT-LARGE SEAT” DIRECTORS**

- Lou Esposito
- Doyce Crandall
- Mark Motichek
- Mike Norkin
- Robert Ste-Marie
- Dean Stewart
- Bill Freeman
- Mark Hommerding
- Chris Garcia
- Rob Locke
- Steve Kent

This resolution shall take effect immediately upon its adoption by a two-thirds (2/3) vote of the Board of Directors.

**CERTIFICATION**

The undersigned hereby certifies that the foregoing is a true and correct copy of a resolution duly adopted by the Board of Directors of the School Photographers of America Association on \_\_\_\_\_, and that said resolution remains in full force and effect.

**By: School Photographers of America Association,**

\_\_\_\_\_  
Cindy Gallien, Director

**By: School Photographers of America Association**

\_\_\_\_\_  
Stephanie Hayes, its Executive Director